

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

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

**October 4, 2022 – 9:00 a.m.**

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This meeting will be held via videoconference pursuant to MCERA Board of Retirement Resolution 2021-22/01, which invoked Government Code section 54953(e) for all MCERA Board and standing committee meetings through October 14, 2022.

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

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

**CALL TO ORDER**

**ROLL CALL**

**MINUTES**

April 20, 2022 Governance Committee meeting

**A. OPEN TIME FOR PUBLIC EXPRESSION**

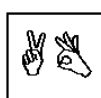
Note: The public may also address the Committee regarding any agenda item when the Committee considers the item.

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

## **B. NEW BUSINESS**

1. Proxy Voting
  - a. Proxy Voting Reports  
Proxy voting records of public equity managers for June 30, 2022
  - b. Proxy Voting Reports – Executive Compensation  
Review and discuss the ISS executive compensation proxy voting reports for the Dimensional Fund Advisors and State Street Global Advisors portfolios
2. Governance Risk Report – Institutional Shareholder Services (ISS) – Jack Ferdon  
Review and discuss the ISS quarterly Risk Assessment Report
3. Existing Policies – Standard Review with Proposed Updates
  - a. Conflict of Interest Code (ACTION)  
Consider possible recommendation to Board on updates to policy
  - b. Trustee Due Diligence Policy (ACTION)  
Consider possible recommendation to Board on updates to policy
  - c. Portable Electronic Device Policy (ACTION)  
Consider possible recommendation to Board on updates to policy
4. Existing Policies – Standard Review without Proposed Updates
  - a. Investment Policy Statement (ACTION)  
Conduct standard policy review
  - b. Code of Fiduciary Conduct, Ethics and Governance (ACTION)  
Conduct standard policy review
  - c. Interest Crediting Policy (ACTION)  
Conduct standard policy review
  - d. Unrestricted Earnings Policy (ACTION)  
Conduct standard policy review
5. Next Committee Meeting  
Consider and discuss agenda items for future meetings

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



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

MCERA is committed to assuring that its public meetings are accessible to persons with disabilities. If you are a person with a disability and require an accommodation to participate in a County program, service, or activity, requests may be made by calling (415) 473-4381 (Voice), Dial 711 for CA Relay, or by email at least five business days in advance of the event. We will do our best to fulfill requests received with less than five business days' notice. Copies of documents are available in alternative formats upon request.

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

## **MINUTES**

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

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

**April 20, 2022 – 9:00 a.m.**

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This meeting was held via videoconference pursuant to MCERA Board of Retirement Resolution 2021-22/01, which invoked Government Code section 54953(e) for all MCERA Board and standing committee meetings through May 13, 2022. The public was able to listen to and observe the meeting and provide comment through Zoom.

#### **CALL TO ORDER**

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

#### **ROLL CALL**

PRESENT: Cooper, Gladstern, Jones, Silberstein, Tomlin

ABSENT: None

#### **MINUTES**

It was M/S Gladstern/Silberstein to approve the October 25, 2021 Governance Committee Meeting Minutes with changes proposed by Trustee Silberstein as discussed. The motion was approved by a vote of 5-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein, Tomlin

NOES: None

ABSTAIN: None

ABSENT: None

#### **A. OPEN TIME FOR PUBLIC EXPRESSION**

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

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



For consideration at October Committee meeting

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

No members of the public provided comment.

## **B. NEW BUSINESS**

### **1. Proxy Voting**

#### **a. Proxy Voting Reports**

Proxy voting records of public equity managers for December 31, 2021

Retirement Administrator Jeff Wickman presented proxy voting reports for equity managers as of December 31, 2021. Trustee Silberstein expressed appreciation to staff for the reports. He pointed out that managers who vote MCERA's proxies do not provide the reasons for the proxy votes in their reporting. The reasons for MCERA's proxy votes for the Dimensional Fund Advisors (DFA) and State Street Global Advisors (SSGA) accounts are provided by Institutional Shareholder Services (ISS) in its reports.

Trustee Silberstein suggested asking these managers to provide an explanation for why their votes don't align ISS recommendations. Mr. Wickman said he would reach out to those managers. Chair Cooper asked if other Committee members support the suggestion, and he and Trustee Gladstern voiced support for this course of action.

#### **b. Proxy Voting Reports – Executive Compensation**

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

Mr. Wickman presented proxy voting reports on executive compensation for the DFA and SSGA accounts that are derived from the ISS platform. Trustee Silberstein was appreciative of the focus on executive compensation. He pointed out that proxy votes are following the Public Fund Policy with respect to Boards of Directors being independent of management and having executive compensation be related to company performance. Trustee Gladstern observed the reports provide more information on how MCERA investments work.

### **2. Governance Risk Report – (ISS) – Jack Ferdon**

Review and discuss the ISS quarterly Risk Assessment Report

Jack Ferdon, Senior Associate, Client Service and Consultants, with Institutional Shareholder Services, reviewed the ISS Governance Risk Report for the first quarter of 2022. The report analyzes proxy voting data and holdings for the Dimensional Fund Advisors and State Street Global Advisors portfolios.

The report begins with a list of companies falling in the lower third of the ISS Quality Score. Then votes against management proposals are analyzed across categories; among its managers, MCERA has the highest percentage of these votes. Mr. Ferdon reported that MCERA often voted with shareholder proposals. These included proposals that Apple conduct an audit of employee civil rights, that Costco report on its energy emissions, and

For consideration at October Committee meeting

that Disney report on employee pay gaps across race and gender. Mr. Ferdon stated there are increasing numbers of shareholder proposals along these themes.

Mr. Ferdon discussed the three companies with contested meetings during the quarter. Huntsman Corporation prevailed over a dissident who was not able to win a board seat. MCERA supported a dissident who won one board seat at Griffon Corporation. Finally, MCERA supported management nominees who won seats on the Board of Directors at Lee Enterprises, Incorporated.

Trustee Gladstern asked if performance of companies with contested meetings can be tied to their governance. Mr. Wickman replied he would look to add this information for the next Committee meeting. The Administrator had provided the Committee with a list showing which portfolios the companies on the Quality Score list are in. Trustee Silberstein said he appreciates this supplemental report, noting many of the companies are in the SSGA Russell 1000 Index fund. He further pointed out that most annual meetings take place in the spring and will be on the next proxy reports. In conclusion, Mr. Wickman said staff would look to provide details on items voted on and performance information at the next meeting. Chair Cooper agreed this information would be helpful.

### 3. New Policies

#### a. MCERA Funding Policy

Consider and discuss a potential standalone Funding Policy for MCERA

Mr. Wickman said he is bringing to the Committee two versions of a proposed standalone MCERA Funding Policy for consideration. The first version had been presented to the Committee in October of 2021 and includes one edit referencing the Experience Study made by the Committee. Following that meeting, at the November 2021 Board meeting further, more lengthy revisions to the draft policy were proposed. This second version adds details from Appendix B of the Actuarial Valuation Report to the policy.

The Administrator recommended that the Committee adopt the original version of the Funding Policy.

It was M/S Gladstern/Jones to recommend that the Board adopt the MCERA Funding Policy presented to the Committee in October 2021 with the changes recommended by the Committee as presented. The motion was approved by a vote of 5-0 as follows:

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

For consideration at October Committee meeting

4. Existing Policies – Standard Review with Proposed Updates

a. Policy Regarding Adoption of Actuarial Economic Assumptions (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman presented the updated Policy Regarding Adoption of Actuarial Economic Assumptions for consideration by the Committee. He explained there were no changes in economic assumptions, just an update to the effective date of the economic assumptions.

It was M/S Silberstein/Jones to adopt updates to the Policy Regarding Adoption of Actuarial Economic Assumptions as presented. The motion was approved by a vote of 5-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein, Tomlin

NOES: None

ABSTAIN: None

ABSENT: None

5. Existing Policies – Standard Review without Proposed Updates

Mr. Wickman stated staff recommends the Committee accept the review of the policies listed below.

It was M/S Silberstein/Jones to accept the review of the policies listed in Agenda Items B.5.a-c below. The motion was approved by a vote of 5-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein, Tomlin

NOES: None

ABSTAIN: None

ABSENT: None

a. Policy Regarding Annual Affirmation as to Key Policies (ACTION)

Conduct standard policy review

b. Statement of Investment Policy Regarding Divestment (ACTION)

Conduct standard policy review

c. Whistleblower Policy (ACTION)

Conduct standard policy review

6. Next Committee Meeting

Consider and discuss agenda items for future meetings

Chair Cooper invited Committee members to suggest topics for future meetings. Mr. Wickman said staff will be considering whether to bring potential changes to the Policy Regarding Compensation Earnable and Pensionable Compensation Determinations to a future meeting for consideration.

For consideration at October Committee meeting

There being no further business, Chair Cooper adjourned the meeting at 9:36 a.m.

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Jeff Wickman, Retirement Administrator

On behalf of:  
Chris Cooper, Committee Chair

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Michelle Hardesty, Assistant Retirement Administrator

On behalf of:  
Jeff Wickman, Retirement Administrator

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## B.1.a

Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Accenture plc	1a	Elect Director Jaime Ardila	No	For	For	For
Accenture plc	1b	Elect Director Nancy McKinstry	No	For	For	For
Accenture plc	1c	Elect Director Beth E. Mooney	No	For	For	For
Accenture plc	1d	Elect Director Gilles C. Pelisson	No	For	For	For
Accenture plc	1e	Elect Director Paula A. Price	No	For	For	For
Accenture plc	1f	Elect Director Venkata (Murthy) Renduchintala	No	For	For	For
Accenture plc	1g	Elect Director Arun Sarin	No	For	For	For
Accenture plc	1h	Elect Director Julie Sweet	No	For	For	For
Accenture plc	1i	Elect Director Frank K. Tang	No	For	For	For
Accenture plc	1j	Elect Director Tracey T. Travis	No	For	For	For
Accenture plc	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For
Accenture plc	3	Amend Omnibus Stock Plan	No	For	For	For
Accenture plc	4	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For
Accenture plc	5	Renew the Board's Authority to Issue Shares Under Irish Law	No	For	For	For
Accenture plc	6	Authorize Board to Opt-Out of Statutory Pre-Emption Rights	No	For	For	For
Accenture plc	7	Determine Price Range for Reissuance of Treasury Shares	No	For	For	For
Air Liquide SA		Ordinary Business	Yes			
Air Liquide SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For
Air Liquide SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
Air Liquide SA	3	Approve Allocation of Income and Dividends of EUR 2.90 per Share	No	For	For	For
Air Liquide SA	4	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Air Liquide SA	5	Reelect Benoit Potier as Director	No	For	For	For
Air Liquide SA	6	Elect Francois Jackow as Director	No	For	For	For
Air Liquide SA	7	Reelect Annette Winkler as Director	No	For	For	For
Air Liquide SA	8	Renew Appointment of PricewaterhouseCoopers Audit as Auditor	No	For	For	For
Air Liquide SA	9	Appoint KPMG SA as Auditor	No	For	For	For
Air Liquide SA	10	End of Mandate of Auditex and Jean-Christophe Georghiou as Alternate Auditor and Decision Not to Replace	No	For	For	For
Air Liquide SA	11	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For	For
Air Liquide SA	12	Approve Compensation of Benoit Potier	No	For	For	For
Air Liquide SA	13	Approve Compensation Report of Corporate Officers	No	For	For	For
Air Liquide SA	14	Approve Remuneration Policy of Chairman and CEO From 1 January 2022 to 31 May 2022	No	For	For	For
Air Liquide SA	15	Approve Remuneration Policy of CEO From 1 June 2022	No	For	For	For
Air Liquide SA	16	Approve Remuneration Policy of Chairman of the Board From 1 June 2022	No	For	For	For
Air Liquide SA	17	Approve Remuneration Policy of Directors	No	For	For	For
Air Liquide SA		Extraordinary Business	Yes			
Air Liquide SA	18	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For
Air Liquide SA	19	Authorize Capitalization of Reserves of Up to EUR 300 Million for Bonus Issue or Increase in Par Value	No	For	For	For
Air Liquide SA	20	Authorize up to 2 Percent of Issued Capital for Use in Stock Option Plans	No	For	For	For

## B.1.a

Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Air Liquide SA	21	Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	For	For
Air Liquide SA	22	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For
Air Liquide SA	23	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries	No	For	For	For
Air Liquide SA	24	Amend Article 11 of Bylaws Re: Period of Acquisition of Company Shares by the Directors	No	For	For	For
Air Liquide SA	25	Amend Article 14 of Bylaws Re: Written Consultation	No	For	For	For
Air Liquide SA	26	Amend Article 12 and 13 of Bylaws Re: Age Limit of CEO	No	For	For	For
Air Liquide SA	27	Amend Article 17 of Bylaws Re: Alternate Auditor	No	For	For	For
Air Liquide SA	28	Amend Articles 8, 18 and 23 of Bylaws to Comply with Legal Changes	No	For	For	For
Air Liquide SA	29	Authorize Filing of Required Documents/Other Formalities	No	For	For	For
Airbus SE		Annual Meeting Agenda	Yes			
Airbus SE	1	Open Meeting	Yes			
Airbus SE	2.1	Discussion on Company's Corporate Governance Structure	Yes			
Airbus SE	2.2	Receive Report on Business and Financial Statements	Yes			
Airbus SE	2.3	Receive Explanation on Company's Dividend Policy	Yes			
Airbus SE	3	Discussion of Agenda Items	Yes			
Airbus SE	4.1	Adopt Financial Statements	No	For	For	For
Airbus SE	4.2	Approve Allocation of Income and Dividends	No	For	For	For
Airbus SE	4.3	Approve Discharge of Non-Executive Members of the Board of Directors	No	For	For	For
Airbus SE	4.4	Approve Discharge of Executive Member of the Board of Directors	No	For	For	For
Airbus SE	4.5	Ratify Ernst & Young Accountants LLP as Auditors	No	For	For	For
Airbus SE	4.6	Approve Implementation of Remuneration Policy	No	For	For	For
Airbus SE	4.7	Reelect Guillaume Faury as Executive Director	No	For	For	For
Airbus SE	4.8	Reelect Catherine Guillouard as Non-Executive Director	No	For	For	For
Airbus SE	4.9	Reelect Claudia Nemat as Non-Executive Director	No	For	For	For
Airbus SE	4.10	Elect Irene Rummelhoff as Non-Executive Director	No	For	For	For
Airbus SE	4.11	Grant Board Authority to Issue Shares Up To 0.51 Percent of Issued Capital and Exclude Preemptive Rights for the Purpose of Employee Share Ownership Plans and Share-Related Long-Term Incentive Plans	No	For	For	For
Airbus SE	4.12	Grant Board Authority to Issue Shares Up To 1.14 Percent of Issued Capital and Exclude Preemptive Rights for the Purpose of Company Funding	No	For	For	For
Airbus SE	4.13	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Airbus SE	4.14	Approve Cancellation of Repurchased Shares	No	For	For	For
Airbus SE	5	Close Meeting	Yes			
Alcon Inc.	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Alcon Inc.	2	Approve Discharge of Board and Senior Management	No	For	For	For
Alcon Inc.	3	Approve Allocation of Income and Dividends of CHF 0.20 per Share	No	For	For	For
Alcon Inc.	4.1	Approve Remuneration Report (Non-Binding)	No	For	For	For
Alcon Inc.	4.2	Approve Remuneration of Directors in the Amount of CHF 3.6 Million	No	For	For	For
Alcon Inc.	4.3	Approve Remuneration of Executive Committee in the Amount of CHF 38.4 Million	No	For	For	For

## B.1.a

Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Alcon Inc.	5.1	Reelect Michael Ball as Director and Board Chair	No	For	For	For
Alcon Inc.	5.2	Reelect Lynn Bleil as Director	No	For	For	For
Alcon Inc.	5.3	Reelect Arthur Cummings as Director	No	For	For	For
Alcon Inc.	5.4	Reelect David Endicott as Director	No	For	For	For
Alcon Inc.	5.5	Reelect Thomas Glanzmann as Director	No	For	For	For
Alcon Inc.	5.6	Reelect Keith Grossman as Director	No	For	For	For
Alcon Inc.	5.7	Reelect Scott Maw as Director	No	For	For	For
Alcon Inc.	5.8	Reelect Karen May as Director	No	For	For	For
Alcon Inc.	5.9	Reelect Ines Poeschel as Director	No	For	For	For
Alcon Inc.	5.10	Reelect Dieter Spaelti as Director	No	For	For	For
Alcon Inc.	5.11	Elect Raquel Bono as Director	No	For	For	For
Alcon Inc.	6.1	Reappoint Thomas Glanzmann as Member of the Compensation Committee	No	For	For	For
Alcon Inc.	6.2	Reappoint Karen May as Member of the Compensation Committee	No	For	For	For
Alcon Inc.	6.3	Reappoint Ines Poeschel as Member of the Compensation Committee	No	For	For	For
Alcon Inc.	6.4	Appoint Scott Maw as Member of the Compensation Committee	No	For	For	For
Alcon Inc.	7	Designate Hartmann Dreyer Attorneys-at-Law as Independent Proxy	No	For	For	For
Alcon Inc.	8	Ratify PricewaterhouseCoopers SA as Auditors	No	For	For	For
Alcon Inc.	9	Transact Other Business (Voting)	No	For	Against	Against
Allianz SE	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)	Yes			
Allianz SE	2	Approve Allocation of Income and Dividends of EUR 10.80 per Share	No	For	For	Do Not Vote
Allianz SE	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	Do Not Vote
Allianz SE	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	Do Not Vote
Allianz SE	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022	No	For	For	Do Not Vote
Allianz SE	6	Approve Remuneration Report	No	For	For	Do Not Vote
Allianz SE	7.1	Elect Sophie Boissard to the Supervisory Board	No	For	For	Do Not Vote
Allianz SE	7.2	Elect Christine Bosse to the Supervisory Board	No	For	For	Do Not Vote
Allianz SE	7.3	Elect Rashmy Chatterjee to the Supervisory Board	No	For	For	Do Not Vote
Allianz SE	7.4	Elect Michael Diekmann to the Supervisory Board	No	For	For	Do Not Vote
Allianz SE	7.5	Elect Friedrich Eichiner to the Supervisory Board	No	For	For	Do Not Vote
Allianz SE	7.6	Elect Herbert Hainer to the Supervisory Board	No	For	For	Do Not Vote
Allianz SE	8	Approve Creation of EUR 468 Million Pool of Authorized Capital 2022/I with or without Exclusion of Preemptive Rights	No	For	For	Do Not Vote
Allianz SE	9	Approve Creation of EUR 15 Million Pool of Capital for Employee Stock Purchase Plan	No	For	For	Do Not Vote
Allianz SE	10	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 15 Billion; Approve Creation of EUR 117 Million Pool of Capital to Guarantee Conversion Rights	No	For	For	Do Not Vote
Allianz SE	11	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	No	For	For	Do Not Vote
Allianz SE	12	Authorize Use of Financial Derivatives when Repurchasing Shares	No	For	For	Do Not Vote

## B.1.a

Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Allianz SE	13	Amend Affiliation Agreements with Allianz Finanzbeteiligungs GmbH and IDS GmbH	No	For	For	Do Not Vote
Allianz SE	14	Amend Affiliation Agreement with Allianz Asset Management GmbH	No	For	For	Do Not Vote
Alphabet Inc.	1a	Elect Director Larry Page	No	For	For	For
Alphabet Inc.	1b	Elect Director Sergey Brin	No	For	For	For
Alphabet Inc.	1c	Elect Director Sundar Pichai	No	For	For	For
Alphabet Inc.	1d	Elect Director John L. Hennessy	No	For	For	For
Alphabet Inc.	1e	Elect Director Frances H. Arnold	No	For	For	For
Alphabet Inc.	1f	Elect Director L. John Doerr	No	For	For	For
Alphabet Inc.	1g	Elect Director Roger W. Ferguson, Jr.	No	For	For	For
Alphabet Inc.	1h	Elect Director Ann Mather	No	For	For	For
Alphabet Inc.	1i	Elect Director K. Ram Shriram	No	For	For	For
Alphabet Inc.	1j	Elect Director Robin L. Washington	No	For	For	For
Alphabet Inc.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For
Alphabet Inc.	3	Amend Omnibus Stock Plan	No	For	Against	Against
Alphabet Inc.	4	Increase Authorized Common Stock	No	For	For	For
Alphabet Inc.	5	Report on Lobbying Payments and Policy	No	Against	For	For
Alphabet Inc.	6	Report on Climate Lobbying	No	Against	For	For
Alphabet Inc.	7	Report on Physical Risks of Climate Change	No	Against	For	For
Alphabet Inc.	8	Report on Metrics and Efforts to Reduce Water Related Risk	No	Against	For	For
Alphabet Inc.	9	Oversee and Report a Third-Party Racial Equity Audit	No	Against	For	For
Alphabet Inc.	10	Report on Risks Associated with Use of Concealment Clauses	No	Against	Against	Against
Alphabet Inc.	11	Approve Recapitalization Plan for all Stock to Have One-vote per Share	No	Against	For	For
Alphabet Inc.	12	Report on Government Takedown Requests	No	Against	Against	Against
Alphabet Inc.	13	Report on Risks of Doing Business in Countries with Significant Human Rights Concerns	No	Against	For	For
Alphabet Inc.	14	Report on Managing Risks Related to Data Collection, Privacy and Security	No	Against	Against	Against
Alphabet Inc.	15	Disclose More Quantitative and Qualitative Information on Algorithmic Systems	No	Against	For	For
Alphabet Inc.	16	Commission Third Party Assessment of Company's Management of Misinformation and Disinformation Across Platforms	No	Against	For	For
Alphabet Inc.	17	Report on External Costs of Misinformation and Impact on Diversified Shareholders	No	Against	Against	Against
Alphabet Inc.	18	Report on Steps to Improve Racial and Gender Board Diversity	No	Against	Against	Against
Alphabet Inc.	19	Establish an Environmental Sustainability Board Committee	No	Against	Against	Against
Alphabet Inc.	20	Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates	No	Against	Against	Against
Alphabet Inc.	21	Report on Policies Regarding Military and Militarized Policing Agencies	No	Against	Against	Against
Amazon.com, Inc.	1a	Elect Director Jeffrey P. Bezos	No	For	For	For
Amazon.com, Inc.	1b	Elect Director Andrew R. Jassy	No	For	For	For
Amazon.com, Inc.	1c	Elect Director Keith B. Alexander	No	For	For	For
Amazon.com, Inc.	1d	Elect Director Edith W. Cooper	No	For	For	For
Amazon.com, Inc.	1e	Elect Director Jamie S. Gorelick	No	For	For	For
Amazon.com, Inc.	1f	Elect Director Daniel P. Huttenlocher	No	For	For	For



## B.1.a

Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Amazon.com, Inc.	1g	Elect Director Judith A. McGrath	No	For	For	For
Amazon.com, Inc.	1h	Elect Director Indra K. Nooyi	No	For	For	For
Amazon.com, Inc.	1i	Elect Director Jonathan J. Rubinstein	No	For	For	For
Amazon.com, Inc.	1j	Elect Director Patricia Q. Stonesifer	No	For	For	For
Amazon.com, Inc.	1k	Elect Director Wendell P. Weeks	No	For	For	For
Amazon.com, Inc.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For
Amazon.com, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	Against	Against
Amazon.com, Inc.	4	Approve 20:1 Stock Split	No	For	For	For
Amazon.com, Inc.	5	Report on Retirement Plan Options Aligned with Company Climate Goals	No	Against	Against	Against
Amazon.com, Inc.	6	Commission Third Party Report Assessing Company's Human Rights Due Diligence Process	No	Against	For	For
Amazon.com, Inc.	7	Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates	No	Against	For	For
Amazon.com, Inc.	8	Report on Efforts to Reduce Plastic Use	No	Against	For	For
Amazon.com, Inc.	9	Report on Worker Health and Safety Disparities	No	Against	Against	Against
Amazon.com, Inc.	10	Report on Risks Associated with Use of Concealment Clauses	No	Against	Against	Against
Amazon.com, Inc.	11	Report on Charitable Contributions	No	Against	Against	Against
Amazon.com, Inc.	12	Publish a Tax Transparency Report	No	Against	Against	Against
Amazon.com, Inc.	13	Report on Protecting the Rights of Freedom of Association and Collective Bargaining	No	Against	For	For
Amazon.com, Inc.	14	Report on Lobbying Payments and Policy	No	Against	For	For
Amazon.com, Inc.	15	Require More Director Nominations Than Open Seats	No	Against	Against	Against
Amazon.com, Inc.	16	Commission a Third Party Audit on Working Conditions	No	Against	For	For
Amazon.com, Inc.	17	Report on Median Gender/Racial Pay Gap	No	Against	For	For
Amazon.com, Inc.	18	Oversee and Report a Racial Equity Audit *Withdrawn Resolution*	Yes			
Amazon.com, Inc.	19	Commission Third Party Study and Report on Risks Associated with Use of Rekognition	No	Against	For	For
Aon plc	1.1	Elect Director Lester B. Knight	No	For	For	For
Aon plc	1.2	Elect Director Gregory C. Case	No	For	For	For
Aon plc	1.3	Elect Director Jin-Yong Cai	No	For	For	For
Aon plc	1.4	Elect Director Jeffrey C. Campbell	No	For	For	For
Aon plc	1.5	Elect Director Fulvio Conti	No	For	For	For
Aon plc	1.6	Elect Director Cheryl A. Francis	No	For	For	For
Aon plc	1.7	Elect Director J. Michael Losh	No	For	For	For
Aon plc	1.8	Elect Director Richard C. Notebaert	No	For	For	For
Aon plc	1.9	Elect Director Gloria Santona	No	For	For	For
Aon plc	1.10	Elect Director Byron O. Spruell	No	For	For	For
Aon plc	1.11	Elect Director Carolyn Y. Woo	No	For	For	For
Aon plc	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For
Aon plc	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For
Aon plc	4	Ratify Ernst & Young Chartered Accountants as Statutory Auditor	No	For	For	For
Aon plc	5	Authorize Board to Fix Remuneration of Auditors	No	For	For	For
argenx SE		Annual Meeting Agenda	Yes			

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
argenx SE	1	Open Meeting	Yes			
argenx SE	2	Receive Report of Management Board (Non-Voting)	Yes			
argenx SE	3	Approve Remuneration Report	No	For	Against	For
argenx SE	4.a	Discuss Annual Report for FY 2021	Yes			
argenx SE	4.b	Adopt Financial Statements and Statutory Reports	No	For	For	For
argenx SE	4.c	Discussion on Company's Corporate Governance Structure	Yes			
argenx SE	4.d	Approve Allocation of Losses to the Retained Earnings of the Company	No	For	For	For
argenx SE	4.e	Approve Discharge of Directors	No	For	For	For
argenx SE	5	Reelect Tim Van Hauwermeiren as Executive Director	No	For	For	For
argenx SE	6	Reelect Peter K.M. Verhaeghe as Non-Executive Director	No	For	Against	For
argenx SE	7	Reelect James Michael Daly as Non-Executive Director	No	For	For	For
argenx SE	8	Reelect Werner Lanthaler as Non-Executive Director	No	For	For	For
argenx SE	9	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights	No	For	For	For
argenx SE	10	Amend Articles of Association	No	For	For	For
argenx SE	11	Ratify Deloitte Accountants B.V. as Auditors	No	For	For	For
argenx SE		Meeting for ADR Holders	Yes			
argenx SE	1	Open Meeting	Yes			
argenx SE	2	Receive Report of Management Board (Non-Voting)	Yes			
argenx SE	3	Approve Remuneration Report	No	For	Against	For
argenx SE	4.a	Discuss Annual Report for FY 2021	Yes			
argenx SE	4.b	Adopt Financial Statements and Statutory Reports	No	For	For	For
argenx SE	4.c	Discussion on Company's Corporate Governance Structure	Yes			
argenx SE	4.d	Approve Allocation of Losses to the Retained Earnings of the Company	No	For	For	For
argenx SE	4.e	Approve Discharge of Directors	No	For	For	For
argenx SE	5	Reelect Tim Van Hauwermeiren as Executive Director	No	For	For	For
argenx SE	6	Reelect Peter K.M. Verhaeghe as Non-Executive Director	No	For	Against	For
argenx SE	7	Reelect James Michael Daly as Non-Executive Director	No	For	For	For
argenx SE	8	Reelect Werner Lanthaler as Non-Executive Director	No	For	For	For
argenx SE	9	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights	No	For	For	For
argenx SE	10	Amend Articles of Association	No	For	For	For
argenx SE	11	Ratify Deloitte Accountants B.V. as Auditors	No	For	For	For
Ascendis Pharma A/S		Meeting for ADR Holders	Yes			
Ascendis Pharma A/S	1	Elect Chairman of Meeting	No	For	For	For
Ascendis Pharma A/S	2	Elect Rafaele Tordjman as Director	No	For	For	For
Ascendis Pharma A/S	3	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	No	For	For	For
Ascendis Pharma A/S		Meeting for ADR Holders	Yes			
Ascendis Pharma A/S	1	Elect Chairman of Meeting	No	For	For	For
Ascendis Pharma A/S	2	Receive Company Activity Report	No	For	For	For
Ascendis Pharma A/S	3	Accept Financial Statements and Statutory Reports; Approve Discharge of Management and Board	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Ascendis Pharma A/S	4	Approve Treatment of Net Loss	No	For	For	For
Ascendis Pharma A/S	5a	Reelect Albert Cha as Director For Two Years Term	No	For	For	For
Ascendis Pharma A/S	5b	Reelect Rafaele Tordjman as Director For Two Years Term	No	For	For	For
Ascendis Pharma A/S	5c	Reelect Lars Holtug as Director For Two Years Term	No	For	For	For
Ascendis Pharma A/S	6	Ratify Deloitte as Auditors	No	For	For	For
Ascendis Pharma A/S	7a	Approve Issuance of Convertible Loan Instruments without Preemptive Rights; Approve Creation of DKK 1 Million Pool of Capital to Guarantee Conversion Rights	No	For	Against	Against
Ascendis Pharma A/S	7b	Approve Warrant Plan	No	For	Against	For
AVEVA Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
AVEVA Group Plc	2	Approve Remuneration Report	No	For	For	For
AVEVA Group Plc	3	Approve Final Dividend	No	For	For	For
AVEVA Group Plc	4	Approve Sub-Plan for Californian-based Participants of Global Employee Share Purchase Plan	No	For	For	For
AVEVA Group Plc	5	Approve Long Term Incentive Plan	No	For	For	For
AVEVA Group Plc	6	Approve Restricted Share Plan	No	For	For	For
AVEVA Group Plc	7	Re-elect Olivier Blum as Director	No	For	Against	For
AVEVA Group Plc	8	Re-elect Peter Herweck as Director	No	For	For	For
AVEVA Group Plc	9	Re-elect Philip Aiken as Director	No	For	For	For
AVEVA Group Plc	10	Re-elect James Kidd as Director	No	For	For	For
AVEVA Group Plc	11	Re-elect Jennifer Allerton as Director	No	For	For	For
AVEVA Group Plc	12	Re-elect Christopher Humphrey as Director	No	For	For	For
AVEVA Group Plc	13	Re-elect Ron Mobed as Director	No	For	For	For
AVEVA Group Plc	14	Re-elect Paula Dowdy as Director	No	For	For	For
AVEVA Group Plc	15	Reappoint Ernst & Young LLP as Auditors	No	For	For	For
AVEVA Group Plc	16	Authorise Board to Fix Remuneration of Auditors	No	For	For	For
AVEVA Group Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For	For
AVEVA Group Plc	18	Authorise Issue of Equity	No	For	For	For
AVEVA Group Plc	19	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
AVEVA Group Plc	20	Adopt New Articles of Association	No	For	For	For
AVEVA Group Plc	21	Approve Reduction of Share Premium Account	No	For	For	For
AVEVA Group Plc	22	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
Barclays Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Barclays Plc	2	Approve Remuneration Report	No	For	For	For
Barclays Plc	3	Elect Coimbatore Venkatakrishnan as Director	No	For	For	For
Barclays Plc	4	Elect Robert Berry as Director	No	For	For	For
Barclays Plc	5	Elect Anna Cross as Director	No	For	For	For
Barclays Plc	6	Re-elect Mike Ashley as Director	No	For	For	For
Barclays Plc	7	Re-elect Tim Breedon as Director	No	For	For	For
Barclays Plc	8	Re-elect Mohamed A. El-Erian as Director	No	For	For	For
Barclays Plc	9	Re-elect Dawn Fitzpatrick as Director	No	For	For	For
Barclays Plc	10	Re-elect Mary Francis as Director	No	For	For	For
Barclays Plc	11	Re-elect Crawford Gillies as Director	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Barclays Plc	12	Re-elect Brian Gilvary as Director	No	For	For	For
Barclays Plc	13	Re-elect Nigel Higgins as Director	No	For	For	For
Barclays Plc	14	Re-elect Diane Schueneman as Director	No	For	For	For
Barclays Plc	15	Re-elect Julia Wilson as Director	No	For	For	For
Barclays Plc	16	Reappoint KPMG LLP as Auditors	No	For	For	For
Barclays Plc	17	Authorise the Board Audit Committee to Fix Remuneration of Auditors	No	For	For	For
Barclays Plc	18	Authorise UK Political Donations and Expenditure	No	For	For	For
Barclays Plc	19	Authorise Issue of Equity	No	For	For	For
Barclays Plc	20	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Barclays Plc	21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For
Barclays Plc	22	Authorise Issue of Equity in Relation to the Issuance of Contingent Equity Conversion Notes.	No	For	For	For
Barclays Plc	23	Authorise Issue of Equity without Pre-emptive Rights in Relation to the Issuance of Contingent Equity Conversion Notes.	No	For	For	For
Barclays Plc	24	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Barclays Plc	25	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
Barclays Plc	26	Approve Barclays' Climate Strategy, Targets and Progress 2022	No	For	For	For
Barry Callebaut AG	1.1	Accept Annual Report	No	For	For	For
Barry Callebaut AG	1.2	Approve Remuneration Report	No	For	For	For
Barry Callebaut AG	1.3	Accept Financial Statements and Consolidated Financial Statements	No	For	For	For
Barry Callebaut AG	2	Approve Allocation of Income and Dividends of CHF 28.00 per Share	No	For	For	For
Barry Callebaut AG	3	Approve Discharge of Board and Senior Management	No	For	For	For
Barry Callebaut AG	4.1.1	Reelect Patrick De Maeseneire as Director	No	For	For	For
Barry Callebaut AG	4.1.2	Reelect Markus Neuhaus as Director	No	For	For	For
Barry Callebaut AG	4.1.3	Reelect Fernando Aguirre as Director	No	For	For	For
Barry Callebaut AG	4.1.4	Reelect Angela Wei Dong as Director	No	For	For	For
Barry Callebaut AG	4.1.5	Reelect Nicolas Jacobs as Director	No	For	For	For
Barry Callebaut AG	4.1.6	Reelect Elio Sceti as Director	No	For	For	For
Barry Callebaut AG	4.1.7	Reelect Tim Minges as Director	No	For	For	For
Barry Callebaut AG	4.1.8	Reelect Yen Tan as Director	No	For	For	For
Barry Callebaut AG	4.2	Elect Antoine de Saint-Affrique as Director	No	For	For	For
Barry Callebaut AG	4.3	Reelect Patrick De Maeseneire as Board Chairman	No	For	For	For
Barry Callebaut AG	4.4.1	Appoint Fernando Aguirre as Member of the Compensation Committee	No	For	For	For
Barry Callebaut AG	4.4.2	Appoint Elio Sceti as Member of the Compensation Committee	No	For	For	For
Barry Callebaut AG	4.4.3	Appoint Tim Minges as Member of the Compensation Committee	No	For	For	For
Barry Callebaut AG	4.4.4	Appoint Yen Tan as Member of the Compensation Committee	No	For	For	For
Barry Callebaut AG	4.5	Designate Keller KLG as Independent Proxy	No	For	For	For
Barry Callebaut AG	4.6	Ratify KPMG AG as Auditors	No	For	For	For
Barry Callebaut AG	5.1	Approve Remuneration of Board of Directors in the Amount of CHF 2.2 Million and CHF 2.8 Million in the Form of Shares	No	For	For	For
Barry Callebaut AG	5.2	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 6.5 Million	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Barry Callebaut AG	5.3	Approve Variable Remuneration of Executive Committee in the Amount of CHF 17.9 Million	No	For	For	For
Barry Callebaut AG	6	Transact Other Business (Voting)	No	For	Against	Against
Bayerische Motoren Werke AG	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)	Yes			
Bayerische Motoren Werke AG	2	Approve Allocation of Income and Dividends of EUR 5.80 per Ordinary Share and EUR 5.82 per Preferred Share	No	For	For	For
Bayerische Motoren Werke AG	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For
Bayerische Motoren Werke AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	Against	Against
Bayerische Motoren Werke AG	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022	No	For	For	For
Bayerische Motoren Werke AG	6	Elect Heinrich Hiesinger to the Supervisory Board	No	For	For	For
Bayerische Motoren Werke AG	7	Approve Remuneration Report	No	For	For	For
Bayerische Motoren Werke AG	8	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	No	For	For	For
Bayerische Motoren Werke AG	9.1	Approve Affiliation Agreement with Bavaria Wirtschaftsagentur GmbH	No	For	For	For
Bayerische Motoren Werke AG	9.2	Approve Affiliation Agreement with BMW Anlagen Verwaltungs GmbH	No	For	For	For
Bayerische Motoren Werke AG	9.3	Approve Affiliation Agreement with BMW Bank GmbH	No	For	For	For
Bayerische Motoren Werke AG	9.4	Approve Affiliation Agreement with BMW Fahrzeugtechnik GmbH	No	For	For	For
Bayerische Motoren Werke AG	9.5	Approve Affiliation Agreement with BMW INTEC Beteiligungs GmbH	No	For	For	For
Bayerische Motoren Werke AG	9.6	Approve Affiliation Agreement with BMW M GmbH	No	For	For	For
BNP Paribas SA		Ordinary Business	Yes			
BNP Paribas SA	1	Approve Allocation of Income and Additional Dividend of EUR 1.55 per Share	No	For	For	For
BNP Paribas SA	2	Authorize Filing of Required Documents/Other Formalities	No	For	For	For
BNP Paribas SA		Ordinary Business	Yes			
BNP Paribas SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For
BNP Paribas SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
BNP Paribas SA	3	Approve Allocation of Income and Dividends of EUR 3.67 per Share	No	For	For	For
BNP Paribas SA	4	Approve Auditors' Special Report on Related-Party Transactions	No	For	For	For
BNP Paribas SA	5	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
BNP Paribas SA	6	Reelect Jean Laurent Bonnafe as Director	No	For	For	For
BNP Paribas SA	7	Reelect Marion Guillou as Director	No	For	For	For
BNP Paribas SA	8	Reelect Michel Tilmant as Director	No	For	For	For
BNP Paribas SA	9	Elect Lieve Logghe as Director	No	For	For	For
BNP Paribas SA	10	Approve Remuneration Policy of Directors	No	For	For	For
BNP Paribas SA	11	Approve Remuneration Policy of Chairman of the Board	No	For	For	For
BNP Paribas SA	12	Approve Remuneration Policy of CEO and Vice-CEOs	No	For	For	For
BNP Paribas SA	13	Approve Compensation Report of Corporate Officers	No	For	For	For
BNP Paribas SA	14	Approve Compensation of Jean Lemierre, Chairman of the Board	No	For	For	For
BNP Paribas SA	15	Approve Compensation of Jean-Laurent Bonnafe, CEO	No	For	For	For
BNP Paribas SA	16	Approve Compensation of Philippe Bordenave, Vice-CEO Until 18 May 2021	No	For	For	For
BNP Paribas SA	17	Approve Compensation of Yann Gerardin, Vice-CEO Since 18 May 2021	No	For	For	For
BNP Paribas SA	18	Approve Compensation of Thierry Laborde, Vice-CEO Since 18 May 2021	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
BNP Paribas SA	19	Approve the Overall Envelope of Compensation of Certain Senior Management, Responsible Officers and the Risk-takers	No	For	For	For
BNP Paribas SA	20	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.54 Million	No	For	For	For
BNP Paribas SA		Extraordinary Business	Yes			
BNP Paribas SA	21	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 985 Million	No	For	For	For
BNP Paribas SA	22	Authorize Capital Increase of Up to EUR 240 Million for Future Exchange Offers	No	For	For	For
BNP Paribas SA	23	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For	For
BNP Paribas SA	24	Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 22 and 23 at EUR 240 Million	No	For	For	For
BNP Paribas SA	25	Authorize Capitalization of Reserves of Up to EUR 985 Million for Bonus Issue or Increase in Par Value	No	For	For	For
BNP Paribas SA	26	Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 21 and 23 at EUR 985 Million	No	For	For	For
BNP Paribas SA	27	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For
BNP Paribas SA	28	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For
BNP Paribas SA	29	Authorize Filing of Required Documents/Other Formalities	No	For	For	For
Brenntag SE	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)	Yes			
Brenntag SE	2	Approve Allocation of Income and Dividends of EUR 1.45 per Share	No	For	For	For
Brenntag SE	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For
Brenntag SE	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	For
Brenntag SE	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022	No	For	For	For
Brenntag SE	6	Approve Remuneration Report	No	For	For	For
Brenntag SE	7.1	Elect Wijnand Donkers to the Supervisory Board	No	For	For	For
Brenntag SE	7.2	Elect Ulrich Harnacke to the Supervisory Board	No	For	For	For
Brenntag SE	8	Approve Creation of EUR 35 Million Pool of Authorized Capital with or without Exclusion of Preemptive Rights	No	For	For	For
Brenntag SE	9	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 2 Billion; Approve Creation of EUR 15.5 Million Pool of Capital to Guarantee Conversion Rights	No	For	For	For
Brenntag SE	10	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	No	For	For	For
Canadian National Railway Company	1A	Elect Director Shauneen Bruder	No	For	For	For
Canadian National Railway Company	1B	Elect Director Jo-ann dePass Olsovsky	No	For	For	For
Canadian National Railway Company	1C	Elect Director David Freeman	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Canadian National Railway Company	1D	Elect Director Denise Gray	No	For	For	For
Canadian National Railway Company	1E	Elect Director Justin M. Howell	No	For	For	For
Canadian National Railway Company	1F	Elect Director Susan C. Jones	No	For	For	For
Canadian National Railway Company	1G	Elect Director Robert Knight	No	For	For	For
Canadian National Railway Company	1H	Elect Director Kevin G. Lynch	No	For	For	For
Canadian National Railway Company	1I	Elect Director Margaret A. McKenzie	No	For	For	For
Canadian National Railway Company	1J	Elect Director Robert L. Phillips	No	For	For	For
Canadian National Railway Company	1K	Elect Director Tracy Robinson	No	For	For	For
Canadian National Railway Company	2	Ratify KPMG LLP as Auditors	No	For	For	For
Canadian National Railway Company	3	Advisory Vote on Executive Compensation Approach	No	For	For	For
Canadian National Railway Company	4	Management Advisory Vote on Climate Change	No	For	For	For
Canadian Pacific Railway Limited	1	Approve Issuance of Shares in Connection with the Acquisition of Kansas City Southern	No	For	For	For
Canadian Pacific Railway Limited	2	Change Company Name to Canadian Pacific Kansas City Limited	No	For	For	For
Canadian Pacific Railway Limited	1	Ratify Ernst & Young LLP as Auditors	No	For	For	For
Canadian Pacific Railway Limited	2	Amend Stock Option Incentive Plan	No	For	For	For
Canadian Pacific Railway Limited	3	Advisory Vote on Executive Compensation Approach	No	For	For	For
Canadian Pacific Railway Limited	4	Management Advisory Vote on Climate Change	No	For	For	For
Canadian Pacific Railway Limited	5.1	Elect Director John Baird	No	For	For	For
Canadian Pacific Railway Limited	5.2	Elect Director Isabelle Courville	No	For	For	For
Canadian Pacific Railway Limited	5.3	Elect Director Keith E. Creel	No	For	For	For
Canadian Pacific Railway Limited	5.4	Elect Director Gillian H. Denham	No	For	For	For
Canadian Pacific Railway Limited	5.5	Elect Director Edward R. Hamberger	No	For	For	For
Canadian Pacific Railway Limited	5.6	Elect Director Matthew H. Paull	No	For	For	For
Canadian Pacific Railway Limited	5.7	Elect Director Jane L. Peverett	No	For	For	For
Canadian Pacific Railway Limited	5.8	Elect Director Andrea Robertson	No	For	For	For
Canadian Pacific Railway Limited	5.9	Elect Director Gordon T. Trafton	No	For	For	For
Capgemini SE		Ordinary Business	Yes			
Capgemini SE	1	Approve Financial Statements and Statutory Reports	No	For	For	For
Capgemini SE	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
Capgemini SE	3	Approve Allocation of Income and Dividends of EUR 2.40 per Share	No	For	For	For



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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Capgemini SE	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For	For
Capgemini SE	5	Approve Compensation Report of Corporate Officers	No	For	For	For
Capgemini SE	6	Approve Compensation of Paul Hermelin, Chairman of the Board	No	For	For	For
Capgemini SE	7	Approve Compensation of Aiman Ezzat, CEO	No	For	For	For
Capgemini SE	8	Approve Remuneration Policy of Chairman of the Board Until 19 May 2022	No	For	For	For
Capgemini SE	9	Approve Remuneration Policy of Chairman of the Board From 20 May 2022	No	For	For	For
Capgemini SE	10	Approve Remuneration Policy of CEO	No	For	For	For
Capgemini SE	11	Approve Remuneration Policy of Directors	No	For	For	For
Capgemini SE	12	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.7 Million	No	For	For	For
Capgemini SE	13	Elect Maria Ferraro as Director	No	For	For	For
Capgemini SE	14	Elect Olivier Roussat as Director	No	For	For	For
Capgemini SE	15	Reelect Paul Hermelin as Director	No	For	For	For
Capgemini SE	16	Reelect Xavier Musca as Director	No	For	For	For
Capgemini SE	17	Elect Frederic Oudea as Director	No	For	For	For
Capgemini SE	18	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Capgemini SE		Extraordinary Business	Yes			
Capgemini SE	19	Amend Article 11 of Bylaws Re: Shares Held by Directors	No	For	For	For
Capgemini SE	20	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For
Capgemini SE	21	Authorize Capitalization of Reserves of Up to EUR 1.5 Billion for Bonus Issue or Increase in Par Value	No	For	For	For
Capgemini SE	22	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 540 Million	No	For	For	For
Capgemini SE	23	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 135 Million	No	For	For	For
Capgemini SE	24	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 135 Million	No	For	For	For
Capgemini SE	25	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights Under Items 23 and 24	No	For	For	For
Capgemini SE	26	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	No	For	For	For
Capgemini SE	27	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For	For
Capgemini SE	28	Authorize up to 1.2 Percent of Issued Capital for Use in Restricted Stock Plans Under Performance Conditions Reserved for Employees and Executive Officers	No	For	For	For
Capgemini SE	29	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For
Capgemini SE	30	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees of International Subsidiaries	No	For	For	For
Capgemini SE	31	Authorize Filing of Required Documents/Other Formalities	No	For	For	For
Deutsche Boerse AG	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)	Yes			



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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Deutsche Boerse AG	2	Approve Allocation of Income and Dividends of EUR 3.20 per Share	No	For	For	For
Deutsche Boerse AG	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For
Deutsche Boerse AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	For
Deutsche Boerse AG	5	Elect Shannon Johnston to the Supervisory Board	No	For	For	For
Deutsche Boerse AG	6	Approve Creation of EUR 19 Million Pool of Capital with Preemptive Rights	No	For	For	For
Deutsche Boerse AG	7	Approve Remuneration Report	No	For	For	For
Deutsche Boerse AG	8	Approve Remuneration of Supervisory Board	No	For	For	For
Deutsche Boerse AG	9	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2022	No	For	For	For
Deutsche Post AG	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)	Yes			
Deutsche Post AG	2	Approve Allocation of Income and Dividends of EUR 1.80 per Share	No	For	For	For
Deutsche Post AG	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For
Deutsche Post AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	For
Deutsche Post AG	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022	No	For	For	For
Deutsche Post AG	6	Ratify Deloitte GmbH as Auditors for Fiscal Year 2023 and for the Review of Interim Financial Statements for the Period from January 1, 2023, until 2024 AGM	No	For	For	For
Deutsche Post AG	7.1	Elect Luise Hoelscher to the Supervisory Board	No	For	For	For
Deutsche Post AG	7.2	Elect Stefan Wintels to the Supervisory Board	No	For	For	For
Deutsche Post AG	8	Approve Stock Option Plan for Key Employees; Approve Creation of EUR 20 Million Pool of Conditional Capital to Guarantee Conversion Rights	No	For	For	For
Deutsche Post AG	9	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 2 Billion; Approve Creation of EUR 40 Million Pool of Capital to Guarantee Conversion Rights	No	For	For	For
Deutsche Post AG	10	Approve Remuneration Report	No	For	For	For
Deutsche Post AG	11	Approve Remuneration of Supervisory Board	No	For	For	For
Deutsche Telekom AG	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)	Yes			
Deutsche Telekom AG	2	Approve Allocation of Income and Dividends of EUR 0.64 per Share	No	For	For	For
Deutsche Telekom AG	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For
Deutsche Telekom AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	For
Deutsche Telekom AG	5	Ratify Deloitte GmbH as Auditors for Fiscal Year 2022 and for the Review of the Interim Financial Statements for Fiscal Year 2022 and First Quarter of Fiscal Year 2023	No	For	For	For
Deutsche Telekom AG	6.1	Elect Frank Appel to the Supervisory Board	No	For	Against	Against
Deutsche Telekom AG	6.2	Elect Katja Hessel to the Supervisory Board	No	For	For	For
Deutsche Telekom AG	6.3	Elect Dagmar Kollmann to the Supervisory Board	No	For	For	For
Deutsche Telekom AG	6.4	Elect Stefan Wintels to the Supervisory Board	No	For	For	For
Deutsche Telekom AG	7	Approve Creation of EUR 3.8 Billion Pool of Authorized Capital with or without Exclusion of Preemptive Rights	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Deutsche Telekom AG	8	Approve Remuneration Policy	No	For	For	For
Deutsche Telekom AG	9	Approve Remuneration of Supervisory Board	No	For	For	For
Deutsche Telekom AG	10	Approve Remuneration Report	No	For	For	For
Diageo Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Diageo Plc	2	Approve Remuneration Report	No	For	For	For
Diageo Plc	3	Approve Final Dividend	No	For	For	For
Diageo Plc	4	Elect Lavanya Chandrashekar as Director	No	For	For	For
Diageo Plc	5	Elect Valerie Chapoulaud-Floquet as Director	No	For	For	For
Diageo Plc	6	Elect Sir John Manzoni as Director	No	For	For	For
Diageo Plc	7	Elect Ireena Vittal as Director	No	For	For	For
Diageo Plc	8	Re-elect Melissa Bethell as Director	No	For	For	For
Diageo Plc	9	Re-elect Javier Ferran as Director	No	For	For	For
Diageo Plc	10	Re-elect Susan Kilsby as Director	No	For	For	For
Diageo Plc	11	Re-elect Lady Mendelsohn as Director	No	For	For	For
Diageo Plc	12	Re-elect Ivan Menezes as Director	No	For	For	For
Diageo Plc	13	Re-elect Alan Stewart as Director	No	For	For	For
Diageo Plc	14	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For
Diageo Plc	15	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For
Diageo Plc	16	Authorise UK Political Donations and Expenditure	No	For	For	For
Diageo Plc	17	Authorise Issue of Equity	No	For	For	For
Diageo Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Diageo Plc	19	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Diageo Plc	20	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
DSV Panalpina A/S	1	Elect Tarek Sultan Al-Essa as Director	No	For	For	For
DSV Panalpina A/S	2.1	Approve Creation of DKK 48 Million Pool of Capital with Preemptive Rights; Approve Creation of DKK 48 Million Pool of Capital without Preemptive Rights; Maximum Increase in Share Capital under Both Authorizations up to DKK 48 Million	No	For	Against	For
DSV Panalpina A/S	2.2	Change Company Name to DSV A/S	No	For	For	For
DSV Panalpina A/S	3	Amendment to Remuneration Policy for Board of Directors and Executive Management	No	For	For	For
Ferrovial SA	1.1	Approve Consolidated and Standalone Financial Statements	No	For	For	For
Ferrovial SA	1.2	Approve Non-Financial Information Statement	No	For	For	For
Ferrovial SA	2	Approve Treatment of Net Loss	No	For	For	For
Ferrovial SA	3	Approve Discharge of Board	No	For	For	For
Ferrovial SA	4.1	Reelect Rafael del Pino y Calvo-Sotelo as Director	No	For	Against	For
Ferrovial SA	4.2	Reelect Oscar Fanjul Martin as Director	No	For	For	For
Ferrovial SA	4.3	Reelect Maria del Pino y Calvo-Sotelo as Director	No	For	For	For
Ferrovial SA	4.4	Reelect Jose Fernando Sanchez-Junco Mans as Director	No	For	For	For
Ferrovial SA	4.5	Reelect Bruno Di Leo as Director	No	For	For	For
Ferrovial SA	4.6	Ratify Appointment of and Elect Hildegard Wortmann as Director	No	For	For	For
Ferrovial SA	4.7	Ratify Appointment of and Elect Alicia Reyes Revuelta as Director	No	For	For	For
Ferrovial SA	5	Approve Scrip Dividends	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Ferrovial SA	6	Approve Scrip Dividends	No	For	For	For
Ferrovial SA	7	Approve Reduction in Share Capital via Amortization of Treasury Shares	No	For	For	For
Ferrovial SA	8.1	Amend Articles Re: Allow Shareholder Meetings to be Held in Virtual-Only Format	No	For	For	For
Ferrovial SA	8.2	Amend Articles Re: Changes in the Corporate Enterprises Law	No	For	For	For
Ferrovial SA	8.3	Amend Articles Re: Technical Improvements	No	For	For	For
Ferrovial SA	9.1	Amend Articles of General Meeting Regulations Re: Allow Shareholder Meetings to be Held in Virtual-Only Format	No	For	For	For
Ferrovial SA	9.2	Amend Articles of General Meeting Regulations Re: Changes in the Corporate Enterprises Law	No	For	For	For
Ferrovial SA	9.3	Amend Articles of General Meeting Regulations Re: Technical Improvements	No	For	For	For
Ferrovial SA	10	Advisory Vote on Company's Greenhouse Gas Emissions Reduction Plan	No	For	For	For
Ferrovial SA	11	Approve Remuneration Policy	No	For	For	For
Ferrovial SA	12	Advisory Vote on Remuneration Report	No	For	For	For
Ferrovial SA	13	Authorize Share Repurchase Program	No	For	For	For
Ferrovial SA	14	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For
Ferrovial SA	15	Receive Amendments to Board of Directors Regulations	Yes			
HOYA Corp.	1.1	Elect Director Urano, Mitsudo	No	For	For	For
HOYA Corp.	1.2	Elect Director Kaihori, Shuzo	No	For	For	For
HOYA Corp.	1.3	Elect Director Yoshihara, Hiroaki	No	For	For	For
HOYA Corp.	1.4	Elect Director Abe, Yasuyuki	No	For	For	For
HOYA Corp.	1.5	Elect Director Hasegawa, Takayo	No	For	For	For
HOYA Corp.	1.6	Elect Director Nishimura, Mika	No	For	For	For
HOYA Corp.	1.7	Elect Director Ikeda, Eiichiro	No	For	For	For
HOYA Corp.	1.8	Elect Director Hiroka, Ryo	No	For	For	For
HOYA Corp.	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
ING Groep NV		Annual Meeting Agenda	Yes			
ING Groep NV	1	Open Meeting	Yes			
ING Groep NV	2A	Receive Report of Management Board (Non-Voting)	Yes			
ING Groep NV	2B	Receive Announcements on Sustainability	Yes			
ING Groep NV	2C	Receive Report of Supervisory Board (Non-Voting)	Yes			
ING Groep NV	2D	Approve Remuneration Report	No	For	For	For
ING Groep NV	2E	Adopt Financial Statements and Statutory Reports	No	For	For	For
ING Groep NV	3A	Receive Explanation on Profit Retention and Distribution Policy	Yes			
ING Groep NV	3B	Approve Dividends of EUR 0.62 Per Share	No	For	For	For
ING Groep NV	4A	Approve Discharge of Management Board	No	For	For	For
ING Groep NV	4B	Approve Discharge of Supervisory Board	No	For	For	For
ING Groep NV	5	Amendment of Supervisory Board Profile	Yes			
ING Groep NV	6A	Grant Board Authority to Issue Shares	No	For	For	For
ING Groep NV	6B	Grant Board Authority to Issue Shares Up to 10 Percent of Issued Capital and Restrict/Exclude Preemptive Rights	No	For	For	For
ING Groep NV	7	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
ING Groep NV	8A	Approve Reduction in Share Capital through Cancellation of Shares	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
ING Groep NV	8B	Amend Articles to Reflect Changes in Capital	No	For	For	For
ING Groep NV	9	Approve Cancellation of Repurchased Shares Pursuant to the Authority under item 7	No	For	For	For
International Consolidated Airlines Group SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For	For
International Consolidated Airlines Group SA	2	Approve Non-Financial Information Statement	No	For	For	For
International Consolidated Airlines Group SA	3	Approve Discharge of Board	No	For	For	For
International Consolidated Airlines Group SA	4	Approve Allocation of Income	No	For	For	For
International Consolidated Airlines Group SA	5	Approve Transfer of Legal Reserves to Voluntary Reserves	No	For	For	For
International Consolidated Airlines Group SA	6a	Re-elect Javier Ferran as Director	No	For	For	For
International Consolidated Airlines Group SA	6b	Re-elect Luis Gallego as Director	No	For	For	For
International Consolidated Airlines Group SA	6c	Re-elect Giles Agutter as Director	No	For	For	For
International Consolidated Airlines Group SA	6d	Re-elect Peggy Bruzelius as Director	No	For	For	For
International Consolidated Airlines Group SA	6e	Re-elect Eva Castillo as Director	No	For	For	For
International Consolidated Airlines Group SA	6f	Re-elect Margaret Ewing as Director	No	For	For	For
International Consolidated Airlines Group SA	6g	Re-elect Maurice Lam as Director	No	For	For	For
International Consolidated Airlines Group SA	6h	Re-elect Heather McSharry as Director	No	For	For	For
International Consolidated Airlines Group SA	6i	Re-elect Robin Phillips as Director	No	For	For	For
International Consolidated Airlines Group SA	6j	Re-elect Emilio Saracho as Director	No	For	For	For
International Consolidated Airlines Group SA	6k	Re-elect Nicola Shaw as Director	No	For	For	For
International Consolidated Airlines Group SA	6l	Fix Number of Directors at 11	No	For	For	For
International Consolidated Airlines Group SA	7	Approve Remuneration Report	No	For	For	For
International Consolidated Airlines Group SA	8	Amend Remuneration Policy	No	For	Against	Against
International Consolidated Airlines Group SA	9	Authorise Market Purchase of Shares	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
International Consolidated Airlines Group SA	10	Authorise Issue of Equity	No	For	For	For
International Consolidated Airlines Group SA	11	Authorise Issue of Convertible Bonds, Debentures, Warrants, and Other Debt Securities	No	For	For	For
International Consolidated Airlines Group SA	12	Authorise Issue of Convertible Bonds, Debentures, Warrants, and Other Debt Securities without Pre-emptive Rights	No	For	For	For
International Consolidated Airlines Group SA	13	Authorise Company to Call EGM with 15 Days' Notice	No	For	For	For
International Consolidated Airlines Group SA	14	Authorise Ratification of Approved Resolutions	No	For	For	For
Intesa Sanpaolo SpA		Ordinary Business	Yes			
Intesa Sanpaolo SpA	1	Approve Partial Distribution of Reserves	No	For	For	For
Intesa Sanpaolo SpA	2	Place Tax Suspension Constraint on Part of the Share Premium Reserve	No	For	For	For
Intesa Sanpaolo SpA		Ordinary Business	Yes			
Intesa Sanpaolo SpA		Management Proposals	Yes			
Intesa Sanpaolo SpA	1a	Accept Financial Statements and Statutory Reports	No	For	For	For
Intesa Sanpaolo SpA	1b	Approve Allocation of Income	No	For	For	For
Intesa Sanpaolo SpA		Shareholder Proposals Submitted by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze and Fondazione Cassa di Risparmio in Bologna	Yes			
Intesa Sanpaolo SpA	2a	Fix Number of Directors	Yes	None	For	For
Intesa Sanpaolo SpA		Appoint Directors and Members of the Management Control Committee (Slate Election) - Choose One of the Following Slates	Yes			
Intesa Sanpaolo SpA	2b.1	Slate 1 Submitted by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze and Fondazione Cassa di Risparmio in Bologna	Yes	None	For	For
Intesa Sanpaolo SpA	2b.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	Yes	None	Against	Against
Intesa Sanpaolo SpA	2c	Elect Gian Maria Gros-Pietro as Board Chair and Paolo Andrea Colombo as Deputy Chairperson	Yes	None	For	For
Intesa Sanpaolo SpA		Management Proposals	Yes			
Intesa Sanpaolo SpA	3a	Approve Remuneration Policies in Respect of Board Directors	No	For	For	For
Intesa Sanpaolo SpA	3b	Approve Remuneration of Directors	No	For	For	For
Intesa Sanpaolo SpA	3c	Approve Remuneration and Incentive Policies of the Intesa Sanpaolo Group for 2022	No	For	For	For
Intesa Sanpaolo SpA	3d	Approve Second Section of the Remuneration Report	No	For	For	For
Intesa Sanpaolo SpA	3e	Approve Annual Incentive Plan	No	For	For	For
Intesa Sanpaolo SpA	3f	Approve Long-Term Incentive Performance Share Plan	No	For	For	For
Intesa Sanpaolo SpA	3g	Approve LECOIP 3.0 Long-Term Incentive Plan	No	For	For	For
Intesa Sanpaolo SpA	4a	Authorize Share Repurchase Program	No	For	For	For
Intesa Sanpaolo SpA	4b	Authorize Share Repurchase Program and Reissuance of Repurchased Shares to Service Incentive Plans	No	For	For	For
Intesa Sanpaolo SpA	4c	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	For	For
Intesa Sanpaolo SpA		Extraordinary Business	Yes			

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Intesa Sanpaolo SpA	1	Authorize Cancellation of Treasury Shares without Reduction of Share Capital; Amend Article 5	No	For	For	For
Intesa Sanpaolo SpA	2	Authorize Board to Increase Capital to Service LECOIP 3.0 Long-Term Incentive Plan	No	For	For	For
Intesa Sanpaolo SpA	3	Authorize Board to Increase Capital to Service Long-Term Incentive Performance Share Plan	No	For	For	For
Intesa Sanpaolo SpA	A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	Yes	None	Against	Against
Kinaxis Inc.	1.1	Elect Director John (Ian) Giffen	No	For	For	For
Kinaxis Inc.	1.2	Elect Director Robert Courteau	No	For	For	For
Kinaxis Inc.	1.3	Elect Director Gillian (Jill) Denham	No	For	For	For
Kinaxis Inc.	1.4	Elect Director Angel Mendez	No	For	For	For
Kinaxis Inc.	1.5	Elect Director Pamela Passman	No	For	For	For
Kinaxis Inc.	1.6	Elect Director Elizabeth (Betsy) Rafael	No	For	For	For
Kinaxis Inc.	1.7	Elect Director Kelly Thomas	No	For	For	For
Kinaxis Inc.	1.8	Elect Director John Sicard	No	For	For	For
Kinaxis Inc.	2	Ratify KPMG LLP as Auditors	No	For	For	For
Kinaxis Inc.	3	Amend Share Unit Plan	No	For	Against	For
Kinaxis Inc.	4	Advisory Vote on Executive Compensation Approach	No	For	For	For
Koninklijke DSM NV		Annual Meeting Agenda	Yes			
Koninklijke DSM NV	1	Open Meeting	Yes			
Koninklijke DSM NV	2	Receive Report of Management Board (Non-Voting)	Yes			
Koninklijke DSM NV	3	Approve Remuneration Report	No	For	For	For
Koninklijke DSM NV	4	Adopt Financial Statements and Statutory Reports	No	For	For	For
Koninklijke DSM NV	5.a	Receive Explanation on Company's Reserves and Dividend Policy	Yes			
Koninklijke DSM NV	5.b	Approve Dividends of EUR 2.50 Per Share	No	For	For	For
Koninklijke DSM NV	6.a	Approve Discharge of Management Board	No	For	For	For
Koninklijke DSM NV	6.b	Approve Discharge of Supervisory Board	No	For	For	For
Koninklijke DSM NV	7	Reelect Geraldine Matchett to Management Board	No	For	For	For
Koninklijke DSM NV	8	Reelect Eileen Kennedy to Supervisory Board	No	For	For	For
Koninklijke DSM NV	9	Ratify KPMG Accountants N.V as Auditors	No	For	For	For
Koninklijke DSM NV	10.a	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights	No	For	For	For
Koninklijke DSM NV	10.b	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital in Connection with a Rights Issue	No	For	For	For
Koninklijke DSM NV	11	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Koninklijke DSM NV	12	Approve Reduction in Share Capital through Cancellation of Shares	No	For	For	For
Koninklijke DSM NV	13	Other Business (Non-Voting)	Yes			
Koninklijke DSM NV	14	Discuss Voting Results	Yes			
Koninklijke DSM NV	15	Close Meeting	Yes			
Linde Plc	1a	Elect Director Wolfgang H. Reitzle	No	For	For	For
Linde Plc	1b	Elect Director Stephen F. Angel	No	For	For	For
Linde Plc	1c	Elect Director Ann-Kristin Achleitner	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Linde Plc	1d	Elect Director Clemens A. H. Borsig	No	For	For	For
Linde Plc	1e	Elect Director Nance K. Dicciani	No	For	For	For
Linde Plc	1f	Elect Director Thomas Enders	No	For	For	For
Linde Plc	1g	Elect Director Franz Fehrenbach	No	For	For	For
Linde Plc	1h	Elect Director Edward G. Galante	No	For	For	For
Linde Plc	1i	Elect Director Larry D. McVay	No	For	For	For
Linde Plc	1j	Elect Director Victoria E. Ossadnik	No	For	For	For
Linde Plc	1k	Elect Director Martin H. Richenhagen	No	For	For	For
Linde Plc	1l	Elect Director Robert L. Wood	No	For	For	For
Linde Plc	2a	Ratify PricewaterhouseCoopers as Auditors	No	For	For	For
Linde Plc	2b	Authorize Board to Fix Remuneration of Auditors	No	For	For	For
Linde Plc	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For
Linde Plc	4	Approve Remuneration Policy	No	For	For	For
Linde Plc	5	Approve Remuneration Report	No	For	For	For
Linde Plc	6	Approve Omnibus Stock Plan	No	For	For	For
Linde Plc	7	Determine Price Range for Reissuance of Treasury Shares	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE		Ordinary Business	Yes			
LVMH Moet Hennessy Louis Vuitton SE	1	Approve Financial Statements and Statutory Reports	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE	3	Approve Allocation of Income and Dividends of EUR 10 per Share	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE	4	Approve Auditors' Special Report on Related-Party Transactions	No	For	Against	Against
LVMH Moet Hennessy Louis Vuitton SE	5	Reelect Bernard Arnault as Director	No	For	Against	Against
LVMH Moet Hennessy Louis Vuitton SE	6	Reelect Sophie Chassat as Director	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE	7	Reelect Clara Gaymard as Director	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE	8	Reelect Hubert Vedrine as Director	No	For	Against	For
LVMH Moet Hennessy Louis Vuitton SE	9	Renew Appointment of Yann Arthus-Bertrand as Censor	No	For	Against	Against
LVMH Moet Hennessy Louis Vuitton SE	10	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.45 Million	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE	11	Renew Appointment of Mazars as Auditor	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE	12	Appoint Deloitte as Auditor	No	For	For	For



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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
LVMH Moet Hennessy Louis Vuitton SE	13	Acknowledge End of Mandate of Auditex and Olivier Lenel as Alternate Auditors and Decision Not to Renew	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE	14	Approve Compensation Report of Corporate Officers	No	For	Against	Against
LVMH Moet Hennessy Louis Vuitton SE	15	Approve Compensation of Bernard Arnault, Chairman and CEO	No	For	Against	Against
LVMH Moet Hennessy Louis Vuitton SE	16	Approve Compensation of Antonio Belloni, Vice-CEO	No	For	Against	Against
LVMH Moet Hennessy Louis Vuitton SE	17	Approve Remuneration Policy of Directors	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE	18	Approve Remuneration Policy of Chairman and CEO	No	For	Against	Against
LVMH Moet Hennessy Louis Vuitton SE	19	Approve Remuneration Policy of Vice-CEO	No	For	Against	Against
LVMH Moet Hennessy Louis Vuitton SE	20	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE		Extraordinary Business	Yes			
LVMH Moet Hennessy Louis Vuitton SE	21	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For
LVMH Moet Hennessy Louis Vuitton SE	22	Authorize up to 1 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	Against	Against
LVMH Moet Hennessy Louis Vuitton SE	23	Amend Article 16 and 24 of Bylaws Re: Age Limit of CEO and Shareholding Disclosure Thresholds	No	For	Against	Against
Medacta Group SA	1.1	Accept Financial Statements and Statutory Reports	No	For	For	For
Medacta Group SA	1.2	Approve Remuneration Report	No	For	For	For
Medacta Group SA	2.1	Approve Allocation of Income and Dividends	No	For	For	For
Medacta Group SA	2.2	Approve Dividends from Capital Contribution Reserves	No	For	For	For
Medacta Group SA	3	Approve Discharge of Board and Senior Management	No	For	For	For
Medacta Group SA	4.1	Reelect Alberto Siccardi as Director and Board Chair	No	For	Against	For
Medacta Group SA	4.2	Reelect Maria Tonolli as Director	No	For	For	For
Medacta Group SA	4.3	Reelect Victor Balli as Director	No	For	For	For
Medacta Group SA	4.4	Reelect Riccardo Braglia as Director	No	For	For	For
Medacta Group SA	4.5	Reelect Philippe Weber as Director	No	For	For	For
Medacta Group SA	5.1	Reappoint Philippe Weber as Member of the Compensation Committee	No	For	For	For
Medacta Group SA	5.2	Reappoint Riccardo Braglia as Member of the Compensation Committee	No	For	For	For
Medacta Group SA	6	Designate Fulvio Pelli as Independent Proxy	No	For	For	For
Medacta Group SA	7	Ratify Deloitte SA as Auditors	No	For	For	For
Medacta Group SA	8.1.1	Approve Remuneration of Directors in the Amount of CHF 1.1 Million	No	For	For	For
Medacta Group SA	8.1.2	Approve Remuneration for Consulting Services of Directors in the Amount of CHF 150,000	No	For	Against	Against
Medacta Group SA	8.2.1	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 1.2 Million	No	For	For	For



## B.1.a

Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Medacta Group SA	8.2.2	Approve Variable Short-Term Remuneration of Executive Committee in the Amount of CHF 1.4 Million	No	For	For	For
Medacta Group SA	8.2.3	Approve Variable Long-Term Remuneration of Executive Committee in the Amount of CHF 800,000	No	For	For	For
Medacta Group SA	9	Transact Other Business (Voting)	No	For	Against	Against
MMC Norilsk Nickel PJSC		Meeting for ADR Holders	Yes			
MMC Norilsk Nickel PJSC	1	Approve Reduction in Share Capital via Cancellation of Repurchased Shares	No	For	For	For
MMC Norilsk Nickel PJSC	2	Amend Charter	No	For	For	For
MMC Norilsk Nickel PJSC		Meeting for ADR Holders	Yes			
MMC Norilsk Nickel PJSC	1	Approve Interim Dividends of RUB 1523.17 per Share for First Nine Months of Fiscal 2021	No	For	For	For
MMC Norilsk Nickel PJSC		Meeting for ADR Holders	Yes			
MMC Norilsk Nickel PJSC	1	Approve Annual Report	No	For	For	For
MMC Norilsk Nickel PJSC	2	Approve Financial Statements	No	For	For	For
MMC Norilsk Nickel PJSC	3	Approve Consolidated Financial Statements	No	For	For	For
MMC Norilsk Nickel PJSC	4	Approve Allocation of Income and Dividends of RUB 1166.22 per Share	No	For	For	For
MMC Norilsk Nickel PJSC		Elect 13 Directors by Cumulative Voting	Yes			
MMC Norilsk Nickel PJSC	5.1	Elect Denis Aleksandrov as Director	Yes	None	For	For
MMC Norilsk Nickel PJSC	5.2	Elect Sergei Batekhin as Director	Yes	None	Against	For
MMC Norilsk Nickel PJSC	5.3	Elect Aleksei Bashkirov as Director	Yes	None	Against	For
MMC Norilsk Nickel PJSC	5.4	Elect Andrei Bugrov as Director	Yes	None	Against	For
MMC Norilsk Nickel PJSC	5.5	Elect Sergei Volk as Director	Yes	None	For	For
MMC Norilsk Nickel PJSC	5.6	Elect Aleksei Germanovich as Director	Yes	None	For	For
MMC Norilsk Nickel PJSC	5.7	Elect Marianna Zakharova as Director	Yes	None	Against	For
MMC Norilsk Nickel PJSC	5.8	Elect Aleksei Ivanov as Director	Yes	None	For	For
MMC Norilsk Nickel PJSC	5.9	Elect Stanislav Luchitskii as Director	Yes	None	Against	For
MMC Norilsk Nickel PJSC	5.10	Elect Maksim Poletaev as Director	Yes	None	Against	For
MMC Norilsk Nickel PJSC	5.11	Elect Vsevolod Rozanov as Director	Yes	None	For	For
MMC Norilsk Nickel PJSC	5.12	Elect Egor Sheibak as Director	Yes	None	Against	For
MMC Norilsk Nickel PJSC	5.13	Elect Evgenii Shvarts as Director	Yes	None	For	For
MMC Norilsk Nickel PJSC		Elect Five Members of Audit Commission	Yes			
MMC Norilsk Nickel PJSC	6.1	Elect Eduard Gornin as Member of Audit Commission	No	For	For	For
MMC Norilsk Nickel PJSC	6.2	Elect Aleksei Dzybalov as Member of Audit Commission	No	For	For	For
MMC Norilsk Nickel PJSC	6.3	Elect Anna Masalova as Member of Audit Commission	No	For	For	For
MMC Norilsk Nickel PJSC	6.4	Elect Georgii Svanidze as Member of Audit Commission	No	For	For	For
MMC Norilsk Nickel PJSC	6.5	Elect Elena Ianevich as Member of Audit Commission	No	For	For	For
MMC Norilsk Nickel PJSC	7	Ratify KPMG as RAS Auditor	No	For	For	For
MMC Norilsk Nickel PJSC	8	Ratify KPMG as IFRS Auditor	No	For	For	For
MMC Norilsk Nickel PJSC	9	Approve Remuneration of Directors	No	For	Against	Against
MMC Norilsk Nickel PJSC	10	Approve Remuneration of Members of Audit Commission	No	For	For	For
MMC Norilsk Nickel PJSC	11	Approve Related-Party Transactions Re: Indemnification Agreements with Directors and Executives	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
MMC Norilsk Nickel PJSC	12	Approve Related-Party Transaction Re: Liability Insurance for Directors and Executives	No	For	For	For
Nestle SA	1.1	Accept Financial Statements and Statutory Reports	No	For	For	For
Nestle SA	1.2	Approve Remuneration Report	No	For	For	For
Nestle SA	2	Approve Discharge of Board and Senior Management	No	For	For	For
Nestle SA	3	Approve Allocation of Income and Dividends of CHF 2.80 per Share	No	For	For	For
Nestle SA	4.1.a	Reelect Paul Bulcke as Director and Board Chairman	No	For	For	For
Nestle SA	4.1.b	Reelect Ulf Schneider as Director	No	For	For	For
Nestle SA	4.1.c	Reelect Henri de Castries as Director	No	For	For	For
Nestle SA	4.1.d	Reelect Renato Fassbind as Director	No	For	For	For
Nestle SA	4.1.e	Reelect Pablo Isla as Director	No	For	For	For
Nestle SA	4.1.f	Reelect Eva Cheng as Director	No	For	For	For
Nestle SA	4.1.g	Reelect Patrick Aebischer as Director	No	For	For	For
Nestle SA	4.1.h	Reelect Kimberly Ross as Director	No	For	For	For
Nestle SA	4.1.i	Reelect Dick Boer as Director	No	For	For	For
Nestle SA	4.1.j	Reelect Dinesh Paliwal as Director	No	For	For	For
Nestle SA	4.1.k	Reelect Hanne Jimenez de Mora as Director	No	For	For	For
Nestle SA	4.1.l	Reelect Lindiwe Sibanda as Director	No	For	For	For
Nestle SA	4.2.1	Elect Chris Leong as Director	No	For	For	For
Nestle SA	4.2.2	Elect Luca Maestri as Director	No	For	For	For
Nestle SA	4.3.1	Appoint Pablo Isla as Member of the Compensation Committee	No	For	For	For
Nestle SA	4.3.2	Appoint Patrick Aebischer as Member of the Compensation Committee	No	For	For	For
Nestle SA	4.3.3	Appoint Dick Boer as Member of the Compensation Committee	No	For	For	For
Nestle SA	4.3.4	Appoint Dinesh Paliwal as Member of the Compensation Committee	No	For	For	For
Nestle SA	4.4	Ratify Ernst & Young AG as Auditors	No	For	For	For
Nestle SA	4.5	Designate Hartmann Dreyer as Independent Proxy	No	For	For	For
Nestle SA	5.1	Approve Remuneration of Directors in the Amount of CHF 10 Million	No	For	For	For
Nestle SA	5.2	Approve Remuneration of Executive Committee in the Amount of CHF 68 Million	No	For	For	For
Nestle SA	6	Approve CHF 6.5 Million Reduction in Share Capital as Part of the Share Buyback Program via Cancellation of Repurchased Shares	No	For	For	For
Nestle SA	7	Transact Other Business (Voting)	No	Against	Against	Against
NICE Ltd. (Israel)		Meeting for ADR Holders	Yes			
NICE Ltd. (Israel)	1a	Reelect David Kostman as Director	No	For	For	For
NICE Ltd. (Israel)	1b	Reelect Rimon Ben-Shaoul as Director	No	For	For	For
NICE Ltd. (Israel)	1c	Reelect Yehoshua (Shuki) Ehrlich as Director	No	For	For	For
NICE Ltd. (Israel)	1d	Reelect Leo Apotheker as Director	No	For	For	For
NICE Ltd. (Israel)	1e	Reelect Joseph (Joe) Cowan as Director	No	For	For	For
NICE Ltd. (Israel)	2a	Reelect Dan Falk as External Director	No	For	For	For
NICE Ltd. (Israel)	2a.1	Vote FOR if you are a controlling shareholder or have a personal interest in Item 2a, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	Yes	None	Refer	Against

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
NICE Ltd. (Israel)	2b	Reelect Yocheved Dvir as External Director	No	For	For	For
NICE Ltd. (Israel)	2b.1	Vote FOR if you are a controlling shareholder or have a personal interest in Item 2b, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	Yes	None	Refer	Against
NICE Ltd. (Israel)	3	Reappoint Kost Forer Gabbay & Kasierer as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For
NICE Ltd. (Israel)	4	Discuss Financial Statements and the Report of the Board for 2021	Yes			
Reliance Industries Ltd.		Postal Ballot	Yes			
Reliance Industries Ltd.	1	Elect Yasir Othman H. Al Rumayyan as Director	No	For	For	For
Reliance Industries Ltd.		Court-Ordered Meeting for Equity Shareholders	Yes			
Reliance Industries Ltd.	1	Approve Scheme of Arrangement	No	For	For	For
Royal Dutch Shell Plc		Management Proposals	Yes			
Royal Dutch Shell Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Royal Dutch Shell Plc	2	Approve Remuneration Report	No	For	For	For
Royal Dutch Shell Plc	3	Elect Sinead Gorman as Director	No	For	For	For
Royal Dutch Shell Plc	4	Re-elect Ben van Beurden as Director	No	For	For	For
Royal Dutch Shell Plc	5	Re-elect Dick Boer as Director	No	For	For	For
Royal Dutch Shell Plc	6	Re-elect Neil Carson as Director	No	For	For	For
Royal Dutch Shell Plc	7	Re-elect Ann Godbehere as Director	No	For	For	For
Royal Dutch Shell Plc	8	Re-elect Euleen Goh as Director	No	For	For	For
Royal Dutch Shell Plc	9	Re-elect Jane Lute as Director	No	For	For	For
Royal Dutch Shell Plc	10	Re-elect Catherine Hughes as Director	No	For	For	For
Royal Dutch Shell Plc	11	Re-elect Martina Hund-Mejean as Director	No	For	For	For
Royal Dutch Shell Plc	12	Re-elect Sir Andrew Mackenzie as Director	No	For	For	For
Royal Dutch Shell Plc	13	Re-elect Abraham Schot as Director	No	For	For	For
Royal Dutch Shell Plc	14	Reappoint Ernst & Young LLP as Auditors	No	For	For	For
Royal Dutch Shell Plc	15	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For
Royal Dutch Shell Plc	16	Authorise Issue of Equity	No	For	For	For
Royal Dutch Shell Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Royal Dutch Shell Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Royal Dutch Shell Plc	19	Authorise Off-Market Purchase of Ordinary Shares	No	For	For	For
Royal Dutch Shell Plc	20	Approve the Shell Energy Transition Progress Update	No	For	For	For
Royal Dutch Shell Plc		Shareholder Proposal	Yes			
Royal Dutch Shell Plc	21	Request Shell to Set and Publish Targets for Greenhouse Gas (GHG) Emissions	No	Against	Against	Against
Schlumberger N.V.	1.1	Elect Director Peter Coleman	No	For	For	For
Schlumberger N.V.	1.2	Elect Director Patrick de La Chevardiére	No	For	For	For
Schlumberger N.V.	1.3	Elect Director Miguel Galuccio	No	For	For	For
Schlumberger N.V.	1.4	Elect Director Olivier Le Peuch	No	For	For	For
Schlumberger N.V.	1.5	Elect Director Samuel Leupold	No	For	For	For
Schlumberger N.V.	1.6	Elect Director Tatiana Mitrova	No	For	For	For
Schlumberger N.V.	1.7	Elect Director Maria Moraeus Hanssen	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Schlumberger N.V.	1.8	Elect Director Vanitha Narayanan	No	For	For	For
Schlumberger N.V.	1.9	Elect Director Mark Papa	No	For	For	For
Schlumberger N.V.	1.10	Elect Director Jeff Sheets	No	For	For	For
Schlumberger N.V.	1.11	Elect Director Ulrich Spiesshofer	No	For	For	For
Schlumberger N.V.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For
Schlumberger N.V.	3	Adopt and Approve Financials and Dividends	No	For	For	For
Schlumberger N.V.	4	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For
Shell Plc		Meeting for ADR Holders	Yes			
Shell Plc		Management Proposals	Yes			
Shell Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Shell Plc	2	Approve Remuneration Report	No	For	For	For
Shell Plc	3	Elect Sinead Gorman as Director	No	For	For	For
Shell Plc	4	Re-elect Ben van Beurden as Director	No	For	For	For
Shell Plc	5	Re-elect Dick Boer as Director	No	For	For	For
Shell Plc	6	Re-elect Neil Carson as Director	No	For	For	For
Shell Plc	7	Re-elect Ann Godbehere as Director	No	For	For	For
Shell Plc	8	Re-elect Euleen Goh as Director	No	For	For	For
Shell Plc	9	Re-elect Jane Lute as Director	No	For	For	For
Shell Plc	10	Re-elect Catherine Hughes as Director	No	For	For	For
Shell Plc	11	Re-elect Martina Hund-Mejean as Director	No	For	For	For
Shell Plc	12	Re-elect Sir Andrew Mackenzie as Director	No	For	For	For
Shell Plc	13	Re-elect Abraham Schot as Director	No	For	For	For
Shell Plc	14	Reappoint Ernst & Young LLP as Auditors	No	For	For	For
Shell Plc	15	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For
Shell Plc	16	Authorise Issue of Equity	No	For	For	For
Shell Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Shell Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Shell Plc	19	Authorise Off-Market Purchase of Ordinary Shares	No	For	For	For
Shell Plc	20	Approve the Shell Energy Transition Progress Update	No	For	For	For
Shell Plc		Shareholder Proposal	Yes			
Shell Plc	21	Request Shell to Set and Publish Targets for Greenhouse Gas (GHG) Emissions	No	Against	Against	Against
Siemens AG	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2020/21 (Non-Voting)	Yes			
Siemens AG	2	Approve Allocation of Income and Dividends of EUR 4.00 per Share	No	For	For	For
Siemens AG	3.1	Approve Discharge of Management Board Member Roland Busch for Fiscal Year 2020/21	No	For	For	For
Siemens AG	3.2	Approve Discharge of Management Board Member Klaus Helmrich (until March 31, 2021) for Fiscal Year 2020/21	No	For	For	For
Siemens AG	3.3	Approve Discharge of Management Board Member Joe Kaeser (until Feb. 3, 2021) for Fiscal Year 2020/21	No	For	For	For
Siemens AG	3.4	Approve Discharge of Management Board Member Cedrik Neike for Fiscal Year 2020/21	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Siemens AG	3.5	Approve Discharge of Management Board Member Matthias Rebellius for Fiscal Year 2020/21	No	For	For	For
Siemens AG	3.6	Approve Discharge of Management Board Member Ralf Thomas for Fiscal Year 2020/21	No	For	For	For
Siemens AG	3.7	Approve Discharge of Management Board Member Judith Wiese for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.1	Approve Discharge of Supervisory Board Member Jim Snabe for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.2	Approve Discharge of Supervisory Board Member Birgit Steinborn for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.3	Approve Discharge of Supervisory Board Member Werner Brandt for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.4	Approve Discharge of Supervisory Board Member Tobias Baeumler (from Oct. 16, 2020) for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.5	Approve Discharge of Supervisory Board Member Michael Diekmann for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.6	Approve Discharge of Supervisory Board Member Andrea Fehrmann for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.7	Approve Discharge of Supervisory Board Member Bettina Haller for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.8	Approve Discharge of Supervisory Board Member Harald Kern for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.9	Approve Discharge of Supervisory Board Member Juergen Kerner for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.10	Approve Discharge of Supervisory Board Member Nicola Leibinger-Kammueler (until Feb. 3, 2021) for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.11	Approve Discharge of Supervisory Board Member Benoit Potier for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.12	Approve Discharge of Supervisory Board Member Hagen Reimer for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.13	Approve Discharge of Supervisory Board Member Norbert Reithofer for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.14	Approve Discharge of Supervisory Board Member Kasper Roersted for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.15	Approve Discharge of Supervisory Board Member Nemat Shafik for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.16	Approve Discharge of Supervisory Board Member Nathalie von Siemens for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.17	Approve Discharge of Supervisory Board Member Michael Sigmund for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.18	Approve Discharge of Supervisory Board Member Dorothea Simon for Fiscal Year 2020/21	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Siemens AG	4.19	Approve Discharge of Supervisory Board Member Grazia Vittadini (from Feb. 3, 2021) for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.20	Approve Discharge of Supervisory Board Member Werner Wenning (until Feb. 3, 2021) for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.21	Approve Discharge of Supervisory Board Member Matthias Zachert for Fiscal Year 2020/21	No	For	For	For
Siemens AG	4.22	Approve Discharge of Supervisory Board Member Gunnar Zukunft for Fiscal Year 2020/21	No	For	For	For
Siemens AG	5	Ratify Ernst & Young GmbH as Auditors for Fiscal Year 2021/22	No	For	For	For
Siemens AG	6	Approve Remuneration Report	No	For	For	For
Sony Group Corp.	1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	Do Not Vote
Sony Group Corp.	2.1	Elect Director Yoshida, Kenichiro	No	For	For	Do Not Vote
Sony Group Corp.	2.2	Elect Director Totoki, Hiroki	No	For	For	Do Not Vote
Sony Group Corp.	2.3	Elect Director Sumi, Shuzo	No	For	For	Do Not Vote
Sony Group Corp.	2.4	Elect Director Tim Schaaff	No	For	For	Do Not Vote
Sony Group Corp.	2.5	Elect Director Oka, Toshiko	No	For	For	Do Not Vote
Sony Group Corp.	2.6	Elect Director Akiyama, Sakie	No	For	For	Do Not Vote
Sony Group Corp.	2.7	Elect Director Wendy Becker	No	For	For	Do Not Vote
Sony Group Corp.	2.8	Elect Director Hatanaka, Yoshihiko	No	For	For	Do Not Vote
Sony Group Corp.	2.9	Elect Director Kishigami, Keiko	No	For	For	Do Not Vote
Sony Group Corp.	2.10	Elect Director Joseph A. Kraft Jr	No	For	For	Do Not Vote
Sony Group Corp.	3	Approve Stock Option Plan	No	For	For	Do Not Vote
Taiwan Semiconductor Manufacturing Co., Ltd.	1	Approve Business Operations Report and Financial Statements	No	For	For	For
Taiwan Semiconductor Manufacturing Co., Ltd.	2	Approve Amendments to Articles of Association	No	For	For	For
Taiwan Semiconductor Manufacturing Co., Ltd.	3	Amend Procedures Governing the Acquisition or Disposal of Assets	No	For	For	For
Taiwan Semiconductor Manufacturing Co., Ltd.	4	Approve Issuance of Restricted Stocks	No	For	For	For
Tesco Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Tesco Plc	2	Approve Remuneration Policy	No	For	For	For
Tesco Plc	3	Approve Remuneration Report	No	For	For	For
Tesco Plc	4	Approve Final Dividend	No	For	For	For
Tesco Plc	5	Re-elect John Allan as Director	No	For	For	For
Tesco Plc	6	Re-elect Melissa Bethell as Director	No	For	For	For
Tesco Plc	7	Re-elect Bertrand Bodson as Director	No	For	For	For
Tesco Plc	8	Re-elect Thierry Garnier as Director	No	For	For	For
Tesco Plc	9	Re-elect Stewart Gilliland as Director	No	For	For	For
Tesco Plc	10	Re-elect Byron Grote as Director	No	For	For	For
Tesco Plc	11	Re-elect Ken Murphy as Director	No	For	For	For
Tesco Plc	12	Re-elect Imran Nawaz as Director	No	For	For	For
Tesco Plc	13	Re-elect Alison Platt as Director	No	For	For	For

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Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Tesco Plc	14	Re-elect Lindsey Pownall as Director	No	For	For	For
Tesco Plc	15	Re-elect Karen Whitworth as Director	No	For	For	For
Tesco Plc	16	Reappoint Deloitte LLP as Auditors	No	For	For	For
Tesco Plc	17	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For
Tesco Plc	18	Authorise UK Political Donations and Expenditure	No	For	For	For
Tesco Plc	19	Authorise Issue of Equity	No	For	For	For
Tesco Plc	20	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Tesco Plc	21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For
Tesco Plc	22	Authorise Market Purchase of Shares	No	For	For	For
Tesco Plc	23	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
		Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	No	For	Against	Against
Toyota Industries Corp.	1	Elect Director Toyoda, Tetsuro	No	For	Against	For
Toyota Industries Corp.	2.1	Elect Director Onishi, Akira	No	For	Against	For
Toyota Industries Corp.	2.2	Elect Director Mizuno, Yojiro	No	For	For	For
Toyota Industries Corp.	2.3	Elect Director Sumi, Shuzo	No	For	For	For
Toyota Industries Corp.	2.4	Elect Director Maeda, Masahiko	No	For	For	For
Toyota Industries Corp.	2.5	Elect Director Handa, Junichi	No	For	For	For
Toyota Industries Corp.	2.6	Appoint Alternate Statutory Auditor Furusawa, Hitoshi	No	For	For	For
Toyota Industries Corp.	3	Approve Annual Bonus	No	For	For	For
Toyota Industries Corp.	4	Approve Compensation Ceiling for Directors	No	For	For	For
UCB SA		Annual/Special Meeting Agenda	Yes			
UCB SA		Ordinary Part	Yes			
UCB SA	1	Receive Directors' Reports (Non-Voting)	Yes			
UCB SA	2	Receive Auditors' Reports (Non-Voting)	Yes			
UCB SA	3	Receive Consolidated Financial Statements and Statutory Reports (Non-Voting)	Yes			
UCB SA	4	Approve Financial Statements, Allocation of Income, and Dividends of EUR 1.30 per Share	No	For	For	For
UCB SA	5	Approve Remuneration Report	No	For	For	For
UCB SA	6	Approve Remuneration of Directors	No	For	For	For
UCB SA	7	Approve Discharge of Directors	No	For	For	For
UCB SA	8	Approve Discharge of Auditors	No	For	For	For
UCB SA	9.1.A	Reelect Kay Davies as Director	No	For	For	For
UCB SA	9.1.B	Indicate Kay Davies as Independent Director	No	For	For	For
UCB SA	9.2	Reelect Jean-Christophe Tellier as Director	No	For	For	For
UCB SA	9.3	Reelect Cedric van Rijckevorsel as Director	No	For	For	For
UCB SA		Special Part	Yes			
UCB SA	10	Approve Long-Term Incentive Plans	No	For	For	For
UCB SA	11.1	Approve Change-of-Control Clause Re: EMTN Program Renewal	No	For	For	For
UCB SA	11.2	Approve Change-of-Control Clause Re: European Investment Bank Facility Agreement	No	For	For	For



## B.1.a

Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
UCB SA	11.3	Approve Change-of-Control Clause Re: Term Facility Agreement	No	For	For	For
UCB SA		Extraordinary Part of the Extraordinary General Meeting	Yes			
UCB SA	1	Receive Special Board Report Re: Authorized Capital	Yes			
UCB SA	2	Renew Authorization to Increase Share Capital within the Framework of Authorized Capital	No	For	For	For
UCB SA	3	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
UCB SA	4	Amend Article 19 Re: Proceeding of the Board Being Set Down in Minutes	No	For	For	For
Vale SA	1	Amend Articles 5 and 14	No	For	For	For
Vale SA	2	Approve Agreement to Absorb New Steel Global S.A.R.L (NSG), New Steel S.A. (New Steel), and Centro Tecnológico de Soluções Sustentáveis S.A. (CTSS)	No	For	For	For
Vale SA	3	Ratify Macso Legate Auditores Independentes (Macso) as Independent Firm to Appraise Proposed Transaction	No	For	For	For
Vale SA	4	Approve Independent Firm's Appraisals	No	For	For	For
Vale SA	5	Approve Absorption of New Steel Global S.A.R.L (NSG)	No	For	For	For
Vale SA	6	Approve Absorption of New Steel S.A. (New Steel)	No	For	For	For
Vale SA	7	Approve Absorption of Centro Tecnológico de Soluções Sustentáveis S.A. (CTSS)	No	For	For	For
Vale SA	1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	No	For	For	For
Vale SA	2	Approve Allocation of Income and Dividends	No	For	For	For
Vale SA	3	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Yes	None	Abstain	Abstain
Vale SA	4.1	Elect Jose Luciano Duarte Penido as Independent Director	No	For	For	For
Vale SA	4.2	Elect Fernando Jorge Buso Gomes as Director	No	For	For	For
Vale SA	4.3	Elect Daniel Andre Stieler as Director	No	For	For	For
Vale SA	4.4	Elect Eduardo de Oliveira Rodrigues Filho as Director	No	For	For	For
Vale SA	4.5	Elect Ken Yasuhara as Director	No	For	For	For
Vale SA	4.6	Elect Manuel Lino Silva de Sousa Oliveira (Ollie) as Independent Director	No	For	For	For
Vale SA	4.7	Elect Marcelo Gasparino da Silva as Independent Director	No	For	For	For
Vale SA	4.8	Elect Mauro Gentile Rodrigues Cunha as Independent Director	No	For	For	For
Vale SA	4.9	Elect Murilo Cesar Lemos dos Santos Passos as Independent Director	No	For	For	For
Vale SA	4.10	Elect Rachel de Oliveira Maia as Independent Director	No	For	For	For
Vale SA	4.11	Elect Roberto da Cunha Castello Branco as Independent Director	No	For	For	For
Vale SA	4.12	Elect Roger Allan Downey as Independent Director	No	For	For	For
Vale SA		If Voting FOR on Item 5, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Yes			
Vale SA	5	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Yes	None	Abstain	Abstain



## B.1.a

Artisan - Proxy Votes - July 2021 through June 2022 Compared to ISS Recommendation						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Vale SA	6.1	Percentage of Votes to Be Assigned - Elect Jose Luciano Duarte Penido as Independent Director	Yes	None	Abstain	Abstain
Vale SA	6.2	Percentage of Votes to Be Assigned - Elect Fernando Jorge Buso Gomes as Director	Yes	None	Abstain	Abstain
Vale SA	6.3	Percentage of Votes to Be Assigned - Elect Daniel Andre Stieler as Director	Yes	None	Abstain	Abstain
Vale SA	6.4	Percentage of Votes to Be Assigned - Elect Eduardo de Oliveira Rodrigues Filho as Director	Yes	None	Abstain	Abstain
Vale SA	6.5	Percentage of Votes to Be Assigned - Elect Ken Yasuhara as Director	Yes	None	Abstain	Abstain
Vale SA	6.6	Percentage of Votes to Be Assigned - Elect Manuel Lino Silva de Sousa Oliveira (Ollie) as Independent Director	Yes	None	Abstain	Abstain
Vale SA	6.7	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director	Yes	None	Abstain	Abstain
Vale SA	6.8	Percentage of Votes to Be Assigned - Elect Mauro Gentile Rodrigues Cunha as Independent Director	Yes	None	Abstain	Abstain
Vale SA	6.9	Percentage of Votes to Be Assigned - Elect Murilo Cesar Lemos dos Santos Passos as Independent Director	Yes	None	Abstain	Abstain
Vale SA	6.10	Percentage of Votes to Be Assigned - Elect Rachel de Oliveira Maia as Independent Director	Yes	None	Abstain	Abstain
Vale SA	6.11	Percentage of Votes to Be Assigned - Elect Roberto da Cunha Castello Branco as Independent Director	Yes	None	Abstain	Abstain
Vale SA	6.12	Percentage of Votes to Be Assigned - Elect Roger Allan Downey as Independent Director	Yes	None	Abstain	Abstain
Vale SA	7	Elect Jose Luciano Duarte Penido as Board Chairman	No	For	For	For
Vale SA	8	Elect Fernando Jorge Buso Gomes as Board Vice-Chairman	No	For	For	For
Vale SA		Shareholders Must Vote For Only Four of the Candidates Under Items 9.1-9.6	Yes			
Vale SA	9.1	Elect Marcelo Amaral Moraes as Fiscal Council Member and Marcus Vinicius Dias Severini as Alternate Appointed by Shareholder	Yes	None	Abstain	Abstain
Vale SA	9.2	Elect Gueitiro Matsuo Genso as Fiscal Council Member Appointed by Shareholder	Yes	None	Abstain	Abstain
Vale SA	9.3	Elect Marcio de Souza as Fiscal Council Member and Nelson de Menezes Filho as Alternate Appointed by Shareholder	Yes	None	For	For
Vale SA	9.4	Elect Raphael Manhaes Martins as Fiscal Council Member and Adriana de Andrade Sole as Alternate Appointed by Shareholder	Yes	None	For	For
Vale SA	9.5	Elect Heloisa Belotti Bedicks as Fiscal Council Member and Rodrigo de Mesquita Pereira as Alternate Appointed by Shareholder	Yes	None	For	For
Vale SA	9.6	Elect Robert Juenemann as Fiscal Council Member and Jandaraci Ferreira de Araujo as Alternate Appointed by Shareholder	Yes	None	For	For
Vale SA	10	Approve Remuneration of Company's Management and Fiscal Council	No	For	For	For
Vale SA	11	Ratify Remuneration of Company's Management and Fiscal Council for 2021	No	For	For	For

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote	Voting Policy Rationale	
1st Source Corporation	04/21/2022	Management	1	Yes	Elect Director Issac P. Torres	For	For	For	For	Votes AGAINST Daniel Fitzpatrick are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Daniel Fitzpatrick are further warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
1st Source Corporation	04/21/2022	Management	2	Yes	Elect Director John F. Affleck-Graves	For	For	For	For	Votes AGAINST Daniel Fitzpatrick are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Daniel Fitzpatrick are further warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
1st Source Corporation	04/21/2022	Management	3	Yes	Elect Director Daniel B. Fitzpatrick	For	Against	Against	Against	Votes AGAINST Daniel Fitzpatrick are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Daniel Fitzpatrick are further warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
1st Source Corporation	04/21/2022	Management	4	Yes	Elect Director Christopher J. Murphy IV	For	For	For	For	Votes AGAINST Daniel Fitzpatrick are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Daniel Fitzpatrick are further warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
1st Source Corporation	04/21/2022	Management	5	Yes	Ratify BKD LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
AAON, Inc.	05/12/2022	Management	1	Yes	Elect Director A.H. (Chip) McElroy, II	For	For	Against	Against	Votes AGAINST A.H. (Chip) McElroy II are warranted for serving as a non-independent member of a key board committee. A vote FOR Bruce Ware is warranted.	
AAON, Inc.	05/12/2022	Management	2	Yes	Elect Director Bruce Ware	For	For	For	For	Votes AGAINST A.H. (Chip) McElroy II are warranted for serving as a non-independent member of a key board committee. A vote FOR Bruce Ware is warranted.	
AAON, Inc.	05/12/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
AAON, Inc.	05/12/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Abercrombie & Fitch Co.	06/08/2022	Management	1	Yes	Elect Director Kerri B. Anderson	For	For	For	For	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	2	Yes	Elect Director Terry L. Burman	For	For	For	For	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	3	Yes	Elect Director Felix J. Carbullido	For	For	For	For	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	4	Yes	Elect Director Susie Coulter	For	For	For	For	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	5	Yes	Elect Director Sarah M. Gallagher	For	For	For	For	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	6	Yes	Elect Director James A. Goldman	For	For	For	For	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	7	Yes	Elect Director Michael E. Greenlees	For	For	Against	Against	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	8	Yes	Elect Director Fran Horowitz	For	For	For	For	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	9	Yes	Elect Director Helen E. McCluskey	For	For	For	For	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	10	Yes	Elect Director Kenneth B. Robinson	For	For	For	For	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	11	Yes	Elect Director Nigel Travis	For	For	For	For	Votes AGAINST Michael Greenlees are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abercrombie & Fitch Co.	06/08/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Abercrombie & Fitch Co.	06/08/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Abercrombie & Fitch Co.	06/08/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
ABM Industries Incorporated	03/23/2022	Management	1	Yes	Elect Director Quincy L. Allen	For	For	For	For	Votes AGAINST Linda Chavez are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
ABM Industries Incorporated	03/23/2022	Management	2	Yes	Elect Director LeighAnne G. Baker	For	For	For	For	Votes AGAINST Linda Chavez are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
ABM Industries Incorporated	03/23/2022	Management	3	Yes	Elect Director Linda Chavez	For	For	Against	Against	Votes AGAINST Linda Chavez are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
ABM Industries Incorporated	03/23/2022	Management	4	Yes	Elect Director Art A. Garcia	For	For	For	For	Votes AGAINST Linda Chavez are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
ABM Industries Incorporated	03/23/2022	Management	5	Yes	Elect Director Jill M. Golder	For	For	For	For	Votes AGAINST Linda Chavez are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
ABM Industries Incorporated	03/23/2022	Management	6	Yes	Elect Director Sudhakar Kesavan	For	For	For	For	Votes AGAINST Linda Chavez are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
ABM Industries Incorporated	03/23/2022	Management	7	Yes	Elect Director Scott Salmirs	For	For	For	For	Votes AGAINST Linda Chavez are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
ABM Industries Incorporated	03/23/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
ABM Industries Incorporated	03/23/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Academy Sports and Outdoors, Inc.	06/02/2022	Management	1	Yes	Elect Director Wendy A. Beck	For	Withhold	Withhold	Withhold	WITHHOLD votes for director Wendy Beck are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR new director Sharon Turney is warranted.	
Academy Sports and Outdoors, Inc.	06/02/2022	Management	2	Yes	Elect Director Sharen J. Turney	For	For	For	For	WITHHOLD votes for director Wendy Beck are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR new director Sharon Turney is warranted.	
Academy Sports and Outdoors, Inc.	06/02/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: " the auditor's tenure at the company exceeds seven years; and " the non-auditing consulting fees represent more than 25 percent of total fees paid.	
Academy Sports and Outdoors, Inc.	06/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided the CEO excessive corporate aircraft perquisite and paid significant tax gross-ups on the CEO's perquisites.	
Acadia Healthcare Company, Inc.	05/19/2022	Management	1	Yes	Elect Director Jason R. Bernhard	For	For	For	For	Votes AGAINST Reeve Waud are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee members Reeve Waud and William Grieco are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Jason R. Bernhard is warranted.	
Acadia Healthcare Company, Inc.	05/19/2022	Management	2	Yes	Elect Director William F. Grieco	For	Against	Against	Against	Votes AGAINST Reeve Waud are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee members Reeve Waud and William Grieco are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Jason R. Bernhard is warranted.	
Acadia Healthcare Company, Inc.	05/19/2022	Management	3	Yes	Elect Director Reeve B. Waud	For	Against	Against	Against	Votes AGAINST Reeve Waud are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee members Reeve Waud and William Grieco are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Jason R. Bernhard is warranted.	
Acadia Healthcare Company, Inc.	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote	Instruction	Voting Policy Rationale
Acadia Healthcare Company, Inc.	05/19/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ACADIA Pharmaceuticals Inc.	06/07/2022	Management	1	Yes	Elect Director Laura A. Brege	For	Withhold	Withhold	Withhold		WITHHOLD votes are warranted for nominating committee member Laura Brege for an apparent lack of racial or ethnic diversity on the board. WITHHOLD votes for Laura Brege are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Laura Brege are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ACADIA Pharmaceuticals Inc.	06/07/2022	Management	2	Yes	Elect Director Stephen R. Davis	For	For	For	For		WITHHOLD votes are warranted for nominating committee member Laura Brege for an apparent lack of racial or ethnic diversity on the board. WITHHOLD votes for Laura Brege are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Laura Brege are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ACADIA Pharmaceuticals Inc.	06/07/2022	Management	3	Yes	Elect Director Elizabeth A. Garofalo	For	For	For	For		WITHHOLD votes are warranted for nominating committee member Laura Brege for an apparent lack of racial or ethnic diversity on the board. WITHHOLD votes for Laura Brege are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Laura Brege are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ACADIA Pharmaceuticals Inc.	06/07/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against		A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.13 percent is excessive; * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ACADIA Pharmaceuticals Inc.	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ACADIA Pharmaceuticals Inc.	06/07/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For		A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
ACCO Brands Corporation	05/17/2022	Management	1	Yes	Elect Director Gina R. Boswell	For	For	For	For		Votes AGAINST Thomas Kroeger and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/17/2022	Management	2	Yes	Elect Director Kathleen S. Dvorak	For	For	Against	Against		Votes AGAINST Thomas Kroeger and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/17/2022	Management	3	Yes	Elect Director Boris Elisman	For	For	For	For		Votes AGAINST Thomas Kroeger and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/17/2022	Management	4	Yes	Elect Director Pradeep Jotwani	For	For	For	For		Votes AGAINST Thomas Kroeger and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/17/2022	Management	5	Yes	Elect Director Robert J. Keller	For	For	For	For		Votes AGAINST Thomas Kroeger and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/17/2022	Management	6	Yes	Elect Director Thomas Kroeger	For	For	Against	Against		Votes AGAINST Thomas Kroeger and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/17/2022	Management	7	Yes	Elect Director Ron Lombardi	For	For	For	For		Votes AGAINST Thomas Kroeger and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/17/2022	Management	8	Yes	Elect Director Graciela I. Monteagudo	For	For	For	For		Votes AGAINST Thomas Kroeger and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/17/2022	Management	9	Yes	Elect Director E. Mark Rajkowski	For	For	For	For		Votes AGAINST Thomas Kroeger and Kathleen Dvorak are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/17/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ACCO Brands Corporation	05/17/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ACCO Brands Corporation	05/17/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against		A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.95 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ACI Worldwide, Inc.	06/01/2022	Management	1	Yes	Elect Director Odilon Almeida	For	For	For	For		A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2022	Management	2	Yes	Elect Director Charles K. Bobrinskoy	For	For	For	For		A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2022	Management	3	Yes	Elect Director Janet O. Estep	For	For	For	For		A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2022	Management	4	Yes	Elect Director James C. Hale, III	For	For	For	For		A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2022	Management	5	Yes	Elect Director Mary P. Harman	For	For	For	For		A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2022	Management	6	Yes	Elect Director Didier R. Lamouche	For	For	For	For		A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2022	Management	7	Yes	Elect Director Charles E. Peters, Jr.	For	For	For	For		A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2022	Management	8	Yes	Elect Director Adalio T. Sanchez	For	For	For	For		A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2022	Management	9	Yes	Elect Director Thomas W. Warsop, III	For	For	For	For		A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2022	Management	10	Yes	Elect Director Samir M. Zabaneh	For	For	For	For		A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ACI Worldwide, Inc.	06/01/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Acme United Corporation	04/25/2022	Management	1	Yes	Elect Director Walter C. Johnsen	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/25/2022	Management	2	Yes	Elect Director Richmond Y. Holden, Jr.	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/25/2022	Management	3	Yes	Elect Director Brian S. Olschan	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/25/2022	Management	4	Yes	Elect Director Stevenson E. Ward, III	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/25/2022	Management	5	Yes	Elect Director Susan H. Murphy	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/25/2022	Management	6	Yes	Elect Director Rex L. Davidson	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/25/2022	Management	7	Yes	Elect Director Brian K. Barker	For	For	For	For		WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/25/2022	Management	8	Yes	Approve Stock Option Plan	For	For	Against	Against		A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 34.52 percent is excessive; * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The plan allows for single-trigger vesting of awards in the event of a change-in-control.

Meeting		Proposal		Management		ISS		Voting Policy		Vote Instruction	Voting Policy Rationale
Company Name	Date	Proponent	Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation			
Acme United Corporation	04/25/2022	Management	9	Yes	Amend Non-Employee Director Stock Option Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 31.32 percent is excessive. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.	
Acme United Corporation	04/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	
Acme United Corporation	04/25/2022	Management	11	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
ACNB Corporation	05/03/2022	Management	1	Yes	Elect Director Todd L. Herring	For	For	For	For	WITHHOLD votes for non-independent nominee James Lott are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Todd L. Herring is warranted.	
ACNB Corporation	05/03/2022	Management	2	Yes	Elect Director James J. Lott	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee James Lott are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Todd L. Herring is warranted.	
ACNB Corporation	05/03/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus awards; * The company maintains employment agreements with certain executives that provide for excise tax gross-ups and modified single-trigger cash severance; and * Equity awards provide for automatic accelerated vesting upon a change in control.	
ACNB Corporation	05/03/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Acuity Brands, Inc.	01/05/2022	Management	1	Yes	Elect Director Neil M. Ashe	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is	
Acuity Brands, Inc.	01/05/2022	Management	2	Yes	Elect Director W. Patrick Battle	For	Against	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is	
Acuity Brands, Inc.	01/05/2022	Management	3	Yes	Elect Director G. Douglas Dillard, Jr.	For	Against	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is	
Acuity Brands, Inc.	01/05/2022	Management	4	Yes	Elect Director James H. Hance, Jr.	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is	
Acuity Brands, Inc.	01/05/2022	Management	5	Yes	Elect Director Maya Leibman	For	Against	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is	
Acuity Brands, Inc.	01/05/2022	Management	6	Yes	Elect Director Laura G. O'Shaughnessy	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is	
Acuity Brands, Inc.	01/05/2022	Management	7	Yes	Elect Director Dominic J. Pileggi	For	Against	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is	
Acuity Brands, Inc.	01/05/2022	Management	8	Yes	Elect Director Ray M. Robinson	For	For	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is	
Acuity Brands, Inc.	01/05/2022	Management	9	Yes	Elect Director Mark J. Sachleben	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is	
Acuity Brands, Inc.	01/05/2022	Management	10	Yes	Elect Director Mary A. Winston	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is	
Acuity Brands, Inc.	01/05/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Acuity Brands, Inc.	01/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company failed to demonstrate adequate responsiveness to last year's say-on-pay vote, despite receiving less than majority support for the second year in a row. While the company engaged with investors following the annual meeting, shareholders' feedback is disclosed only in vague terms. In addition, it is not clear that the company has made any changes to address the concerns underlying the failed 2021 vote.Pay-for-performance concerns are mitigated in light of recent improvements to the company's incentive programs. The weight of the individual performance component in the annual incentive program was reduced from 50 percent to 20 percent, and a concerning secondary funding mechanism was removed. Further, the grant date value of the CEO's equity awards was lower in 2021 compared to 2020. Finally, beginning in 2022 the CEO will participate in the ordinary long-term incentive program.	
Acuity Brands, Inc.	01/05/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Adams Resources & Energy, Inc.	05/10/2022	Management	1	Yes	Elect Director Townes G. Pressler	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Murray Brasseux, Richard Jenner and John Niemann Jr. are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Adams Resources & Energy, Inc.	05/10/2022	Management	2	Yes	Elect Director Michelle A. Earley	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Murray Brasseux, Richard Jenner and John Niemann Jr. are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Adams Resources & Energy, Inc.	05/10/2022	Management	3	Yes	Elect Director Murray E. Brasseux	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members Murray Brasseux, Richard Jenner and John Niemann Jr. are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Adams Resources & Energy, Inc.	05/10/2022	Management	4	Yes	Elect Director Richard C. Jenner	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members Murray Brasseux, Richard Jenner and John Niemann Jr. are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Adams Resources & Energy, Inc.	05/10/2022	Management	5	Yes	Elect Director W.R. Scofield	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Murray Brasseux, Richard Jenner and John Niemann Jr. are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Adams Resources & Energy, Inc.	05/10/2022	Management	6	Yes	Elect Director John O. Niemann, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members Murray Brasseux, Richard Jenner and John Niemann Jr. are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	



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Company Name	Meeting Date	Proponent	Number	Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote	
Adams Resources & Energy, Inc.	05/10/2022	Management	7	Yes	Elect Director Dennis E. Dominic	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Murray Brasseux, Richard Jenner and John Niemann Jr. are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Adams Resources & Energy, Inc.	05/10/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Adams Resources & Energy, Inc.	05/10/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Addus HomeCare Corporation	06/15/2022	Management	1	Yes	Elect Director Esteban Lopez	For	For	For	For	A vote FOR the director nominees is warranted.
Addus HomeCare Corporation	06/15/2022	Management	2	Yes	Elect Director Jean Rush	For	For	For	For	A vote FOR the director nominees is warranted.
Addus HomeCare Corporation	06/15/2022	Management	3	Yes	Elect Director Susan T. Weaver	For	For	For	For	A vote FOR the director nominees is warranted.
Addus HomeCare Corporation	06/15/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Addus HomeCare Corporation	06/15/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ADTRAN, Inc.	01/06/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the market reaction was negative and the company did not explore any other strategic alternatives, the transaction is expected to generate cost savings, accelerate revenue growth, and be accretive to earnings immediately upon closing. In consideration of the positive effects of this strategic rationale, a vote FOR the transaction is warranted.
ADTRAN, Inc.	01/06/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Outstanding equity awards are not expected to vest in connection with the business combination, and there will be no cash severance or excise tax gross-ups payable.
ADTRAN, Inc.	01/06/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	The underlying transaction warrants shareholder support, therefore, a vote FOR this proposal is warranted
ADTRAN, Inc.	05/11/2022	Management	1	Yes	Elect Director Thomas R. Stanton	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Stanton, H. Fenwick Huss and Balan Nair are warranted for lack of a majority independent board. Votes AGAINST H. Fenwick Huss and Balan Nair are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
ADTRAN, Inc.	05/11/2022	Management	2	Yes	Elect Director H. Fenwick Huss	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Stanton, H. Fenwick Huss and Balan Nair are warranted for lack of a majority independent board. Votes AGAINST H. Fenwick Huss and Balan Nair are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
ADTRAN, Inc.	05/11/2022	Management	3	Yes	Elect Director Gregory J. McCray	For	For	For	For	Votes AGAINST non-independent nominees Thomas Stanton, H. Fenwick Huss and Balan Nair are warranted for lack of a majority independent board. Votes AGAINST H. Fenwick Huss and Balan Nair are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
ADTRAN, Inc.	05/11/2022	Management	4	Yes	Elect Director Balan Nair	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Stanton, H. Fenwick Huss and Balan Nair are warranted for lack of a majority independent board. Votes AGAINST H. Fenwick Huss and Balan Nair are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
ADTRAN, Inc.	05/11/2022	Management	5	Yes	Elect Director Jacqueline H. (Jackie) Rice	For	For	For	For	Votes AGAINST non-independent nominees Thomas Stanton, H. Fenwick Huss and Balan Nair are warranted for lack of a majority independent board. Votes AGAINST H. Fenwick Huss and Balan Nair are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
ADTRAN, Inc.	05/11/2022	Management	6	Yes	Elect Director Kathryn A. Walker	For	For	For	For	Votes AGAINST non-independent nominees Thomas Stanton, H. Fenwick Huss and Balan Nair are warranted for lack of a majority independent board. Votes AGAINST H. Fenwick Huss and Balan Nair are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
ADTRAN, Inc.	05/11/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ADTRAN, Inc.	05/11/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advanced Emissions Solutions, Inc.	05/16/2022	Management	1	Yes	Elect Director Carol Eicher	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Emissions Solutions, Inc.	05/16/2022	Management	2	Yes	Elect Director Gilbert Li	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Emissions Solutions, Inc.	05/16/2022	Management	3	Yes	Elect Director J. Taylor Simonton	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Emissions Solutions, Inc.	05/16/2022	Management	4	Yes	Elect Director L. Spencer Wells	For	For	For	For	A vote FOR all director nominees is warranted.
Advanced Emissions Solutions, Inc.	05/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Advanced Emissions Solutions, Inc.	05/16/2022	Management	6	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Advanced Emissions Solutions, Inc.	05/16/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Advanced Emissions Solutions, Inc.	05/16/2022	Management	8	Yes	Approve Tax Asset Protection Plan	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill is reasonable, the value of the tax attributes to be protected is material, and there is some evidence that those DTAs may provide future economic benefit. In addition, the company's governance practices are not a cause for concern as it relates to this proposal.
Advanced Energy Industries, Inc.	05/09/2022	Management	1	Yes	Elect Director Grant H. Beard	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball and Edward Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	05/09/2022	Management	2	Yes	Elect Director Frederick A. Ball	For	For	Withhold	Withhold	WITHHOLD votes for Frederick (Fred) Ball and Edward Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	05/09/2022	Management	3	Yes	Elect Director Anne T. DeSanto	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball and Edward Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	05/09/2022	Management	4	Yes	Elect Director Tina M. Donikowski	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball and Edward Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	05/09/2022	Management	5	Yes	Elect Director Ronald C. Foster	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball and Edward Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	05/09/2022	Management	6	Yes	Elect Director Edward C. Grady	For	For	Withhold	Withhold	WITHHOLD votes for Frederick (Fred) Ball and Edward Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	05/09/2022	Management	7	Yes	Elect Director Stephen D. Kelley	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball and Edward Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	05/09/2022	Management	8	Yes	Elect Director Lanesha T. Minnix	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball and Edward Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	05/09/2022	Management	9	Yes	Elect Director David W. Reed	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball and Edward Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	05/09/2022	Management	10	Yes	Elect Director John A. Roush	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball and Edward Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	05/09/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Advanced Energy Industries, Inc.	05/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Advansix Inc.	06/15/2022	Management	1	Yes	Elect Director Erin N. Kane	For	For	For	For	A vote FOR all director nominees is warranted.
Advansix Inc.	06/15/2022	Management	2	Yes	Elect Director Michael L. Marberry	For	For	For	For	A vote FOR all director nominees is warranted.
Advansix Inc.	06/15/2022	Management	3	Yes	Elect Director Farha Aslam	For	For	For	For	A vote FOR all director nominees is warranted.
Advansix Inc.	06/15/2022	Management	4	Yes	Elect Director Darrell K. Hughes	For	For	For	For	A vote FOR all director nominees is warranted.
Advansix Inc.	06/15/2022	Management	5	Yes	Elect Director Todd D. Karran	For	For	For	For	A vote FOR all director nominees is warranted.
Advansix Inc.	06/15/2022	Management	6	Yes	Elect Director Gena C. Lovett	For	For	For	For	A vote FOR all director nominees is warranted.
Advansix Inc.	06/15/2022	Management	7	Yes	Elect Director Daniel F. Sansone	For	For	For	For	A vote FOR all director nominees is warranted.
Advansix Inc.	06/15/2022	Management	8	Yes	Elect Director Sharon S. Spurlin	For	For	For	For	A vote FOR all director nominees is warranted.
Advansix Inc.	06/15/2022	Management	9	Yes	Elect Director Patrick S. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
Advansix Inc.	06/15/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Advansix Inc.	06/15/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Advansix Inc.	06/15/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
Adverum Biotechnologies, Inc.	06/10/2022	Management	1	Yes	Elect Director Patrick Machado	For	Withhold	Withhold	Withhold
Adverum Biotechnologies, Inc.	06/10/2022	Management	2	Yes	Elect Director Laurent Fischer	For	Withhold	Withhold	Withhold
Adverum Biotechnologies, Inc.	06/10/2022	Management	3	Yes	Elect Director James Scopa	For	Withhold	Withhold	Withhold
Adverum Biotechnologies, Inc.	06/10/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For
Adverum Biotechnologies, Inc.	06/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Adverum Biotechnologies, Inc.	06/10/2022	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For
Aeglea BioTherapeutics, Inc.	06/07/2022	Management	1	Yes	Elect Director V. Bryan Lawlis	For	Withhold	Withhold	Withhold
Aeglea BioTherapeutics, Inc.	06/07/2022	Management	2	Yes	Elect Director Anthony G. Quinn	For	Withhold	Withhold	Withhold
Aeglea BioTherapeutics, Inc.	06/07/2022	Management	3	Yes	Elect Director Armen Shanafelt	For	Withhold	Withhold	Withhold
Aeglea BioTherapeutics, Inc.	06/07/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
Aeglea BioTherapeutics, Inc.	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Aeglea BioTherapeutics, Inc.	06/07/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year
Aerjet Rocketdyne Holdings, Inc.	05/25/2022	Management	2	No	Non-Voting Agenda				
Aerjet Rocketdyne Holdings, Inc.	05/25/2022	Shareholder	4	Yes	Consent to the Request of the Special Meeting and Agent Designation	For	For	For	For
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Management	2	No	Non-Voting Agenda				
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	4	Yes	Remove Eileen P. Drake, Kevin P. Chilton, Thomas A. Corcoran, James R. Henderson, Lance W. Lord, Audrey A. McNiff, Martin Turchin and Warren G. Lichtenstein as Directors	For	Do Not Vote	Do Not Vote	Do Not Vote
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	5	Yes	Elect Directors Warren G. Lichtenstein	For	Do Not Vote	Do Not Vote	Do Not
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	6	Yes	Elect Director Tina W. Jonas	For	Do Not Vote	Do Not Vote	Do Not
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	7	Yes	Elect Director Joanne M. Maguire	For	Do Not Vote	Do Not Vote	Do Not
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	8	Yes	Elect Director Aimee J. Nelson	For	Do Not Vote	Do Not Vote	Do Not
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	9	Yes	Elect Director Mark A. Tucker	For	Do Not Vote	Do Not Vote	Do Not
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	10	Yes	Elect Director Martin Turchin	For	Do Not Vote	Do Not Vote	Do Not
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	11	Yes	Elect Director Mathias W. Winter	For	Do Not Vote	Do Not Vote	Do Not
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	12	Yes	Elect Director Heidi R. Wood	For	Do Not Vote	Do Not Vote	Do Not
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Management	13	Yes	Adjourn Meeting	Abstain	Do Not Vote	Do Not Vote	Do Not
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	15	Yes	Remove Warren G. Lichtenstein, Kevin P. Chilton, Thomas A. Corcoran, James R. Henderson, Lance W. Lord, Audrey A. McNiff, Martin Turchin and Eileen P. Drake as Directors	For	For	For	For
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	16	Yes	Elect Directors Gail Baker	For	For	For	For
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	17	Yes	Elect Director Marion C. Blakey	For	For	For	For
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	18	Yes	Elect Director Charlie F. Bolden	For	For	For	For
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	19	Yes	Elect Director Kevin P. Chilton	For	For	For	For
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	20	Yes	Elect Director Thomas A. Corcoran	For	For	For	For
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	21	Yes	Elect Director Eileen P. Drake	For	For	For	For
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	22	Yes	Elect Director Deborah Lee James	For	For	For	For
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Shareholder	23	Yes	Elect Director Lance W. Lord	For	For	For	For
Aerjet Rocketdyne Holdings, Inc.	06/30/2022	Management	24	Yes	Adjourn Meeting	For	For	For	For
Affiliated Managers Group, Inc.	05/27/2022	Management	1	Yes	Elect Director Karen L. Alvingham	For	For	For	For
Affiliated Managers Group, Inc.	05/27/2022	Management	2	Yes	Elect Director Tracy A. Atkinson	For	For	For	For
Affiliated Managers Group, Inc.	05/27/2022	Management	3	Yes	Elect Director Dwight D. Churchill	For	For	Against	Against
Affiliated Managers Group, Inc.	05/27/2022	Management	4	Yes	Elect Director Jay C. Horgen	For	For	For	For
Affiliated Managers Group, Inc.	05/27/2022	Management	5	Yes	Elect Director Reuben Jeffery, III	For	For	For	For
Affiliated Managers Group, Inc.	05/27/2022	Management	6	Yes	Elect Director Felix V. Matos Rodriguez	For	For	For	For
Affiliated Managers Group, Inc.	05/27/2022	Management	7	Yes	Elect Director Tracy P. Palandjian	For	For	For	For
Affiliated Managers Group, Inc.	05/27/2022	Management	8	Yes	Elect Director David C. Ryan	For	For	For	For
Affiliated Managers Group, Inc.	05/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Affiliated Managers Group, Inc.	05/27/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
Agios Pharmaceuticals, Inc.	06/21/2022	Management	1	Yes	Elect Director Jacquelyn A. Fouse	For	For	For	For
Agios Pharmaceuticals, Inc.	06/21/2022	Management	2	Yes	Elect Director David Scadden	For	For	For	For
Agios Pharmaceuticals, Inc.	06/21/2022	Management	3	Yes	Elect Director David P. Schenkein	For	For	For	For

		Meeting		Proposal	Votable	Management				ISS	Voting Policy		Vote	Voting Policy Rationale
Company Name	Date	Proponent	Sequence Number	Proposal	Text	Recommendation	Recommendation	Recommendation	Instruction					
Agios Pharmaceuticals, Inc.	06/21/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentives are primarily based on pre-set company performance goals. In addition, the committee added performance criteria to the FY21 equity award with an increased performance-based portion in the FY22 award; these awards also utilize a multi-year performance period. Pay-for-performance misalignment concerns are additionally mitigated by the CEO's realizable compensation, which consists primarily of options that are underwater. However, while PSUs comprised a portion of NEOs' 2021 equity awards, the majority of long-term awards lack performance conditions and continued monitoring of this aspect of the compensation program is warranted.				
Agios Pharmaceuticals, Inc.	06/21/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.				
Agios Pharmaceuticals, Inc.	06/21/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.				
Air Lease Corporation	05/04/2022	Management	1	Yes	Elect Director Matthew J. Hart	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Lease Corporation	05/04/2022	Management	2	Yes	Elect Director Yvette Hollingsworth Clark	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Lease Corporation	05/04/2022	Management	3	Yes	Elect Director Cheryl Gordon Krongard	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Lease Corporation	05/04/2022	Management	4	Yes	Elect Director Marshall O. Larsen	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Lease Corporation	05/04/2022	Management	5	Yes	Elect Director Susan McCaw	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Lease Corporation	05/04/2022	Management	6	Yes	Elect Director Robert A. Milton	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Lease Corporation	05/04/2022	Management	7	Yes	Elect Director John L. Plueger	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Lease Corporation	05/04/2022	Management	8	Yes	Elect Director Ian M. Saines	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Lease Corporation	05/04/2022	Management	9	Yes	Elect Director Steven F. Udvar-Hazy	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Lease Corporation	05/04/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.				
Air Lease Corporation	05/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Though annual incentives are primarily based on pre-set, objective metrics, a concern is noted regarding target setting, as the revenue goal was set below the prior year's actual performance with a corresponding reduction in a target bonus opportunity for executives. Furthermore, the strategic goal targets are not clearly disclosed. These issues are compounded as the executive chairman's base salary and target bonus opportunity each exceed the CEO's. These concerns are mitigated for the year in review, however. Although the mix of performance-contingent equity was reduced 10 percentage points in 2021, LTI awards remained majority performance-based and require a long-term improvement in book value and relative TSR outperformance for target payout. Moreover, performance-contingent equity will revert to a 75 percent mix for the 2022 LTI award, and a closing cycle performance equity award vested below target, which was in line with company performance. Continued monitoring of STI goal setting and the executive chairman's pay are warranted.				
Air Transport Services Group, Inc.	05/25/2022	Management	1	Yes	Elect Director Phyllis J. Campbell	For	For	For	For	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Transport Services Group, Inc.	05/25/2022	Management	2	Yes	Elect Director Richard F. Corrado	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Transport Services Group, Inc.	05/25/2022	Management	3	Yes	Elect Director Joseph C. Hete	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Transport Services Group, Inc.	05/25/2022	Management	4	Yes	Elect Director Raymond E. Johns, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Transport Services Group, Inc.	05/25/2022	Management	5	Yes	Elect Director Laura J. Peterson	For	For	For	For	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Transport Services Group, Inc.	05/25/2022	Management	6	Yes	Elect Director Randy D. Rademacher	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Transport Services Group, Inc.	05/25/2022	Management	7	Yes	Elect Director J. Christopher Teets	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				
Air Transport Services Group, Inc.	05/25/2022	Management	8	Yes	Elect Director Jeffrey J. Vorholt	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.				

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Air Transport Services Group, Inc.	05/25/2022	Management	9	Yes	Elect Director Paul S. Williams	For	For	For	For	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/25/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Air Transport Services Group, Inc.	05/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the compensation committee made certain adjustments to the financial results with respect to the three-year performance award ending in FY2021, such concern is mitigated at this time given that the final payout was earned at a threshold level. In addition, CEO pay is reasonably aligned with performance.
Air Transport Services Group, Inc.	05/25/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Air Transport Services Group, Inc.	05/25/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the lower ownership threshold to call special meetings would improve shareholder rights, while the risk of abuse would remain small.
Airgain, Inc.	06/22/2022	Management	1	Yes	Elect Director Kiva A. Allgood	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jacob Suen and Thomas (Tom) Munro are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Munro are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kiva Allgood, Thomas (Tom), Munro and Jacob Suen are warranted for failure to address the majority withhold vote for director Joan Gillman at the 2021 annual meeting. WITHHOLD votes for incumbent governance committee member Thomas (Tom) Munro are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent directors Thomas (Tom) Munro and Jacob Suen are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impact shareholder rights.
Airgain, Inc.	06/22/2022	Management	2	Yes	Elect Director Thomas A. Munro	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jacob Suen and Thomas (Tom) Munro are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Munro are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kiva Allgood, Thomas (Tom), Munro and Jacob Suen are warranted for failure to address the majority withhold vote for director Joan Gillman at the 2021 annual meeting. WITHHOLD votes for incumbent governance committee member Thomas (Tom) Munro are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent directors Thomas (Tom) Munro and Jacob Suen are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impact shareholder rights.
Airgain, Inc.	06/22/2022	Management	3	Yes	Elect Director Jacob Suen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jacob Suen and Thomas (Tom) Munro are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Munro are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kiva Allgood, Thomas (Tom), Munro and Jacob Suen are warranted for failure to address the majority withhold vote for director Joan Gillman at the 2021 annual meeting. WITHHOLD votes for incumbent governance committee member Thomas (Tom) Munro are warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for incumbent directors Thomas (Tom) Munro and Jacob Suen are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impact shareholder rights.
Airgain, Inc.	06/22/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Airgain, Inc.	06/22/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. CEO pay was elevated due to outsized equity awards which are entirely time-vesting.
Airgain, Inc.	06/22/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Akerna Corp.	05/25/2022	Management	1	Yes	Elect Director Matthew R. Kane	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Matthew Kane and Tahira Rehmatullah given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws and the classified board, each of which adversely impacts shareholder rights.
Akerna Corp.	05/25/2022	Management	2	Yes	Elect Director Tahira Rehmatullah	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Matthew Kane and Tahira Rehmatullah given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the bylaws and the classified board, each of which adversely impacts shareholder rights.
Akerna Corp.	05/25/2022	Management	3	Yes	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Akerna Corp.	05/25/2022	Management	4	Yes	Approve Issuance of Shares for a Private Placement	For	For	For	For	A vote FOR this proposal is warranted given the company's financial condition and potential consequence of non-approval.
Akerna Corp.	05/25/2022	Management	5	Yes	Approve Issuance of Shares for a Private Placement	For	For	For	For	A vote FOR this proposal is warranted given the company's financial condition and potential consequence of non-approval.
Akerna Corp.	05/25/2022	Management	6	Yes	Increase Authorized Common Stock	For	For	Against	Against	A vote AGAINST this proposal is warranted as the proposed increase is considered excessive.
Akerna Corp.	05/25/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Akerna Corp.	05/25/2022	Management	8	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that support is warranted for items 3 through 6.
Akero Therapeutics, Inc.	06/02/2022	Management	1	Yes	Elect Director Judy Chou	For	For	For	For	WITHHOLD votes are warranted for director nominee Tomas (Tom) Heyman given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Judy Chou is warranted.
Akero Therapeutics, Inc.	06/02/2022	Management	2	Yes	Elect Director Tomas Heyman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominee Tomas (Tom) Heyman given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Judy Chou is warranted.
Akero Therapeutics, Inc.	06/02/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Akero Therapeutics, Inc.	06/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although equity awards were delivered entirely in the form of stock options which are considered to be more strongly-performance-based at clinical-stage biotechnology companies than in other industries as they are less susceptible to outside market influences, concerns are raised with respect to the magnitude of CEO pay. Specifically, CEO pay remains elevated due to sizable equity awards which the company grants every year. In addition, while half of the stock options will vest only upon the achievement of certain milestones, concerns are raised by the lack of clarity regarding the
Akero Therapeutics, Inc.	06/02/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alamo Group Inc.	05/05/2022	Management	1	Yes	Elect Director Roderick R. Baty	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Alamo Group Inc.	05/05/2022	Management	2	Yes	Elect Director Robert P. Bauer	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Alamo Group Inc.	05/05/2022	Management	3	Yes	Elect Director Eric P. Elchart	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Alamo Group Inc.	05/05/2022	Management	4	Yes	Elect Director Nina C. Grooms	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Alamo Group Inc.	05/05/2022	Management	5	Yes	Elect Director Tracy C. Jokinen	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Alamo Group Inc.	05/05/2022	Management	6	Yes	Elect Director Jeffery A. Leonard	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Alamo Group Inc.	05/05/2022	Management	7	Yes	Elect Director Richard W. Parod	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Alamo Group Inc.	05/05/2022	Management	8	Yes	Elect Director Ronald A. Robinson	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Alamo Group Inc.	05/05/2022	Management	9	Yes	Elect Director Lorie L. Tekorius	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Alamo Group Inc.	05/05/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alamo Group Inc.	05/05/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Alarm.com Holdings, Inc.	06/02/2022	Management	1	Yes	Elect Director Donald Clarke	For	For	Against	Against	Votes AGAINST incumbent director nominee Donald (Don) Clarke are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR Timothy J. Whatl is warranted.



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Alarm.com Holdings, Inc.	06/02/2022	Management	2	Yes	Elect Director Timothy J. Whall	For	For	For	For	Votes AGAINST incumbent director nominee Donald (Don) Clarke are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR Timothy J. Whall is warranted.
Alarm.com Holdings, Inc.	06/02/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alarm.com Holdings, Inc.	06/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alarm.com Holdings, Inc.	06/02/2022	Shareholder	5	Yes	Adopt Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted, as adoption of proxy access will enhance shareholder rights.
Alaska Air Group, Inc.	05/05/2022	Management	1	Yes	Elect Director Patricia M. Bedient	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	2	Yes	Elect Director James A. Beer	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	3	Yes	Elect Director Raymond L. Conner	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	4	Yes	Elect Director Daniel K. Elwell	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	5	Yes	Elect Director Dhiren R. Fonseca	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	6	Yes	Elect Director Kathleen T. Hogan	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	7	Yes	Elect Director Jessie, J. Knight, Jr.	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	8	Yes	Elect Director Susan J. Li	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	9	Yes	Elect Director Adrienne R. Lofton	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	10	Yes	Elect Director Benito Minicucci	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	11	Yes	Elect Director Helvi K. Sandvik	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	12	Yes	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	13	Yes	Elect Director Eric K. Yeaman	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft and life insurance.
Alaska Air Group, Inc.	05/05/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alaska Air Group, Inc.	05/05/2022	Management	16	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted, as the plan's purchase price is at least 85 percent of fair market value and the offering period is not longer than 27 months. Also, the number of shares being allocated to the plan is not more than 10 percent of outstanding shares.
Alaska Air Group, Inc.	05/05/2022	Shareholder	17	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms, the proposal applies only to future severance arrangements, leaving current agreements unaffected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Albany International Corp.	05/20/2022	Management	1	Yes	Elect Director Erland E. Kailbourne	For	For	Withhold	Withhold	WITHHOLD votes for Erland Kailbourne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/20/2022	Management	2	Yes	Elect Director John R. Scannell	For	For	Withhold	Withhold	WITHHOLD votes for Erland Kailbourne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/20/2022	Management	3	Yes	Elect Director Katharine L. Plourde	For	For	For	For	WITHHOLD votes for Erland Kailbourne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/20/2022	Management	4	Yes	Elect Director A. William Higgins	For	For	For	For	WITHHOLD votes for Erland Kailbourne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/20/2022	Management	5	Yes	Elect Director Kenneth W. Krueger	For	For	For	For	WITHHOLD votes for Erland Kailbourne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/20/2022	Management	6	Yes	Elect Director Mark J. Murphy	For	For	For	For	WITHHOLD votes for Erland Kailbourne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/20/2022	Management	7	Yes	Elect Director J. Michael McQuade	For	For	For	For	WITHHOLD votes for Erland Kailbourne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/20/2022	Management	8	Yes	Elect Director Christina M. Alvord	For	For	For	For	WITHHOLD votes for Erland Kailbourne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/20/2022	Management	9	Yes	Elect Director Russell E. Toney	For	For	For	For	WITHHOLD votes for Erland Kailbourne are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/20/2022	Management	10	Yes	Approve Non-Employee Director Stock Awards in Lieu of Cash	For	For	For	For	A vote FOR this proposal is warranted. By paying directors a greater portion of their compensation in stock rather than cash, their interests may be more closely aligned with those of shareholders.
Albany International Corp.	05/20/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Albany International Corp.	05/20/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Albireo Pharma, Inc.	06/16/2022	Management	1	Yes	Elect Director David Chiswell	For	For	Withhold	Withhold	WITHHOLD votes for David Chiswell are warranted for serving as a non-independent member of a key board committee. A vote FOR Davey S. Scoon is warranted.
Albireo Pharma, Inc.	06/16/2022	Management	2	Yes	Elect Director Davey S. Scoon	For	For	For	For	WITHHOLD votes for David Chiswell are warranted for serving as a non-independent member of a key board committee. A vote FOR Davey S. Scoon is warranted.
Albireo Pharma, Inc.	06/16/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Alcoa Corporation	05/05/2022	Management	1	Yes	Elect Director Steven W. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	2	Yes	Elect Director Mary Anne Citrino	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	3	Yes	Elect Director Pasquale (Pat) Fiore	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	4	Yes	Elect Director Thomas J. Gorman	For	For	For	For	A vote FOR all director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	
			Sequence Number	Proposal		Recommendation	Recommendation	Recommendation	Instruction	
Alcoa Corporation	05/05/2022	Management	5	Yes	Elect Director Roy C. Harvey	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	6	Yes	Elect Director James A. Hughes	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	7	Yes	Elect Director James E. Nevels	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	8	Yes	Elect Director Carol L. Roberts	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	9	Yes	Elect Director Jackson (Jackie) P. Roberts	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	10	Yes	Elect Director Ernesto Zedillo	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Alcoa Corporation	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alcoa Corporation	05/05/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 25 percent to 10 percent would enhance shareholders' rights.
Alector, Inc.	06/16/2022	Management	1	Yes	Elect Director Arnon Rosenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Arnon Rosenthal, Paula Hammond, and David Wehner given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Alector, Inc.	06/16/2022	Management	2	Yes	Elect Director David Wehner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Arnon Rosenthal, Paula Hammond, and David Wehner given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Alector, Inc.	06/16/2022	Management	3	Yes	Elect Director Paula Hammond	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Arnon Rosenthal, Paula Hammond, and David Wehner given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Alector, Inc.	06/16/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal is warranted given the fact that non-audit fees are less than 25 percent of total fees paid.
Alector, Inc.	06/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AlerisLife Inc.	06/07/2022	Management	1	Yes	Elect Director Jennifer B. Clark	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jennifer Clark and Bruce Gans are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Gans are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Bruce Gans and Michael Wagner are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. WITHHOLD votes for incumbent Compensation Committee members Bruce Gans and Michael Wagner are also warranted for the existence of problematic pay practices, including single-trigger accelerated vesting provisions in CIC agreements, lack of pre-set metrics and goals for the CEO's bonus and equity awards, and lack of risk-mitigating provisions.
AlerisLife Inc.	06/07/2022	Management	2	Yes	Elect Director Bruce M. Gans	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jennifer Clark and Bruce Gans are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Gans are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Bruce Gans and Michael Wagner are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. WITHHOLD votes for incumbent Compensation Committee members Bruce Gans and Michael Wagner are also warranted for the existence of problematic pay practices, including single-trigger accelerated vesting provisions in CIC agreements, lack of pre-set metrics and goals for the CEO's bonus and equity awards, and lack of risk-mitigating provisions.
AlerisLife Inc.	06/07/2022	Management	3	Yes	Elect Director Michael E. Wagner	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jennifer Clark and Bruce Gans are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Gans are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Bruce Gans and Michael Wagner are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. WITHHOLD votes for incumbent Compensation Committee members Bruce Gans and Michael Wagner are also warranted for the existence of problematic pay practices, including single-trigger accelerated vesting provisions in CIC agreements, lack of pre-set metrics and goals for the CEO's bonus and equity awards, and lack of risk-mitigating provisions.
AlerisLife Inc.	06/07/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.05 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * Equity awards contain a provision for single-trigger vesting upon a change in control event. * The plan administrator may provide loans to exercise awards.
AlerisLife Inc.	06/07/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Alerus Financial Corporation	05/10/2022	Management	1	Yes	Elect Director Daniel E. Coughlin	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee members Kevin Lemke and Michael Mathews are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/10/2022	Management	2	Yes	Elect Director Kevin D. Lemke	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee members Kevin Lemke and Michael Mathews are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/10/2022	Management	3	Yes	Elect Director Michael S. Mathews	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee members Kevin Lemke and Michael Mathews are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/10/2022	Management	4	Yes	Elect Director Randy L. Newman	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee members Kevin Lemke and Michael Mathews are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/10/2022	Management	5	Yes	Elect Director Galen G. Vetter	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee members Kevin Lemke and Michael Mathews are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/10/2022	Management	6	Yes	Elect Director Katie A. Lorenson	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee members Kevin Lemke and Michael Mathews are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/10/2022	Management	7	Yes	Elect Director Janet O. Estep	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee members Kevin Lemke and Michael Mathews are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/10/2022	Management	8	Yes	Elect Director Jill E. Schurtz	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee members Kevin Lemke and Michael Mathews are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/10/2022	Management	9	Yes	Elect Director Mary E. Zimmer	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee members Kevin Lemke and Michael Mathews are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/10/2022	Management	10	Yes	Ratify CliftonLarsonAllen LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Alico, Inc.	02/24/2022	Management	1	Yes	Elect Director John E. Kiernan	For	For	For	For	WITHHOLD votes for Henry Slack are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/24/2022	Management	2	Yes	Elect Director George R. Brokaw	For	For	For	For	WITHHOLD votes for Henry Slack are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/24/2022	Management	3	Yes	Elect Director R. Greg Eisner	For	For	For	For	WITHHOLD votes for Henry Slack are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/24/2022	Management	4	Yes	Elect Director Katherine R. English	For	For	For	For	WITHHOLD votes for Henry Slack are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alico, Inc.	02/24/2022	Management	5	Yes	Elect Director Benjamin D. Fishman	For	For	For	For	WITHHOLD votes for Henry Slack are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/24/2022	Management	6	Yes	Elect Director W. Andrew Krusen, Jr.	For	For	For	For	WITHHOLD votes for Henry Slack are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/24/2022	Management	7	Yes	Elect Director Toby K. Purse	For	For	For	For	WITHHOLD votes for Henry Slack are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/24/2022	Management	8	Yes	Elect Director Adam H. Putnam	For	For	For	For	WITHHOLD votes for Henry Slack are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/24/2022	Management	9	Yes	Elect Director Henry R. Slack	For	Withhold	Withhold	Withhold	WITHHOLD votes for Henry Slack are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Alico, Inc.	02/24/2022	Management	10	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alkermes Plc	05/13/2022	Management	1	Yes	Adopt Plurality Voting for Contested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted, as a plurality vote standard for contested director elections is considered best practice, because it will help to ensure that in contested election, shareholders' preferred candidates are elected to the board.
Allegiance Bancshares, Inc.	04/28/2022	Management	1	Yes	Elect Director John Beckworth	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Beckworth are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees John Beckworth, Matthew Hartzell, Frances Jeter, Raimundo Riojas A., and Roland Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for governance committee members John Beckworth and Frances Jeter for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.
Allegiance Bancshares, Inc.	04/28/2022	Management	2	Yes	Elect Director Matthew H. Hartzell	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Beckworth are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees John Beckworth, Matthew Hartzell, Frances Jeter, Raimundo Riojas A., and Roland Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for governance committee members John Beckworth and Frances Jeter for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.
Allegiance Bancshares, Inc.	04/28/2022	Management	3	Yes	Elect Director Frances H. Jeter	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Beckworth are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees John Beckworth, Matthew Hartzell, Frances Jeter, Raimundo Riojas A., and Roland Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for governance committee members John Beckworth and Frances Jeter for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.
Allegiance Bancshares, Inc.	04/28/2022	Management	4	Yes	Elect Director Raimundo Riojas A.	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Beckworth are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees John Beckworth, Matthew Hartzell, Frances Jeter, Raimundo Riojas A., and Roland Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for governance committee members John Beckworth and Frances Jeter for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.
Allegiance Bancshares, Inc.	04/28/2022	Management	5	Yes	Elect Director Roland L. Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Beckworth are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees John Beckworth, Matthew Hartzell, Frances Jeter, Raimundo Riojas A., and Roland Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for governance committee members John Beckworth and Frances Jeter for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.
Allegiance Bancshares, Inc.	04/28/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Allegiance Bancshares, Inc.	04/28/2022	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allegiance Bancshares, Inc.	05/24/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	ABTX shareholders are receiving a premium for the assets that they are contributing to the combined company based on historical multiples, though the exchange ratio values ABTX shares at a discount to their one-year closing high at the unaffected date. More importantly, the parties expect that ABTX shareholders will realize double-digit EPS accretion and cost savings as a result of the transaction, the market reaction since announcement has been positive, and the strategic rationale appears sound. As such, support FOR the proposed transaction is warranted.
Allegiance Bancshares, Inc.	05/24/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although unvested equity grants will automatically accelerate at the time of merger, NEOs' cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
Allegiance Bancshares, Inc.	05/24/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Allegiant Travel Company	06/22/2022	Management	1	Yes	Elect Director Maurice J. Gallagher, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Montie Brewer, Gary Ellmer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Gary Ellmer, Linda Marvin and Charles Pollard are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/22/2022	Management	2	Yes	Elect Director Montie Brewer	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Montie Brewer, Gary Ellmer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Gary Ellmer, Linda Marvin and Charles Pollard are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/22/2022	Management	3	Yes	Elect Director Gary Ellmer	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Montie Brewer, Gary Ellmer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Gary Ellmer, Linda Marvin and Charles Pollard are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/22/2022	Management	4	Yes	Elect Director Ponder Harrison	For	For	For	For	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Montie Brewer, Gary Ellmer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Ellmer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Gary Ellmer, Linda Marvin and Charles Pollard are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.

					Management	ISS	Voting Policy	B.1.a		
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale	
Allegiant Travel Company	06/22/2022	Management	5	Yes	Elect Director Linda A. Marvin	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Montie Brewer, Gary Elmer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Elmer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Gary Elmer, Linda Marvin and Charles Pollard are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/22/2022	Management	6	Yes	Elect Director Sandra Douglass Morgan	For	For	For	For	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Montie Brewer, Gary Elmer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Elmer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Gary Elmer, Linda Marvin and Charles Pollard are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/22/2022	Management	7	Yes	Elect Director Charles W. Pollard	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Montie Brewer, Gary Elmer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Elmer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Gary Elmer, Linda Marvin and Charles Pollard are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/22/2022	Management	8	Yes	Elect Director John Redmond	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Montie Brewer, Gary Elmer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Montie Brewer, Gary Elmer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Gary Elmer, Linda Marvin and Charles Pollard are further warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/22/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern was noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Allegiant Travel Company	06/22/2022	Management	10	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The plan allows for company loans to officers for the exercise of stock options.
Allegiant Travel Company	06/22/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Allegiant Travel Company	06/22/2022	Shareholder	12	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms, the proposal applies only to future severance arrangements, leaving current agreements unaffected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
ALLETE, Inc.	05/10/2022	Management	1	Yes	Elect Director George G. Goldfarb	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/10/2022	Management	2	Yes	Elect Director James J. Hoolihan	For	For	Against	Against	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/10/2022	Management	3	Yes	Elect Director Madeleine W. Ludlow	For	For	Against	Against	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/10/2022	Management	4	Yes	Elect Director Susan K. Nestegard	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/10/2022	Management	5	Yes	Elect Director Douglas C. Neve	For	For	Against	Against	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/10/2022	Management	6	Yes	Elect Director Barbara A. Nick	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/10/2022	Management	7	Yes	Elect Director Bethany M. Owen	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/10/2022	Management	8	Yes	Elect Director Robert P. Powers	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/10/2022	Management	9	Yes	Elect Director Charlene A. Thomas	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/10/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ALLETE, Inc.	05/10/2022	Management	11	Yes	Amend Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given the absence of any concerns.
ALLETE, Inc.	05/10/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allied Motion Technologies Inc.	05/04/2022	Management	1	Yes	Elect Director Robert B. Engel	For	For	For	For	A vote FOR the director nominees is warranted.
Allied Motion Technologies Inc.	05/04/2022	Management	2	Yes	Elect Director Richard D. Federico	For	For	For	For	A vote FOR the director nominees is warranted.
Allied Motion Technologies Inc.	05/04/2022	Management	3	Yes	Elect Director Steven C. Finch	For	For	For	For	A vote FOR the director nominees is warranted.
Allied Motion Technologies Inc.	05/04/2022	Management	4	Yes	Elect Director James J. Tanous	For	For	For	For	A vote FOR the director nominees is warranted.
Allied Motion Technologies Inc.	05/04/2022	Management	5	Yes	Elect Director Nicole R. Tzetzo	For	For	For	For	A vote FOR the director nominees is warranted.
Allied Motion Technologies Inc.	05/04/2022	Management	6	Yes	Elect Director Richard S. Warzala	For	For	For	For	A vote FOR the director nominees is warranted.
Allied Motion Technologies Inc.	05/04/2022	Management	7	Yes	Elect Director Michael R. Winter	For	For	For	For	A vote FOR the director nominees is warranted.
Allied Motion Technologies Inc.	05/04/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The company modified "in-flight" LTI grants but this did not result in a pay-for-performance misalignment. Shareholders should continue to monitor the company's executive compensation program.
Allied Motion Technologies Inc.	05/04/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Allison Transmission Holdings, Inc.	05/04/2022	Management	1	Yes	Elect Director Judy L. Altmaier	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/04/2022	Management	2	Yes	Elect Director Stan A. Askren	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/04/2022	Management	3	Yes	Elect Director D. Scott Barbour	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/04/2022	Management	4	Yes	Elect Director David C. Everitt	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/04/2022	Management	5	Yes	Elect Director Alvaro Garcia-Tunon	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/04/2022	Management	6	Yes	Elect Director David S. Graziosi	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/04/2022	Management	7	Yes	Elect Director Carolann I. Haznedar	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/04/2022	Management	8	Yes	Elect Director Richard P. Lavin	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/04/2022	Management	9	Yes	Elect Director Thomas W. Rabaut	For	For	Against	Against	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/04/2022	Management	10	Yes	Elect Director Richard V. Reynolds	For	For	Against	Against	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings, Inc.	05/04/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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Meeting		Proposal	Votable	Management		ISS	Voting		
Company Name	Date	Proponent	Sequence Number	Proposal	Text	Recommendation	Recommendation	Recommendation	Vote
						ation	ation	ation	Instruction
Allison Transmission Holdings, Inc.	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Allscripts Healthcare Solutions, Inc.	06/21/2022	Management	1	Yes	Elect Director Elizabeth A. Altman	For	For	For	For
Allscripts Healthcare Solutions, Inc.	06/21/2022	Management	2	Yes	Elect Director P. Gregory Garrison	For	For	For	For
Allscripts Healthcare Solutions, Inc.	06/21/2022	Management	3	Yes	Elect Director Jonathan J. Judge	For	Against	Against	Against
Allscripts Healthcare Solutions, Inc.	06/21/2022	Management	4	Yes	Elect Director Richard J. Poulton	For	For	For	For
Allscripts Healthcare Solutions, Inc.	06/21/2022	Management	5	Yes	Elect Director Dave B. Stevens	For	For	For	For
Allscripts Healthcare Solutions, Inc.	06/21/2022	Management	6	Yes	Elect Director Carol J. Zierhoffer	For	For	For	For
Allscripts Healthcare Solutions, Inc.	06/21/2022	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against
Allscripts Healthcare Solutions, Inc.	06/21/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Alpha Metallurgical Resources, Inc.	05/03/2022	Management	1	Yes	Elect Director Kenneth S. Courtis	For	Withhold	Withhold	Withhold
Alpha Metallurgical Resources, Inc.	05/03/2022	Management	2	Yes	Elect Director Albert E. Ferrara, Jr.	For	For	For	For
Alpha Metallurgical Resources, Inc.	05/03/2022	Management	3	Yes	Elect Director Elizabeth A. Fessenden	For	For	For	For
Alpha Metallurgical Resources, Inc.	05/03/2022	Management	4	Yes	Elect Director Michael J. Quillen	For	Withhold	Withhold	Withhold
Alpha Metallurgical Resources, Inc.	05/03/2022	Management	5	Yes	Elect Director Daniel D. Smith	For	For	For	For
Alpha Metallurgical Resources, Inc.	05/03/2022	Management	6	Yes	Elect Director David J. Stetson	For	For	For	For
Alpha Metallurgical Resources, Inc.	05/03/2022	Management	7	Yes	Elect Director Scott D. Vogel	For	Withhold	Withhold	Withhold
Alpha Metallurgical Resources, Inc.	05/03/2022	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	For	For
Alpha Metallurgical Resources, Inc.	05/03/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Alta Equipment Group Inc.	06/09/2022	Management	1	Yes	Elect Director Ryan Greenawalt	For	Withhold	Withhold	Withhold
Alta Equipment Group Inc.	06/09/2022	Management	2	Yes	Elect Director Zachary E. Savas	For	Withhold	Withhold	Withhold
Alta Equipment Group Inc.	06/09/2022	Management	3	Yes	Elect Director Andrew Studdert	For	Withhold	Withhold	Withhold
Alta Equipment Group Inc.	06/09/2022	Management	4	Yes	Ratify UHY LLP as Auditors	For	For	For	For
Alta Equipment Group Inc.	06/09/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Alta Equipment Group Inc.	06/09/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year
Alta Equipment Group Inc.	06/09/2022	Management	7	Yes	Approve Qualified Employee Stock Purchase Plan	For	Against	Against	Against
Altair Engineering Inc.	05/11/2022	Management	1	Yes	Elect Director Trace Harris	For	Against	Against	Against
Altair Engineering Inc.	05/11/2022	Management	2	Yes	Elect Director Shekar Ayyar	For	For	For	For
Altair Engineering Inc.	05/11/2022	Management	3	Yes	Elect Director Sandra Carter	For	For	For	For
Altair Engineering Inc.	05/11/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
Altair Engineering Inc.	05/11/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For
Alteryx, Inc.	05/25/2022	Management	1	Yes	Elect Director Mark Anderson	For	Withhold	Withhold	Withhold
Alteryx, Inc.	05/25/2022	Management	2	Yes	Elect Director CeCe Morken	For	For	For	For

### B.1.a

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Amalgamated Financial Corp.	04/27/2022	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Amalgamated Financial Corp.	04/27/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance concerns are mitigated at this time. CEO pay was elevated due to a substantial equity award and a sign-on bonus granted in connection with her hiring. Further, annual incentives were based primarily on pre-set objective measures and the company's equity compensation program provides for equity awards that are 50 percent performance-based.
Ambac Financial Group, Inc.	05/24/2022	Management	1	Yes	Elect Director Ian D. Haft	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	05/24/2022	Management	2	Yes	Elect Director David L. Herzog	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	05/24/2022	Management	3	Yes	Elect Director Lisa G. Iglesias	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	05/24/2022	Management	4	Yes	Elect Director Joan Lamm-tennant	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	05/24/2022	Management	5	Yes	Elect Director Claude Leblanc	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	05/24/2022	Management	6	Yes	Elect Director C. James Prieur	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	05/24/2022	Management	7	Yes	Elect Director Jeffrey S. Stein	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	05/24/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a pay-for-performance misalignment. Although the annual bonus plan appears to be reasonably linked to quantifiable performance measures, concerns persist regarding the directional misalignment between realizable pay and three-year TSR and the size of the CEO's equity awards, which was more than double the median total pay of Public Fund Advisory Services-selected peer CEOs.
Ambac Financial Group, Inc.	05/24/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ambarella, Inc.	06/07/2022	Management	1	Yes	Elect Director Anne De Greef-Safft	For	For	For	For	A vote FOR the director nominees is warranted.
Ambarella, Inc.	06/07/2022	Management	2	Yes	Elect Director Chenming C. Hu	For	For	For	For	A vote FOR the director nominees is warranted.
Ambarella, Inc.	06/07/2022	Management	3	Yes	Elect Director Feng-Ming (Fermi) Wang	For	For	For	For	A vote FOR the director nominees is warranted.
Ambarella, Inc.	06/07/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ambarella, Inc.	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain excise tax gross-up provisions.
AMC Networks Inc.	06/16/2022	Management	1	Yes	Elect Director Joseph M. Cohen	For	For	For	For	WITHHOLD votes for non-independent nominee Leonard Tow are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow are also warranted for serving as a non-independent member of a key board committee. In the absence of a formal nominating committee, WITHHOLD votes for incumbent directors Leonard Tow, David Van Zandt, and Carl Vogel are warranted for lack of racial or ethnic diversity on the board. A vote FOR new director Joseph Cohen is warranted.
AMC Networks Inc.	06/16/2022	Management	2	Yes	Elect Director Leonard Tow	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Leonard Tow are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow are also warranted for serving as a non-independent member of a key board committee. In the absence of a formal nominating committee, WITHHOLD votes for incumbent directors Leonard Tow, David Van Zandt, and Carl Vogel are warranted for lack of racial or ethnic diversity on the board. A vote FOR new director Joseph Cohen is warranted.
AMC Networks Inc.	06/16/2022	Management	3	Yes	Elect Director David E. Van Zandt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Leonard Tow are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow are also warranted for serving as a non-independent member of a key board committee. In the absence of a formal nominating committee, WITHHOLD votes for incumbent directors Leonard Tow, David Van Zandt, and Carl Vogel are warranted for lack of racial or ethnic diversity on the board. A vote FOR new director Joseph Cohen is warranted.
AMC Networks Inc.	06/16/2022	Management	4	Yes	Elect Director Carl E. Vogel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Leonard Tow are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow are also warranted for serving as a non-independent member of a key board committee. In the absence of a formal nominating committee, WITHHOLD votes for incumbent directors Leonard Tow, David Van Zandt, and Carl Vogel are warranted for lack of racial or ethnic diversity on the board. A vote FOR new director Joseph Cohen is warranted.
AMC Networks Inc.	06/16/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AMC Networks Inc.	06/16/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AMC Networks Inc.	06/16/2022	Shareholder	7	Yes	Require a Majority Vote for the Election of Directors	Against	For	For	For	A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
AMC Networks Inc.	06/16/2022	Shareholder	8	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted as providing that all shares have an equal, one vote per share would promote accountability to shareholders and is a standard practice of good corporate governance.
Ameresco, Inc.	05/19/2022	Management	1	Yes	Elect Director Douglas I. Foy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Douglas Foy are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee members Douglas Foy and Nickolas Stavropoulos are warranted due to an unmitigated pay-for-performance misalignment for the year in review. WITHHOLD votes for nominating committee chair Douglas Foy are further warranted for lack of ethnic or racial minority diversity on the board. A vote FOR Jennifer L. Miller is warranted.
Ameresco, Inc.	05/19/2022	Management	2	Yes	Elect Director Jennifer L. Miller	For	For	For	For	WITHHOLD votes for non-independent nominee Douglas Foy are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee members Douglas Foy and Nickolas Stavropoulos are warranted due to an unmitigated pay-for-performance misalignment for the year in review. WITHHOLD votes for nominating committee chair Douglas Foy are further warranted for lack of ethnic or racial minority diversity on the board. A vote FOR Jennifer L. Miller is warranted.
Ameresco, Inc.	05/19/2022	Management	3	Yes	Elect Director Nickolas Stavropoulos	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Douglas Foy are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee members Douglas Foy and Nickolas Stavropoulos are warranted due to an unmitigated pay-for-performance misalignment for the year in review. WITHHOLD votes for nominating committee chair Douglas Foy are further warranted for lack of ethnic or racial minority diversity on the board. A vote FOR Jennifer L. Miller is warranted.
Ameresco, Inc.	05/19/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Equity Investment Life Holding Company	06/10/2022	Management	1	Yes	Elect Director Anant Bhalla	For	For	Withhold	Withhold	WITHHOLD votes for Gerard Neugent are also warranted for serving as a non-independent member of a key board committee. A vote FOR Alan D. Matula is warranted.
American Equity Investment Life Holding Company	06/10/2022	Management	2	Yes	Elect Director Alan D. Matula	For	For	For	For	WITHHOLD votes for Gerard Neugent are also warranted for serving as a non-independent member of a key board committee. A vote FOR Alan D. Matula is warranted.
American Equity Investment Life Holding Company	06/10/2022	Management	3	Yes	Elect Director Gerard D. Neugent	For	For	Withhold	Withhold	WITHHOLD votes for Gerard Neugent are also warranted for serving as a non-independent member of a key board committee. A vote FOR Alan D. Matula is warranted.
American Equity Investment Life Holding Company	06/10/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
American Equity Investment Life Holding Company	06/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
American National Bankshares Inc.	05/17/2022	Management	1	Yes	Elect Director Nancy Howell Agee	For	For	For	For	WITHHOLD votes for Compensation Committee member John Love are warranted as the company recently entered into an amended employment agreement with the CEO that provides for excessive severance payout basis. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/17/2022	Management	2	Yes	Elect Director Jeffrey V. Haley	For	For	For	For	WITHHOLD votes for Compensation Committee member John Love are warranted as the company recently entered into an amended employment agreement with the CEO that provides for excessive severance payout basis. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/17/2022	Management	3	Yes	Elect Director John H. Love	For	For	Withhold	Withhold	WITHHOLD votes for Compensation Committee member John Love are warranted as the company recently entered into an amended employment agreement with the CEO that provides for excessive severance payout basis. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/17/2022	Management	4	Yes	Elect Director Ronda M. Penn	For	For	For	For	WITHHOLD votes for Compensation Committee member John Love are warranted as the company recently entered into an amended employment agreement with the CEO that provides for excessive severance payout basis. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/17/2022	Management	5	Yes	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

		Proposal Sequence		Votable Proposal		Management Recommendation		ISS Recommendation		Voting Policy Recommendation		Vote Instruction		B.1.a	
Company Name	Meeting Date	Proponent	Number		Proposal Text									Voting Policy Rationale	
American National Bankshares Inc.	05/17/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company recently entered into an amended employment agreement with the CEO that provides for excessive severance payout basis.				
American Public Education, Inc.	05/20/2022	Management	1	Yes	Elect Director Eric C. Andersen	For	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
American Public Education, Inc.	05/20/2022	Management	2	Yes	Elect Director Granetta B. Blevins	For	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
American Public Education, Inc.	05/20/2022	Management	3	Yes	Elect Director Anna M. Fabrega	For	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
American Public Education, Inc.	05/20/2022	Management	4	Yes	Elect Director Jean C. Halle	For	For	Against	Against	Against	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
American Public Education, Inc.	05/20/2022	Management	5	Yes	Elect Director Barbara L. Kurshan	For	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
American Public Education, Inc.	05/20/2022	Management	6	Yes	Elect Director Daniel S. Planko	For	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
American Public Education, Inc.	05/20/2022	Management	7	Yes	Elect Director William G. Robinson, Jr.	For	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
American Public Education, Inc.	05/20/2022	Management	8	Yes	Elect Director Angela K. Selden	For	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
American Public Education, Inc.	05/20/2022	Management	9	Yes	Elect Director Vincent R. Stewart	For	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
American Public Education, Inc.	05/20/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The company's three-year average burn rate is excessive.				
American Public Education, Inc.	05/20/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.				
American Public Education, Inc.	05/20/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.				
American States Water Company	05/24/2022	Management	1	Yes	Elect Director Diana M. Bonta	For	For	Withhold	Withhold	Withhold	WITHHOLD votes for Diana Bonta are warranted for serving as a non-independent member of a key board committee. A vote FOR Mary Ann Hopkins is warranted.				
American States Water Company	05/24/2022	Management	2	Yes	Elect Director Mary Ann Hopkins	For	For	For	For	For	WITHHOLD votes for Diana Bonta are warranted for serving as a non-independent member of a key board committee. A vote FOR Mary Ann Hopkins is warranted.				
American States Water Company	05/24/2022	Management	3	Yes	Elect Director Robert J. Sprowls	For	For	For	For	For	WITHHOLD votes for Diana Bonta are warranted for serving as a non-independent member of a key board committee. A vote FOR Mary Ann Hopkins is warranted.				
American States Water Company	05/24/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.				
American States Water Company	05/24/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.				
American Vanguard Corporation	06/01/2022	Management	2	Yes	Elect Director Marisol Angelini	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	3	Yes	Elect Director Scott D. Baskin	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	4	Yes	Elect Director Debra F. Edwards	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	5	Yes	Elect Director Morton D. Erlich	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	6	Yes	Elect Director Emer Gunter	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	7	Yes	Elect Director Alfred F. Ingulli	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	8	Yes	Elect Director John L. Killmer	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	9	Yes	Elect Director Eric G. Winternute	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	10	Yes	Elect Director M. Esmail Zirakparvar	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not	Do Not	DO NOT VOTE on this card.				
American Vanguard Corporation	06/01/2022	Shareholder	15	Yes	Elect Director Keith M. Rosenbloom	For	For	For	For	For	The dissident has made a compelling case for change. As such, a vote FOR all director nominees on the dissident card is warranted.				
American Vanguard Corporation	06/01/2022	Shareholder	16	Yes	Elect Director Patrick E. Gottschalk	For	For	For	For	For	The dissident has made a compelling case for change. As such, a vote FOR all director nominees on the dissident card is warranted.				
American Vanguard Corporation	06/01/2022	Shareholder	17	Yes	Elect Director Mark R. Basset	For	For	For	For	For	The dissident has made a compelling case for change. As such, a vote FOR all director nominees on the dissident card is warranted.				
American Vanguard Corporation	06/01/2022	Shareholder	18	Yes	Management Nominee Marisol Angelini	For	For	For	For	For	The dissident has made a compelling case for change. As such, a vote FOR all director nominees on the dissident card is warranted.				
American Vanguard Corporation	06/01/2022	Shareholder	19	Yes	Management Nominee Scott D. Baskin	For	For	For	For	For	The dissident has made a compelling case for change. As such, a vote FOR all director nominees on the dissident card is warranted.				
American Vanguard Corporation	06/01/2022	Shareholder	20	Yes	Management Nominee Debra F. Edwards	For	For	For	For	For	The dissident has made a compelling case for change. As such, a vote FOR all director nominees on the dissident card is warranted.				
American Vanguard Corporation	06/01/2022	Shareholder	21	Yes	Management Nominee Morton D. Erlich	For	For	For	For	For	The dissident has made a compelling case for change. As such, a vote FOR all director nominees on the dissident card is warranted.				
American Vanguard Corporation	06/01/2022	Shareholder	22	Yes	Management Nominee Emer Gunter	For	For	For	For	For	The dissident has made a compelling case for change. As such, a vote FOR all director nominees on the dissident card is warranted.				
American Vanguard Corporation	06/01/2022	Shareholder	23	Yes	Management Nominee Eric G. Winternute	For	For	For	For	For	The dissident has made a compelling case for change. As such, a vote FOR all director nominees on the dissident card is warranted.				
American Vanguard Corporation	06/01/2022	Management	24	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted because: " the non-auditing consulting fees represent more than 25 percent of total fees paid; and " the auditor's tenure at the company exceeds seven years.				
American Vanguard Corporation	06/01/2022	Management	25	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.				
American Vanguard Corporation	06/01/2022	Management	26	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	For	For	For	A vote FOR this proposal is warranted. Certain concerns are raised regarding the potential impact of committee discretion for individual bonus allocations and goal disclosure for incentive pay. However, the CEO's increased annual bonus is aligned with improved pretax income, and equity awards are half performance-based using a multi-year measurement period. Further, CEO pay and company performance are reasonably aligned for the year in review.				
Ameris Bancorp	06/09/2022	Management	1	Yes	Elect Director William I. Bowen, Jr.	For	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.				
Ameris Bancorp	06/09/2022	Management	2	Yes	Elect Director Rodney D. Bullard	For	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.				
Ameris Bancorp	06/09/2022	Management	3	Yes	Elect Director Wm. Millard Choate	For	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.				
Ameris Bancorp	06/09/2022	Management	4	Yes	Elect Director R. Dale Ezzell	For	For	Against	Against	Against	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.				
Ameris Bancorp	06/09/2022	Management	5	Yes	Elect Director Leo J. Hill	For	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.				
Ameris Bancorp	06/09/2022	Management	6	Yes	Elect Director Daniel B. Jeter	For	For	Against	Against	Against	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.				



					Management		ISS		Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Instruction	Vote	Voting Policy Rationale
Ameris Bancorp	06/09/2022	Management	7	Yes	Elect Director Robert P. Lynch	For	For	Against	Against		Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/09/2022	Management	8	Yes	Elect Director Elizabeth A. McCague	For	For	Against	Against		Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/09/2022	Management	9	Yes	Elect Director James B. Miller, Jr.	For	For	For	For		Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/09/2022	Management	10	Yes	Elect Director Gloria A. O'Neal	For	For	Against	Against		Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/09/2022	Management	11	Yes	Elect Director H. Palmer Proctor, Jr.	For	For	For	For		Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/09/2022	Management	12	Yes	Elect Director William H. Stern	For	For	For	For		Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/09/2022	Management	13	Yes	Elect Director Jimmy D. Veal	For	For	Against	Against		Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch and Jimmy Veal are warranted for serving as non-independent members of a key board committee. Votes AGAINST Enterprise Risk Committee members Daniel Jeter, Elizabeth (Beth) McCague and Gloria O'Neal, for lack of oversight regarding excessive stock pledging activity of two of the company's directors. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/09/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	For	For		A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ameris Bancorp	06/09/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AMERISAFE, Inc.	06/10/2022	Management	1	Yes	Elect Director Teri G. Fontenot	For	For	For	For		WITHHOLD votes for non-independent nominee Jared Morris are warranted for lack of a majority independent board. WITHHOLD votes for Jared Morris are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMERISAFE, Inc.	06/10/2022	Management	2	Yes	Elect Director Billy B. Greer	For	For	For	For		WITHHOLD votes for non-independent nominee Jared Morris are warranted for lack of a majority independent board. WITHHOLD votes for Jared Morris are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMERISAFE, Inc.	06/10/2022	Management	3	Yes	Elect Director Jared A. Morris	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominee Jared Morris are warranted for lack of a majority independent board. WITHHOLD votes for Jared Morris are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMERISAFE, Inc.	06/10/2022	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against		A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards
AMERISAFE, Inc.	06/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
AMERISAFE, Inc.	06/10/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AmeriServ Financial, Inc.	04/26/2022	Management	1	Yes	Elect Director Kim W. Kunkle	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Jeffrey Stopko and Kim Kunkle are warranted for lack of a majority independent board.
AmeriServ Financial, Inc.	04/26/2022	Management	2	Yes	Elect Director Jeffrey A. Stopko	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Jeffrey Stopko and Kim Kunkle are warranted for lack of a majority independent board.
AmeriServ Financial, Inc.	04/26/2022	Management	3	Yes	Ratify S.R. Snodgrass P.C. as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AmeriServ Financial, Inc.	04/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ames National Corporation	04/27/2022	Management	1	Yes	Elect Director Jeffery C. Baker	For	For	For	For		WITHHOLD votes for non-independent nominees John Nelson and David Benson are warranted for lack of a majority independent board. WITHHOLD votes for David Benson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/27/2022	Management	2	Yes	Elect Director David W. Benson	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees John Nelson and David Benson are warranted for lack of a majority independent board. WITHHOLD votes for David Benson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/27/2022	Management	3	Yes	Elect Director Michelle R. Cassabaum	For	For	For	For		WITHHOLD votes for non-independent nominees John Nelson and David Benson are warranted for lack of a majority independent board. WITHHOLD votes for David Benson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/27/2022	Management	4	Yes	Elect Director John P. Nelson	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees John Nelson and David Benson are warranted for lack of a majority independent board. WITHHOLD votes for David Benson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/27/2022	Management	5	Yes	Elect Director Kevin L. Swartz	For	For	For	For		WITHHOLD votes for non-independent nominees John Nelson and David Benson are warranted for lack of a majority independent board. WITHHOLD votes for David Benson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/27/2022	Management	6	Yes	Ratify CliftonLarsonAllen LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AMN Healthcare Services, Inc.	05/06/2022	Management	1	Yes	Elect Director Jorge A. Caballero	For	For	For	For		Votes AGAINST R. Jeffrey Harris and Martha Marsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	05/06/2022	Management	2	Yes	Elect Director Mark G. Foletta	For	For	For	For		Votes AGAINST R. Jeffrey Harris and Martha Marsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	05/06/2022	Management	3	Yes	Elect Director Teri G. Fontenot	For	For	For	For		Votes AGAINST R. Jeffrey Harris and Martha Marsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	05/06/2022	Management	4	Yes	Elect Director R. Jeffrey Harris	For	For	Against	Against		Votes AGAINST R. Jeffrey Harris and Martha Marsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	05/06/2022	Management	5	Yes	Elect Director Daphne E. Jones	For	For	For	For		Votes AGAINST R. Jeffrey Harris and Martha Marsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	05/06/2022	Management	6	Yes	Elect Director Martha H. Marsh	For	For	Against	Against		Votes AGAINST R. Jeffrey Harris and Martha Marsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	05/06/2022	Management	7	Yes	Elect Director Susan R. Salka	For	For	For	For		Votes AGAINST R. Jeffrey Harris and Martha Marsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	05/06/2022	Management	8	Yes	Elect Director Sylvia Trent-Adams	For	For	For	For		Votes AGAINST R. Jeffrey Harris and Martha Marsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	05/06/2022	Management	9	Yes	Elect Director Douglas D. Wheat	For	For	For	For		Votes AGAINST R. Jeffrey Harris and Martha Marsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AMN Healthcare Services, Inc.	05/06/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		Although some concerns are noted, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.
AMN Healthcare Services, Inc.	05/06/2022	Management	11	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For		A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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										Voting Policy Rationale	
AMN Healthcare Services, Inc.	05/06/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
AMN Healthcare Services, Inc.	05/06/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against		For	For	A vote FOR this proposal is warranted, as it seeks to further empower investors by reducing the ownership threshold needed for shareholders to call a special meeting from 15 percent to 10 percent.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	1	Yes	Elect Director Emily Peterson Alva	For	For	For	For	Votes AGAINST audit committee members John Buchi (J. Kevin), Jeffrey (Jeff) George, and John Kiely are warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, and the lack of a rationale regarding such pledged position, robust pledging policy, or plans to unwind the pledged shares. Votes AGAINST governance committee members Paul Meister, John Buchi (J. Kevin), John Kiely, and Ted Nark are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws which negatively impacts shareholder rights. A vote FOR remaining director nominees is warranted.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	2	Yes	Elect Director J. Kevin Buchi	For	Against	Against	Against	Votes AGAINST audit committee members John Buchi (J. Kevin), Jeffrey (Jeff) George, and John Kiely are warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, and the lack of a rationale regarding such pledged position, robust pledging policy, or plans to unwind the pledged shares. Votes AGAINST governance committee members Paul Meister, John Buchi (J. Kevin), John Kiely, and Ted Nark are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws which negatively impacts shareholder rights. A vote FOR remaining director nominees is warranted.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	3	Yes	Elect Director Jeff George	For	Against	Against	Against	Votes AGAINST audit committee members John Buchi (J. Kevin), Jeffrey (Jeff) George, and John Kiely are warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, and the lack of a rationale regarding such pledged position, robust pledging policy, or plans to unwind the pledged shares. Votes AGAINST governance committee members Paul Meister, John Buchi (J. Kevin), John Kiely, and Ted Nark are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws which negatively impacts shareholder rights. A vote FOR remaining director nominees is warranted.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	4	Yes	Elect Director John Kiely	For	Against	Against	Against	Votes AGAINST audit committee members John Buchi (J. Kevin), Jeffrey (Jeff) George, and John Kiely are warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, and the lack of a rationale regarding such pledged position, robust pledging policy, or plans to unwind the pledged shares. Votes AGAINST governance committee members Paul Meister, John Buchi (J. Kevin), John Kiely, and Ted Nark are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws which negatively impacts shareholder rights. A vote FOR remaining director nominees is warranted.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	5	Yes	Elect Director Paul Meister	For	Against	Against	Against	Votes AGAINST audit committee members John Buchi (J. Kevin), Jeffrey (Jeff) George, and John Kiely are warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, and the lack of a rationale regarding such pledged position, robust pledging policy, or plans to unwind the pledged shares. Votes AGAINST governance committee members Paul Meister, John Buchi (J. Kevin), John Kiely, and Ted Nark are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws which negatively impacts shareholder rights. A vote FOR remaining director nominees is warranted.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	6	Yes	Elect Director Ted Nark	For	Against	Against	Against	Votes AGAINST audit committee members John Buchi (J. Kevin), Jeffrey (Jeff) George, and John Kiely are warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, and the lack of a rationale regarding such pledged position, robust pledging policy, or plans to unwind the pledged shares. Votes AGAINST governance committee members Paul Meister, John Buchi (J. Kevin), John Kiely, and Ted Nark are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws which negatively impacts shareholder rights. A vote FOR remaining director nominees is warranted.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	7	Yes	Elect Director Chintu Patel	For	For	For	For	Votes AGAINST audit committee members John Buchi (J. Kevin), Jeffrey (Jeff) George, and John Kiely are warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, and the lack of a rationale regarding such pledged position, robust pledging policy, or plans to unwind the pledged shares. Votes AGAINST governance committee members Paul Meister, John Buchi (J. Kevin), John Kiely, and Ted Nark are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws which negatively impacts shareholder rights. A vote FOR remaining director nominees is warranted.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	8	Yes	Elect Director Chirag Patel	For	For	For	For	Votes AGAINST audit committee members John Buchi (J. Kevin), Jeffrey (Jeff) George, and John Kiely are warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, and the lack of a rationale regarding such pledged position, robust pledging policy, or plans to unwind the pledged shares. Votes AGAINST governance committee members Paul Meister, John Buchi (J. Kevin), John Kiely, and Ted Nark are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws which negatively impacts shareholder rights. A vote FOR remaining director nominees is warranted.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	9	Yes	Elect Director Gautam Patel	For	For	For	For	Votes AGAINST audit committee members John Buchi (J. Kevin), Jeffrey (Jeff) George, and John Kiely are warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, and the lack of a rationale regarding such pledged position, robust pledging policy, or plans to unwind the pledged shares. Votes AGAINST governance committee members Paul Meister, John Buchi (J. Kevin), John Kiely, and Ted Nark are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws which negatively impacts shareholder rights. A vote FOR remaining director nominees is warranted.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	10	Yes	Elect Director Shlomo Yanai	For	For	For	For	Votes AGAINST audit committee members John Buchi (J. Kevin), Jeffrey (Jeff) George, and John Kiely are warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, and the lack of a rationale regarding such pledged position, robust pledging policy, or plans to unwind the pledged shares. Votes AGAINST governance committee members Paul Meister, John Buchi (J. Kevin), John Kiely, and Ted Nark are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws which negatively impacts shareholder rights. A vote FOR remaining director nominees is warranted.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Ampco-Pittsburgh Corporation	05/05/2022	Management	1	Yes	Elect Director Robert A. DeMichiei	For	For	For	For	WITHHOLD votes for William Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ampco-Pittsburgh Corporation	05/05/2022	Management	2	Yes	Elect Director Elizabeth A. Fessenden	For	For	For	For	WITHHOLD votes for William Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ampco-Pittsburgh Corporation	05/05/2022	Management	3	Yes	Elect Director William K. Lieberman	For	For	Withhold	Withhold	WITHHOLD votes for William Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ampco-Pittsburgh Corporation	05/05/2022	Management	4	Yes	Elect Director Laurence E. Paul	For	For	For	For	WITHHOLD votes for William Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ampco-Pittsburgh Corporation	05/05/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	
Ampco-Pittsburgh Corporation	05/05/2022	Management	6	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Amphastar Pharmaceuticals, Inc.	06/10/2022	Management	1	Yes	Elect Director Jack Yongfeng Zhang	For	Against	Against	Against	Votes AGAINST director nominees Jack Zhang, Richard Prins, and Diane Gerst are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Jack Zhang, Richard Prins and Diane Gerst are warranted for lack of a majority independent board. Votes AGAINST Richard Prins are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee member Richard Prins are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy.	

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			Number	Proposal							
Amphastar Pharmaceuticals, Inc.	06/10/2022	Management	2	Yes	Elect Director Richard Prins		Against	Against	Against		Votes AGAINST director nominees Jack Zhang, Richard Prins, and Diane Gerst are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Jack Zhang, Richard Prins and Diane Gerst are warranted for lack of a majority independent board. Votes AGAINST Richard Prins are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee member Richard Prins are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy.
Amphastar Pharmaceuticals, Inc.	06/10/2022	Management	3	Yes	Elect Director Diane G. Gerst	For	Against	Against	Against		Votes AGAINST director nominees Jack Zhang, Richard Prins, and Diane Gerst are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Jack Zhang, Richard Prins and Diane Gerst are warranted for lack of a majority independent board. Votes AGAINST Richard Prins are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee member Richard Prins are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy.
Amphastar Pharmaceuticals, Inc.	06/10/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amphastar Pharmaceuticals, Inc.	06/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		A vote AGAINST this proposal is warranted due to following: " The company provided a large automobile-related perquisite to the CEO." Equity award arrangements provide for single-trigger vesting acceleration upon a change-in-control. " Equity awards to the CEO in the most recent fiscal year lack performance vesting conditions.
Amtech Systems, Inc.	03/02/2022	Management	1	Yes	Elect Director Jong S. Whang	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Jong Whang, Michael Whang, Michael Garreiter, and Lisa Gibbs are warranted for lack of a majority independent board. WITHHOLD votes for Michael Garreiter are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/02/2022	Management	2	Yes	Elect Director Michael Whang	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Jong Whang, Michael Whang, Michael Garreiter, and Lisa Gibbs are warranted for lack of a majority independent board.WITHHOLD votes for Michael Garreiter are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/02/2022	Management	3	Yes	Elect Director Lisa D. Gibbs	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Jong Whang, Michael Whang, Michael Garreiter, and Lisa Gibbs are warranted for lack of a majority independent board. WITHHOLD votes for Michael Garreiter are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/02/2022	Management	4	Yes	Elect Director Robert M. Averick	For	For	For	For		WITHHOLD votes for non-independent nominees Jong Whang, Michael Whang, Michael Garreiter, and Lisa Gibbs are warranted for lack of a majority independent board.WITHHOLD votes for Michael Garreiter are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/02/2022	Management	5	Yes	Elect Director Robert C. Daigle	For	For	For	For		WITHHOLD votes for non-independent nominees Jong Whang, Michael Whang, Michael Garreiter, and Lisa Gibbs are warranted for lack of a majority independent board.WITHHOLD votes for Michael Garreiter are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/02/2022	Management	6	Yes	Elect Director Michael Garrreiter	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Jong Whang, Michael Whang, Michael Garreiter, and Lisa Gibbs are warranted for lack of a majority independent board.WITHHOLD votes for Michael Garreiter are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/02/2022	Management	7	Yes	Elect Director Sukesh Mohan	For	For	For	For		WITHHOLD votes for non-independent nominees Jong Whang, Michael Whang, Michael Garreiter, and Lisa Gibbs are warranted for lack of a majority independent board.WITHHOLD votes for Michael Garreiter are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/02/2022	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For		A vote FOR this proposal to ratify the auditor is warranted.
Amtech Systems, Inc.	03/02/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Amtech Systems, Inc.	03/02/2022	Management	10	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against		A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.69 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Angi Inc.	06/08/2022	Management	1	Yes	Elect Director Angela R. Hicks Bowman	For	Withhold	Withhold	Withhold		WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Oisín Hanrahan, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman, Mark Stein and Suzy Welch are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Suzy Welch are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Joseph (Joey) Levin are also warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for incumbent Compensation Committee members Thomas Evans, Alesia Haas, and Suzy Welch. Concerns are raised by the discretionary nature of annual bonuses and outsized equity grants. While majority of the equity grants consist of PSUs, the performance goals do not appear to be rigorous as the threshold performance level was set lower than the grant date fair value of the company's common stock. A vote FOR the remaining director nominees is warranted.
Angi Inc.	06/08/2022	Management	2	Yes	Elect Director Thomas R. Evans	For	Withhold	Withhold	Withhold		WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Oisín Hanrahan, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman, Mark Stein and Suzy Welch are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Suzy Welch are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Joseph (Joey) Levin are also warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for incumbent Compensation Committee members Thomas Evans, Alesia Haas, and Suzy Welch. Concerns are raised by the discretionary nature of annual bonuses and outsized equity grants. While majority of the equity grants consist of PSUs, the performance goals do not appear to be rigorous as the threshold performance level was set lower than the grant date fair value of the company's common stock. A vote FOR the remaining director nominees is warranted.
Angi Inc.	06/08/2022	Management	3	Yes	Elect Director Alesia J. Haas	For	Withhold	Withhold	Withhold		WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Oisín Hanrahan, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman, Mark Stein and Suzy Welch are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Suzy Welch are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Joseph (Joey) Levin are also warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for incumbent Compensation Committee members Thomas Evans, Alesia Haas, and Suzy Welch. Concerns are raised by the discretionary nature of annual bonuses and outsized equity grants. While majority of the equity grants consist of PSUs, the performance goals do not appear to be rigorous as the threshold performance level was set lower than the grant date fair value of the company's common stock. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction		Voting Policy Rationale
Angi Inc.	06/08/2022	Management	12	Yes	Elect Director Suzy Welch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joey) Levin, Oisín Hanrahan, Christopher Halpin, Kendall Handler, Angela (Angie) Hicks Bowman, Glenn Schiffman, Mark Stein and Suzy Welch are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Suzy Welch are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Joseph (Joey) Levin are also warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for incumbent Compensation Committee members Thomas Evans, Alesia Haas, and Suzy Welch. Concerns are raised by the discretionary nature of annual bonuses and outsized equity grants. While majority of the equity grants consist of PSUs, the performance goals do not appear to be rigorous as the threshold performance level was set lower than the grant date fair value of the company's common stock. A vote FOR the remaining director nominees is warranted.	
Angi Inc.	06/08/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	1	Yes	Elect Director Robert E. Brown, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	2	Yes	Elect Director Thomas J. Haughey	For	For	For	For	A vote FOR all director nominees is warranted.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	3	Yes	Elect Director Nikhil Lalwani	For	For	For	For	A vote FOR all director nominees is warranted.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	4	Yes	Elect Director David B. Nash	For	For	For	For	A vote FOR all director nominees is warranted.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	5	Yes	Elect Director Antonio R. Pera	For	For	For	For	A vote FOR all director nominees is warranted.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	6	Yes	Elect Director Renee P. Tannenbaum	For	For	For	For	A vote FOR all director nominees is warranted.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	7	Yes	Elect Director Muthusamy Shanmugam	For	For	For	For	A vote FOR all director nominees is warranted.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	8	Yes	Elect Director Jeanne A. Thoma	For	For	For	For	A vote FOR all director nominees is warranted.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	9	Yes	Elect Director Patrick D. Walsh	For	For	For	For	A vote FOR all director nominees is warranted.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	10	Yes	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
ANI Pharmaceuticals, Inc.	04/27/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.36 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Anika Therapeutics, Inc.	06/08/2022	Management	1	Yes	Elect Director Cheryl R. Blanchard	For	For	For	For	A vote FOR all director nominees is warranted.	
Anika Therapeutics, Inc.	06/08/2022	Management	2	Yes	Elect Director Glenn R. Larsen	For	For	For	For	A vote FOR all director nominees is warranted.	
Anika Therapeutics, Inc.	06/08/2022	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.96 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.	
Anika Therapeutics, Inc.	06/08/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal is warranted as non-audit fees are 21.41% of total fees paid.	
Anika Therapeutics, Inc.	06/08/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Antero Midstream Corporation	06/07/2022	Management	1	Yes	Elect Director Paul M. Rady	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Paul Rady and David Keyte given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee member David Keyte for failing to establish racial or ethnic diversity on the board.	
Antero Midstream Corporation	06/07/2022	Management	2	Yes	Elect Director David H. Keyte	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Paul Rady and David Keyte given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee member David Keyte for failing to establish racial or ethnic diversity on the board.	
Antero Midstream Corporation	06/07/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Antero Midstream Corporation	06/07/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Antero Resources Corporation	06/07/2022	Management	1	Yes	Elect Director Robert J. Clark	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Benjamin Hardesty for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.	
Antero Resources Corporation	06/07/2022	Management	2	Yes	Elect Director Benjamin A. Hardesty	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Benjamin Hardesty for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.	
Antero Resources Corporation	06/07/2022	Management	3	Yes	Elect Director Vicky Sutil	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Benjamin Hardesty for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.	
Antero Resources Corporation	06/07/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Antero Resources Corporation	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Antero Resources Corporation	06/07/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
API Group Corporation	06/15/2022	Management	1	Yes	Elect Director Martin E. Franklin	For	For	For	For	Votes AGAINST governance committee members Ian Ashken, and Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
API Group Corporation	06/15/2022	Management	2	Yes	Elect Director James E. Lillie	For	For	For	For	Votes AGAINST governance committee members Ian Ashken, and Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
API Group Corporation	06/15/2022	Management	3	Yes	Elect Director Ian G.H. Ashken	For	Against	Against	Against	Votes AGAINST governance committee members Ian Ashken, and Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
API Group Corporation	06/15/2022	Management	4	Yes	Elect Director Russell A. Becker	For	For	For	For	Votes AGAINST governance committee members Ian Ashken, and Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
API Group Corporation	06/15/2022	Management	5	Yes	Elect Director David S. Blitzler	For	For	For	For	Votes AGAINST governance committee members Ian Ashken, and Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
API Group Corporation	06/15/2022	Management	6	Yes	Elect Director Paula D. Loop	For	For	For	For	Votes AGAINST governance committee members Ian Ashken, and Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
API Group Corporation	06/15/2022	Management	7	Yes	Elect Director Anthony E. Malkin	For	For	For	For	Votes AGAINST governance committee members Ian Ashken, and Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
API Group Corporation	06/15/2022	Management	8	Yes	Elect Director Thomas V. Milroy	For	For	For	For	Votes AGAINST governance committee members Ian Ashken, and Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
API Group Corporation	06/15/2022	Management	9	Yes	Elect Director Cyrus D. Walker	For	Against	Against	Against	Votes AGAINST governance committee members Ian Ashken, and Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
API Group Corporation	06/15/2022	Management	10	Yes	Elect Director Carrie A. Wheeler	For	For	For	For	Votes AGAINST governance committee members Ian Ashken, and Cyrus Walker are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote
			Number	Proposal		Recommend ation	Recommend ation	Recommend ation	
Voting Policy Rationale									
API Group Corporation	06/15/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
API Group Corporation	06/15/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against
Apogee Enterprises, Inc.	06/22/2022	Management	1	Yes	Elect Director Frank G. Heard	For	For	For	For
Apogee Enterprises, Inc.	06/22/2022	Management	2	Yes	Elect Director Elizabeth M. Lilly	For	For	For	For
Apogee Enterprises, Inc.	06/22/2022	Management	3	Yes	Elect Director Mark A. Pompa	For	For	For	For
Apogee Enterprises, Inc.	06/22/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Apogee Enterprises, Inc.	06/22/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
AppFolio, Inc.	06/10/2022	Management	1	Yes	Elect Director Andreas von Blottnitz	For	Withhold	Withhold	Withhold
AppFolio, Inc.	06/10/2022	Management	2	Yes	Elect Director Agnes Bundy Scanlan	For	Withhold	Withhold	Withhold
AppFolio, Inc.	06/10/2022	Management	3	Yes	Elect Director Janet Kerr	For	Withhold	Withhold	Withhold
AppFolio, Inc.	06/10/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Withhold	Withhold
AppFolio, Inc.	06/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
ArcBest Corporation	04/27/2022	Management	1	Yes	Elect Director Eduardo F. Conrado	For	For	For	For
ArcBest Corporation	04/27/2022	Management	2	Yes	Elect Director Fredrik J. Eliasson	For	For	For	For
ArcBest Corporation	04/27/2022	Management	3	Yes	Elect Director Stephen E. Gorman	For	For	For	For
ArcBest Corporation	04/27/2022	Management	4	Yes	Elect Director Michael P. Hogan	For	For	For	For
ArcBest Corporation	04/27/2022	Management	5	Yes	Elect Director Kathleen D. McElligott	For	For	For	For
ArcBest Corporation	04/27/2022	Management	6	Yes	Elect Director Judy R. McReynolds	For	For	For	For
ArcBest Corporation	04/27/2022	Management	7	Yes	Elect Director Craig E. Philip	For	For	For	For
ArcBest Corporation	04/27/2022	Management	8	Yes	Elect Director Steven L. Spinner	For	For	For	For
ArcBest Corporation	04/27/2022	Management	9	Yes	Elect Director Janice E. Stipp	For	For	For	For
ArcBest Corporation	04/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
ArcBest Corporation	04/27/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
Archrock, Inc.	04/28/2022	Management	1	Yes	Elect Director Anne-Marie N. Ainsworth	For	For	For	For
Archrock, Inc.	04/28/2022	Management	2	Yes	Elect Director D. Bradley Childers	For	For	For	For
Archrock, Inc.	04/28/2022	Management	3	Yes	Elect Director Gordon T. Hall	For	For	Withhold	Withhold
Archrock, Inc.	04/28/2022	Management	4	Yes	Elect Director Frances Powell Hawes	For	For	For	For
Archrock, Inc.	04/28/2022	Management	5	Yes	Elect Director J.W.G. "Will" Honeybourne	For	For	Withhold	Withhold
Archrock, Inc.	04/28/2022	Management	6	Yes	Elect Director James H. Lytal	For	For	For	For
Archrock, Inc.	04/28/2022	Management	7	Yes	Elect Director Leonard W. Mallett	For	For	For	For
Archrock, Inc.	04/28/2022	Management	8	Yes	Elect Director Jason C. Rebrook	For	For	For	For
Archrock, Inc.	04/28/2022	Management	9	Yes	Elect Director Edmund P. Segner, III	For	For	For	For
Archrock, Inc.	04/28/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
Archrock, Inc.	04/28/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Arconic Corporation	05/19/2022	Management	1	Yes	Elect Director Frederick A. Fritz' Henderson	For	For	For	For
Arconic Corporation	05/19/2022	Management	2	Yes	Elect Director William F. Austen	For	For	For	For
Arconic Corporation	05/19/2022	Management	3	Yes	Elect Director Christopher L. Ayers	For	For	For	For
Arconic Corporation	05/19/2022	Management	4	Yes	Elect Director Margaret 'Peg' S. Bilson	For	For	For	For
Arconic Corporation	05/19/2022	Management	5	Yes	Elect Director Jacques Croisetiere	For	For	For	For
Arconic Corporation	05/19/2022	Management	6	Yes	Elect Director Elmer L. Doty	For	For	For	For
Arconic Corporation	05/19/2022	Management	7	Yes	Elect Director Carol S. Eicher	For	For	For	For
Arconic Corporation	05/19/2022	Management	8	Yes	Elect Director Timothy D. Myers	For	For	For	For
Arconic Corporation	05/19/2022	Management	9	Yes	Elect Director E. Stanley O'Neal	For	For	For	For
Arconic Corporation	05/19/2022	Management	10	Yes	Elect Director Jeffrey Stafell	For	For	For	For
Arconic Corporation	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against
Arconic Corporation	05/19/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For
Arconic Corporation	05/19/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For
Arcosa, Inc.	05/03/2022	Management	1	Yes	Elect Director Joseph Alvarado	For	For	For	For
Arcosa, Inc.	05/03/2022	Management	2	Yes	Elect Director Rhys J. Best	For	For	For	For
Arcosa, Inc.	05/03/2022	Management	3	Yes	Elect Director Antonio Carrillo	For	For	For	For
Arcosa, Inc.	05/03/2022	Management	4	Yes	Elect Director Jeffrey A. Craig	For	For	For	For
Arcosa, Inc.	05/03/2022	Management	5	Yes	Elect Director Ronald J. Gafford	For	For	For	For
Arcosa, Inc.	05/03/2022	Management	6	Yes	Elect Director John W. Lindsay	For	For	For	For
Arcosa, Inc.	05/03/2022	Management	7	Yes	Elect Director Kimberly S. Lubel	For	For	For	For
Arcosa, Inc.	05/03/2022	Management	8	Yes	Elect Director Julie A. Piggott	For	For	For	For
Arcosa, Inc.	05/03/2022	Management	9	Yes	Elect Director Douglas L. Rock	For	For	For	For
Arcosa, Inc.	05/03/2022	Management	10	Yes	Elect Director Melanie M. Trent	For	For	For	For
Arcosa, Inc.	05/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Arcosa, Inc.	05/03/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For
Arcutis Biotherapeutics, Inc.	06/01/2022	Management	1	Yes	Elect Director Bhaskar Chaudhuri	For	For	For	For
Arcutis Biotherapeutics, Inc.	06/01/2022	Management	2	Yes	Elect Director Howard G. Welgus	For	Withhold	Withhold	Withhold
Arcutis Biotherapeutics, Inc.	06/01/2022	Management	3	Yes	Elect Director Sue-Jean Lin	For	Withhold	Withhold	Withhold
Arcutis Biotherapeutics, Inc.	06/01/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For
Arcutis Biotherapeutics, Inc.	06/01/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Arcutis Biotherapeutics, Inc.	06/01/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year
Ardmore Shipping Corporation	06/10/2022	Management	1	Yes	Elect Director Curtis Mc Williams	For	For	Withhold	Withhold
Ardmore Shipping Corporation	06/10/2022	Management	2	Yes	Elect Director Brian Dunne	For	For	Withhold	Withhold
Arena Pharmaceuticals, Inc.	02/02/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For
Arena Pharmaceuticals, Inc.	02/02/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For
Arena Pharmaceuticals, Inc.	02/02/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For
Argan, Inc.	06/21/2022	Management	1	Yes	Elect Director Rainer H. Bosselmann	For	For	Withhold	Withhold
Argan, Inc.	06/21/2022	Management	2	Yes	Elect Director Cynthia A. Flanders	For	For	Withhold	Withhold
Argan, Inc.	06/21/2022	Management	3	Yes	Elect Director Peter W. Getsinger	For	For	For	For
Argan, Inc.	06/21/2022	Management	4	Yes	Elect Director William F. Griffin, Jr.	For	For	Withhold	Withhold
Argan, Inc.	06/21/2022	Management	5	Yes	Elect Director John R. Jeffrey, Jr.	For	For	For	For
Argan, Inc.	06/21/2022	Management	6	Yes	Elect Director Mano S. Koilpillai	For	For	For	For
Argan, Inc.	06/21/2022	Management	7	Yes	Elect Director William F. Leimkuhler	For	For	Withhold	Withhold
Argan, Inc.	06/21/2022	Management	8	Yes	Elect Director W.G. Champion Mitchell	For	For	Withhold	Withhold
Argan, Inc.	06/21/2022	Management	9	Yes	Elect Director James W. Quinn	For	For	Withhold	Withhold
Argan, Inc.	06/21/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
Argan, Inc.	06/21/2022	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against
ARKO Corp.	06/07/2022	Management	1	Yes	Elect Director Sherman K. Edmiston, III	For	For	For	For
ARKO Corp.	06/07/2022	Management	2	Yes	Elect Director Starlette B. Johnson	For	For	For	For
ARKO Corp.	06/07/2022	Management	3	Yes	Elect Director Morris Wilner	For	For	For	For
ARKO Corp.	06/07/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
ARKO Corp.	06/07/2022	Management	5	Yes	Declassify the Board of Directors	For	For	For	For
ARKO Corp.	06/07/2022	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote	
										Voting Policy Rationale
Arlo Technologies, Inc.	06/24/2022	Management	1	Yes	Elect Director Ralph E. Faison	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Ralph Faison and Jocelyn Carter-Miller given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for incumbent compensation committee members Ralph Faison and Jocelyn Carter-Miller due to an unmitigated pay-for-performance misalignment. The CEO received a sizable retention grant in addition to his annual LTI award, resulting in significantly elevated pay. Further concerns exist regarding the structure of performance-based equity awards and a lack of disclosure surrounding annual and long-term performance targets and achievements.
Arlo Technologies, Inc.	06/24/2022	Management	2	Yes	Elect Director Jocelyn E. Carter-Miller	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Ralph Faison and Jocelyn Carter-Miller given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for incumbent compensation committee members Ralph Faison and Jocelyn Carter-Miller due to an unmitigated pay-for-performance misalignment. The CEO received a sizable retention grant in addition to his annual LTI award, resulting in significantly elevated pay. Further concerns exist regarding the structure of performance-based equity awards and a lack of disclosure surrounding annual and long-term performance targets and achievements.
Arlo Technologies, Inc.	06/24/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Armstrong World Industries, Inc.	06/16/2022	Management	1	Yes	Elect Director Victor D. Grizzle	For	For	For	For	Votes FOR the nominees are warranted.
Armstrong World Industries, Inc.	06/16/2022	Management	2	Yes	Elect Director Richard D. Holder	For	For	For	For	Votes FOR the nominees are warranted.
Armstrong World Industries, Inc.	06/16/2022	Management	3	Yes	Elect Director Barbara L. Loughran	For	For	For	For	Votes FOR the nominees are warranted.
Armstrong World Industries, Inc.	06/16/2022	Management	4	Yes	Elect Director Larry S. McWilliams	For	For	For	For	Votes FOR the nominees are warranted.
Armstrong World Industries, Inc.	06/16/2022	Management	5	Yes	Elect Director James C. Melville	For	For	For	For	Votes FOR the nominees are warranted.
Armstrong World Industries, Inc.	06/16/2022	Management	6	Yes	Elect Director Wayne R. Shurts	For	For	For	For	Votes FOR the nominees are warranted.
Armstrong World Industries, Inc.	06/16/2022	Management	7	Yes	Elect Director Roy W. Templin	For	For	For	For	Votes FOR the nominees are warranted.
Armstrong World Industries, Inc.	06/16/2022	Management	8	Yes	Elect Director Cheryl T. Thomas	For	For	For	For	Votes FOR the nominees are warranted.
Armstrong World Industries, Inc.	06/16/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Armstrong World Industries, Inc.	06/16/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Armstrong World Industries, Inc.	06/16/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Arrow Financial Corporation	05/04/2022	Management	1	Yes	Elect Director Tenee R. Casaccio	For	For	For	For	WITHHOLD votes for Gary Dake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Arrow Financial Corporation	05/04/2022	Management	2	Yes	Elect Director Gary C. Dake	For	For	Withhold	Withhold	WITHHOLD votes for Gary Dake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Arrow Financial Corporation	05/04/2022	Management	3	Yes	Elect Director Thomas L. Hoy	For	For	For	For	WITHHOLD votes for Gary Dake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Arrow Financial Corporation	05/04/2022	Management	4	Yes	Elect Director Colin L. Read	For	For	For	For	WITHHOLD votes for Gary Dake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Arrow Financial Corporation	05/04/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Arrow Financial Corporation	05/04/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Arrow Financial Corporation	05/04/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ARTIVION, INC.	05/18/2022	Management	1	Yes	Elect Director Thomas F. Ackerman	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Ackerman and Daniel Bevevino are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ARTIVION, INC.	05/18/2022	Management	2	Yes	Elect Director Daniel J. Bevevino	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Ackerman and Daniel Bevevino are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ARTIVION, INC.	05/18/2022	Management	3	Yes	Elect Director Marna P. Borgstrom	For	For	For	For	WITHHOLD votes for Thomas Ackerman and Daniel Bevevino are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ARTIVION, INC.	05/18/2022	Management	4	Yes	Elect Director James W. Bullock	For	For	For	For	WITHHOLD votes for Thomas Ackerman and Daniel Bevevino are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ARTIVION, INC.	05/18/2022	Management	5	Yes	Elect Director Jeffrey H. Burbank	For	For	For	For	WITHHOLD votes for Thomas Ackerman and Daniel Bevevino are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ARTIVION, INC.	05/18/2022	Management	6	Yes	Elect Director J. Patrick Mackin	For	For	For	For	WITHHOLD votes for Thomas Ackerman and Daniel Bevevino are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ARTIVION, INC.	05/18/2022	Management	7	Yes	Elect Director Jon W. Salvesson	For	For	For	For	WITHHOLD votes for Thomas Ackerman and Daniel Bevevino are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ARTIVION, INC.	05/18/2022	Management	8	Yes	Elect Director Anthony B. Semedo	For	For	For	For	WITHHOLD votes for Thomas Ackerman and Daniel Bevevino are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ARTIVION, INC.	05/18/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ARTIVION, INC.	05/18/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ARTIVION, INC.	05/18/2022	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Asbury Automotive Group, Inc.	04/20/2022	Management	1	Yes	Elect Director Thomas J. Reddin	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	04/20/2022	Management	2	Yes	Elect Director Joel Alsfine	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	04/20/2022	Management	3	Yes	Elect Director William D. Fay	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	04/20/2022	Management	4	Yes	Elect Director David W. Hult	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	04/20/2022	Management	5	Yes	Elect Director Juanita T. James	For	For	Withhold	Withhold	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	04/20/2022	Management	6	Yes	Elect Director Philip F. Maritz	For	For	Withhold	Withhold	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	04/20/2022	Management	7	Yes	Elect Director Maureen F. Morrison	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	04/20/2022	Management	8	Yes	Elect Director Bridget Ryan-Berman	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	04/20/2022	Management	9	Yes	Elect Director Hilliard C. Terry, III	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	04/20/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Asbury Automotive Group, Inc.	04/20/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ASGN Incorporated	06/16/2022	Management	1	Yes	Elect Director Brian J. Callaghan	For	For	For	For	A vote FOR the director nominees is warranted.
ASGN Incorporated	06/16/2022	Management	2	Yes	Elect Director Theodore S. Hanson	For	For	For	For	A vote FOR the director nominees is warranted.
ASGN Incorporated	06/16/2022	Management	3	Yes	Elect Director Maria R. Hawthorne	For	For	For	For	A vote FOR the director nominees is warranted.
ASGN Incorporated	06/16/2022	Management	4	Yes	Elect Director Edwin A. Sheridan, IV	For	For	For	For	A vote FOR the director nominees is warranted.
ASGN Incorporated	06/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ASGN Incorporated	06/16/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommendation	Recommendation	Recommendation		
Ashland Global Holdings Inc.	01/25/2022	Management	1	Yes	Elect Director Brendan M. Cummins	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	2	Yes	Elect Director William G. Dempsey	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	3	Yes	Elect Director Jay V. Ihlenfeld	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	4	Yes	Elect Director Wettany Joseph	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	5	Yes	Elect Director Susan L. Main	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	6	Yes	Elect Director Guillermo Novo	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	7	Yes	Elect Director Jerome A. Penbere	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	8	Yes	Elect Director Ricky C. Sandler	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	9	Yes	Elect Director Janice J. Teal	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ashland Global Holdings Inc.	01/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Aspen Aerogels, Inc.	06/02/2022	Management	1	Yes	Elect Director Mark L. Noetzel	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees William Noglows and Mark Noetzel are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Mark Noetzel are warranted for lack of a majority independent board. WITHHOLD votes for Mark Noetzel are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee member Mark Noetzel are further warranted for lack of racial or ethnic diversity on the board.
Aspen Aerogels, Inc.	06/02/2022	Management	2	Yes	Elect Director William P. Noglows	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees William Noglows and Mark Noetzel are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Mark Noetzel are warranted for lack of a majority independent board. WITHHOLD votes for Mark Noetzel are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee member Mark Noetzel are further warranted for lack of racial or ethnic diversity on the board.
Aspen Aerogels, Inc.	06/02/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aspen Aerogels, Inc.	06/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Concerns are highlighted regarding the limited disclosure of bonus plan goals as well as the discretion applied to increase bonus payouts. The main driver of the year over-year increase in CEO pay, however, was the grant of one-time performance-based stock awards. Such awards are subject to rigorous stock price goals and sufficiently mitigate pay-for-performance concerns at this time. As such, support FOR this proposal is warranted.
Assembly Biosciences, Inc.	05/25/2022	Management	1	Yes	Elect Director William R. Ringo, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2022	Management	2	Yes	Elect Director Anthony E. Altig	For	For	For	For	A vote FOR all director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2022	Management	3	Yes	Elect Director Gina Conselman	For	For	For	For	A vote FOR all director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2022	Management	4	Yes	Elect Director Richard D. DiMarchi	For	For	For	For	A vote FOR all director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2022	Management	5	Yes	Elect Director Michael Houghton	For	For	For	For	A vote FOR all director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2022	Management	6	Yes	Elect Director Lisa R. Johnson-Pratt	For	For	For	For	A vote FOR all director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2022	Management	7	Yes	Elect Director Susan Mahony	For	For	For	For	A vote FOR all director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2022	Management	8	Yes	Elect Director John G. McHutchison	For	For	For	For	A vote FOR all director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. While short-term incentives are based on corporate objectives, a majority of equity awards lack performance criteria.
Assembly Biosciences, Inc.	05/25/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Assembly Biosciences, Inc.	05/25/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.76 percent is excessive. " The plan allows for company loans to officers for the exercise of awards. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Assembly Biosciences, Inc.	05/25/2022	Management	12	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares is reasonable and there are no substantial concerns about the company's past use of shares.
Assembly Biosciences, Inc.	05/25/2022	Management	13	Yes	Approve Stock Option Exchange Program for Non-Executive Employees	For	For	For	For	A vote FOR this proposal is warranted. Executives and directors are not eligible participants, only significantly out-of-the-money option are eligible for exchange, the exchange is value neutral, the timing of the program does not raise concerns, and the replacement options are subject to reasonable vesting provisions.
AssetMark Financial Holdings, Inc.	06/06/2022	Management	1	Yes	Elect Director Xiaoning Jiao	For	Withhold	Withhold	Withhold	WITHHOLD VOTES are warranted for incumbent directors Xiaoning Jiao, Natalie Wolfson and Yi Zhou: " as non-independent director nominees, for lack of a majority independent board; " given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Yi Zhou for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.
AssetMark Financial Holdings, Inc.	06/06/2022	Management	2	Yes	Elect Director Natalie Wolfson	For	Withhold	Withhold	Withhold	WITHHOLD VOTES are warranted for incumbent directors Xiaoning Jiao, Natalie Wolfson and Yi Zhou: " as non-independent director nominees, for lack of a majority independent board; " given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Yi Zhou for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.
AssetMark Financial Holdings, Inc.	06/06/2022	Management	3	Yes	Elect Director Yi Zhou	For	Withhold	Withhold	Withhold	WITHHOLD VOTES are warranted for incumbent directors Xiaoning Jiao, Natalie Wolfson and Yi Zhou: " as non-independent director nominees, for lack of a majority independent board; " given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Yi Zhou for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.
AssetMark Financial Holdings, Inc.	06/06/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Associated Banc-Corp	04/26/2022	Management	1	Yes	Elect Director R. Jay Gerken	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/26/2022	Management	2	Yes	Elect Director Judith P. Greffin	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/26/2022	Management	3	Yes	Elect Director Michael J. Haddad	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/26/2022	Management	4	Yes	Elect Director Andrew J. Harmening	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/26/2022	Management	5	Yes	Elect Director Robert A. Jeffe	For	For	Withhold	Withhold	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/26/2022	Management	6	Yes	Elect Director Eileen A. Kamerick	For	For	Withhold	Withhold	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/26/2022	Management	7	Yes	Elect Director Gale E. Klappa	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/26/2022	Management	8	Yes	Elect Director Cory L. Nettles	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/26/2022	Management	9	Yes	Elect Director Karen T. van Lith	For	For	Withhold	Withhold	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/26/2022	Management	10	Yes	Elect Director John (Jay) B. Williams	For	For	For	For	WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns about the pay-for-performance misalignment are mitigated as the bulk of the time-based equity awards is part of the new CEO's inducement package and is not expected to recur, annual incentives are based on pre-set objective measures, and PRSUs utilize a three-year performance period.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Associated Banc-Corp	04/26/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Associated Capital Group, Inc.	06/03/2022	Management	1	Yes	Elect Director Mario J. Gabelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee Chair Mario Gabelli are warranted for lack of diversity on the board. WITHHOLD votes for Mario Gabelli and Marc Gabelli are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/03/2022	Management	2	Yes	Elect Director Marc Gabelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee Chair Mario Gabelli are warranted for lack of diversity on the board. WITHHOLD votes for Mario Gabelli and Marc Gabelli are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/03/2022	Management	3	Yes	Elect Director Daniel R. Lee	For	For	For	For	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee Chair Mario Gabelli are warranted for lack of diversity on the board. WITHHOLD votes for Mario Gabelli and Marc Gabelli are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/03/2022	Management	4	Yes	Elect Director Bruce M. Lisman	For	For	For	For	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee Chair Mario Gabelli are warranted for lack of diversity on the board. WITHHOLD votes for Mario Gabelli and Marc Gabelli are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/03/2022	Management	5	Yes	Elect Director Frederic V. Salemo	For	For	For	For	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee Chair Mario Gabelli are warranted for lack of diversity on the board. WITHHOLD votes for Mario Gabelli and Marc Gabelli are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/03/2022	Management	6	Yes	Elect Director Salvatore F. Sodano	For	For	For	For	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee Chair Mario Gabelli are warranted for lack of diversity on the board. WITHHOLD votes for Mario Gabelli and Marc Gabelli are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/03/2022	Management	7	Yes	Elect Director Elisa M. Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee Chair Mario Gabelli are warranted for lack of diversity on the board. WITHHOLD votes for Mario Gabelli and Marc Gabelli are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/03/2022	Management	8	Yes	Elect Director Douglas R. Jamieson	For	For	For	For	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee Chair Mario Gabelli are warranted for lack of diversity on the board. WITHHOLD votes for Mario Gabelli and Marc Gabelli are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/03/2022	Management	9	Yes	Elect Director Richard T. Prins	For	For	For	For	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee Chair Mario Gabelli are warranted for lack of diversity on the board. WITHHOLD votes for Mario Gabelli and Marc Gabelli are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/03/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Associated Capital Group, Inc.	06/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the lack of any performance-vesting requirements for CEO equity awards in the most recent fiscal year, single-trigger vesting of equity upon a change in control, and absence of compensation risk mitigating policies.
Associated Capital Group, Inc.	06/03/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	Two Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Assured Guaranty Ltd.	05/04/2022	Management	1	Yes	Elect Director Francisco L. Borges	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	2	Yes	Elect Director G. Lawrence Buhl	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	3	Yes	Elect Director Dominic J. Federico	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	4	Yes	Elect Director Bonnie L. Howard	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	5	Yes	Elect Director Thomas W. Jones	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	6	Yes	Elect Director Patrick W. Kenny	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	7	Yes	Elect Director Alan J. Kreczko	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	8	Yes	Elect Director Simon W. Leathes	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	9	Yes	Elect Director Michelle McCloskey	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	10	Yes	Elect Director Yukiko Omura	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	11	Yes	Elect Director Lorin P.T. Radtke	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	12	Yes	Elect Director Courtney C. Shea	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The magnitude of CEO pay warrants continued close monitoring, although some mitigating weight is placed on the company's difficulty in selecting comparable peers. While investors would benefit from disclosure of STI threshold and maximum goals, the annual program is predominantly based on objective goals that appear reasonably rigorous. Further, the majority of LTI awards are earned based on clearly disclosed multi-year goals, with a relative TSR metric that targets outperformance and a cap on vesting in the event absolute TSR is negative.
Assured Guaranty Ltd.	05/04/2022	Management	14	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assured Guaranty Ltd.	05/04/2022	Management	15	Yes	Elect Howard W. Albert as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	16	Yes	Elect Robert A. Bailenson as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	17	Yes	Elect Gary Burnet as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	18	Yes	Elect Ling Chow as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	19	Yes	Elect Stephen Donnarumma as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	20	Yes	Elect Dominic J. Federico as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	21	Yes	Elect Darrin Futter as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Assured Guaranty Ltd.	05/04/2022	Management	22	Yes	Elect Jorge Gana as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	23	Yes	Elect Holly L. Horn as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	24	Yes	Elect Walter A. Scott as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	25	Yes	Ratify PricewaterhouseCoopers LLP as Auditor of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR this proposal to ratify the subsidiary's auditor is warranted.
Astec Industries, Inc.	04/28/2022	Management	1	Yes	Elect Director Tracey H. Cook	For	For	For	For	WITHHOLD votes are warranted for Nominating & Corporate Governance Committee Chair Mary Howell for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted at this time.
Astec Industries, Inc.	04/28/2022	Management	2	Yes	Elect Director Mary L. Howell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating & Corporate Governance Committee Chair Mary Howell for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted at this time.
Astec Industries, Inc.	04/28/2022	Management	3	Yes	Elect Director Linda I. Knoll	For	For	For	For	WITHHOLD votes are warranted for Nominating & Corporate Governance Committee Chair Mary Howell for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted at this time.
Astec Industries, Inc.	04/28/2022	Management	4	Yes	Elect Director William Bradley Southern	For	For	For	For	WITHHOLD votes are warranted for Nominating & Corporate Governance Committee Chair Mary Howell for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted at this time.
Astec Industries, Inc.	04/28/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Astec Industries, Inc.	04/28/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Astronics Corporation	05/23/2022	Management	1	Yes	Elect Director Raymond W. Boushie	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Brady and Raymond Boushie are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Raymond Boushie are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Nominating Committee chairman Mark Moran are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2022	Management	2	Yes	Elect Director Robert T. Brady	For	For	Withhold	Withhold	WITHHOLD votes for Robert Brady and Raymond Boushie are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Raymond Boushie are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Nominating Committee chairman Mark Moran are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2022	Management	3	Yes	Elect Director Jeffrey D. Frisby	For	For	For	For	WITHHOLD votes for Robert Brady and Raymond Boushie are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Raymond Boushie are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Nominating Committee chairman Mark Moran are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2022	Management	4	Yes	Elect Director Peter J. Gundermann	For	For	For	For	WITHHOLD votes for Robert Brady and Raymond Boushie are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Raymond Boushie are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Nominating Committee chairman Mark Moran are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2022	Management	5	Yes	Elect Director Warren C. Johnson	For	For	For	For	WITHHOLD votes for Robert Brady and Raymond Boushie are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Raymond Boushie are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Nominating Committee chairman Mark Moran are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2022	Management	6	Yes	Elect Director Robert S. Keane	For	For	For	For	WITHHOLD votes for Robert Brady and Raymond Boushie are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Raymond Boushie are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Nominating Committee chairman Mark Moran are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2022	Management	7	Yes	Elect Director Neil Y. Kim	For	For	For	For	WITHHOLD votes for Robert Brady and Raymond Boushie are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Raymond Boushie are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Nominating Committee chairman Mark Moran are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2022	Management	8	Yes	Elect Director Mark Moran	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Brady and Raymond Boushie are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Raymond Boushie are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Nominating Committee chairman Mark Moran are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AstroNova, Inc.	06/14/2022	Management	1	Yes	Elect Director Alexis P. Michas	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/14/2022	Management	2	Yes	Elect Director Mitchell I. Quain	For	For	Withhold	Withhold	WITHHOLD votes for Mitchell (Mitch) Quain are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/14/2022	Management	3	Yes	Elect Director Yvonne E. Schlaeppli	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/14/2022	Management	4	Yes	Elect Director Richard S. Warzala	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/14/2022	Management	5	Yes	Elect Director Gregory A. Woods	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/14/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AstroNova, Inc.	06/14/2022	Management	7	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
AstroNova, Inc.	06/14/2022	Management	8	Yes	Ratify Wolf & Company, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Asure Software, Inc.	05/31/2022	Management	1	Yes	Elect Director Benjamin Allen	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/31/2022	Management	2	Yes	Elect Director W. Carl Drew	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/31/2022	Management	3	Yes	Elect Director Daniel Gill	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/31/2022	Management	4	Yes	Elect Director Patrick Goepel	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/31/2022	Management	5	Yes	Elect Director Grace Lee	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/31/2022	Management	6	Yes	Elect Director Bradford Oberwager	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/31/2022	Management	7	Yes	Elect Director Bjorn Reynolds	For	For	For	For	A vote FOR the director nominees is warranted.
Asure Software, Inc.	05/31/2022	Management	8	Yes	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Asure Software, Inc.	05/31/2022	Management	9	Yes	Amend NOL Rights Plan (NOL Pill)	For	For	For	For	A vote FOR this proposal is warranted, as the terms of Asure Software's NOL pill appear reasonable, the value of the NOL DTAs to be protected is material, and there is some indication that the NOLs will provide economic benefit before expiration.
Asure Software, Inc.	05/31/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The potential voting power dilution from the company's equity incentive plans of 19.02 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to participants for the exercise of stock options.
Asure Software, Inc.	05/31/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Atkore International Group Inc.	01/27/2022	Management	1	Yes	Elect Director Jeri L. Isbell	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore International Group Inc.	01/27/2022	Management	2	Yes	Elect Director Wilbert W. James, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	
			Sequence Number	Recommendation		Recommendation	Recommendation			
Voting Policy Rationale										
Atkore International Group Inc.	01/27/2022	Management	3	Yes	Elect Director Betty R. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore International Group Inc.	01/27/2022	Management	4	Yes	Elect Director Justin P. Kershaw	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore International Group Inc.	01/27/2022	Management	5	Yes	Elect Director Scott H. Muse	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore International Group Inc.	01/27/2022	Management	6	Yes	Elect Director Michael V. Schrock	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore International Group Inc.	01/27/2022	Management	7	Yes	Elect Director William R. VanArsdale	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore International Group Inc.	01/27/2022	Management	8	Yes	Elect Director William E. Waltz, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore International Group Inc.	01/27/2022	Management	9	Yes	Elect Director A. Mark Zeffiro	For	For	For	For	A vote FOR all director nominees is warranted.
Atkore International Group Inc.	01/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Atkore International Group Inc.	01/27/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atlantic American Corporation	05/24/2022	Management	1	Yes	Elect Director Hilton H. Howell, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominees Hilton Howell Jr., Robin Howell and Scott Thompson for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/24/2022	Management	2	Yes	Elect Director Robin R. Howell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominees Hilton Howell Jr., Robin Howell and Scott Thompson for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/24/2022	Management	3	Yes	Elect Director Mark E. Preisinger	For	For	For	For	WITHHOLD votes are warranted for non-independent director nominees Hilton Howell Jr., Robin Howell and Scott Thompson for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/24/2022	Management	4	Yes	Elect Director Joseph M. Scheerer	For	For	For	For	WITHHOLD votes are warranted for non-independent director nominees Hilton Howell Jr., Robin Howell and Scott Thompson for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/24/2022	Management	5	Yes	Elect Director Scott G. Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominees Hilton Howell Jr., Robin Howell and Scott Thompson for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/24/2022	Management	6	Yes	Elect Director D. Keehn Wheeler	For	For	For	For	WITHHOLD votes are warranted for non-independent director nominees Hilton Howell Jr., Robin Howell and Scott Thompson for lack of a majority independent board and due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
Atlantic American Corporation	05/24/2022	Management	7	Yes	Ratify Dixon Hughes Goodman LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Atlantic American Corporation	05/24/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Atlantic American Corporation	05/24/2022	Management	9	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.72 percent is excessive. * The plan allows for company loans to participants for the exercise of stock options.
Atlantic Union Bankshares Corporation	05/03/2022	Management	1	Yes	Elect Director John C. Asbury	For	For	For	For	Votes AGAINST Daniel Hansen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/03/2022	Management	2	Yes	Elect Director Patrick E. Corbin	For	For	For	For	Votes AGAINST Daniel Hansen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/03/2022	Management	3	Yes	Elect Director Daniel I. Hansen	For	For	Against	Against	Votes AGAINST Daniel Hansen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/03/2022	Management	4	Yes	Elect Director Jan S. Hoover	For	For	For	For	Votes AGAINST Daniel Hansen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/03/2022	Management	5	Yes	Elect Director Thomas P. Rohman	For	For	For	For	Votes AGAINST Daniel Hansen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/03/2022	Management	6	Yes	Elect Director Thomas G. Snead, Jr.	For	For	For	For	Votes AGAINST Daniel Hansen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/03/2022	Management	7	Yes	Elect Director Ronald L. Tillett	For	For	For	For	Votes AGAINST Daniel Hansen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/03/2022	Management	8	Yes	Elect Director Keith L. Wampler	For	For	For	For	Votes AGAINST Daniel Hansen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/03/2022	Management	9	Yes	Elect Director F. Blair Wimbush	For	For	For	For	Votes AGAINST Daniel Hansen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/03/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Atlantic Union Bankshares Corporation	05/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	1	Yes	Elect Director Charles F. Bolden, Jr.	For	For	For	For	Votes FOR the director nominees are warranted.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	2	Yes	Elect Director Walter G. Borst	For	For	For	For	Votes FOR the director nominees are warranted.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	3	Yes	Elect Director Raymond L. Conner	For	For	For	For	Votes FOR the director nominees are warranted.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	4	Yes	Elect Director John W. Dietrich	For	For	For	For	Votes FOR the director nominees are warranted.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	5	Yes	Elect Director Beverly K. Goulet	For	For	For	For	Votes FOR the director nominees are warranted.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	6	Yes	Elect Director Bobby J. Griffin	For	For	For	For	Votes FOR the director nominees are warranted.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	7	Yes	Elect Director Duncan J. McNabb	For	For	For	For	Votes FOR the director nominees are warranted.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	8	Yes	Elect Director Sheila A. Stamps	For	For	For	For	Votes FOR the director nominees are warranted.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	9	Yes	Elect Director George A. Willis	For	For	For	For	Votes FOR the director nominees are warranted.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	10	Yes	Elect Director Carol J. Zierhoffer	For	For	For	For	Votes FOR the director nominees are warranted.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ATN International, Inc.	06/07/2022	Management	1	Yes	Elect Director Bernard J. Bulkin	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/07/2022	Management	2	Yes	Elect Director James S. Eisenstein	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/07/2022	Management	3	Yes	Elect Director Richard J. Ganong	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/07/2022	Management	4	Yes	Elect Director April V. Henry	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/07/2022	Management	5	Yes	Elect Director Pamela F. Lenehan	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/07/2022	Management	6	Yes	Elect Director Liane J. Pelletier	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/07/2022	Management	7	Yes	Elect Director Michael T. Prior	For	For	For	For	A vote FOR the director nominees is warranted.
ATN International, Inc.	06/07/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atreca, Inc.	06/08/2022	Management	1	Yes	Elect Director Kristine M. Ball	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees John Orwin, Kristine Ball, and Franklin Berger are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Franklin Berger are warranted for serving as a director on more than four public company boards.
Atreca, Inc.	06/08/2022	Management	2	Yes	Elect Director Franklin Berger	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees John Orwin, Kristine Ball, and Franklin Berger are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Franklin Berger are warranted for serving as a director on more than four public company boards.
Atreca, Inc.	06/08/2022	Management	3	Yes	Elect Director John A. Orwin	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees John Orwin, Kristine Ball, and Franklin Berger are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Franklin Berger are warranted for serving as a director on more than four public company boards.
Atreca, Inc.	06/08/2022	Management	4	Yes	Ratify WithumSmith+Brown, PC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
AtriCure, Inc.	05/25/2022	Management	1	Yes	Elect Director Michael H. Carrel	For	For	For	For	Votes AGAINST Mark Collar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AtriCure, Inc.	05/25/2022	Management	2	Yes	Elect Director Mark A. Collar	For	For	Against	Against	Votes AGAINST Mark Collar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AtriCure, Inc.	05/25/2022	Management	3	Yes	Elect Director Regina E. Groves	For	For	For	For	Votes AGAINST Mark Collar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	
						Recommendation	Recommendation	Recommendation		
Voting Policy Rationale										
AtriCure, Inc.	05/25/2022	Management	4	Yes	Elect Director B. Kristine Johnson	For	For	For	For	Votes AGAINST Mark Collar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AtriCure, Inc.	05/25/2022	Management	5	Yes	Elect Director Karen N. Prange	For	For	For	For	Votes AGAINST Mark Collar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AtriCure, Inc.	05/25/2022	Management	6	Yes	Elect Director Deborah H. Telman	For	For	For	For	Votes AGAINST Mark Collar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AtriCure, Inc.	05/25/2022	Management	7	Yes	Elect Director Sven A. Wehrwein	For	For	For	For	Votes AGAINST Mark Collar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AtriCure, Inc.	05/25/2022	Management	8	Yes	Elect Director Robert S. White	For	For	For	For	Votes AGAINST Mark Collar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AtriCure, Inc.	05/25/2022	Management	9	Yes	Elect Director Maggie Yuen	For	For	For	For	Votes AGAINST Mark Collar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AtriCure, Inc.	05/25/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AtriCure, Inc.	05/25/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AtriCure, Inc.	05/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Autoliv, Inc.	05/10/2022	Management	1	Yes	Elect Director Mikael Bratt	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	2	Yes	Elect Director Laurie Bråås	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	3	Yes	Elect Director Jan Carlsson	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	4	Yes	Elect Director Hasse Johansson	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	5	Yes	Elect Director Leif Johansson	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	6	Yes	Elect Director Franz-Josef Kortum	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	7	Yes	Elect Director Frederic Lissalde	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	8	Yes	Elect Director Min Liu	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	9	Yes	Elect Director Xiaozhi Liu	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	10	Yes	Elect Director Martin Lundstedt	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	11	Yes	Elect Director Thaddeus J. "Ted" Senko	For	For	For	For	A vote FOR the director nominees is warranted.
Autoliv, Inc.	05/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Autoliv, Inc.	05/10/2022	Management	13	Yes	Ratify Ernst & Young AB as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoNation, Inc.	04/20/2022	Management	1	Yes	Elect Director Rick L. Burdick	For	For	Against	Against	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	2	Yes	Elect Director David B. Edelson	For	For	Against	Against	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	3	Yes	Elect Director Steven L. Gerard	For	For	For	For	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	4	Yes	Elect Director Robert R. Grusky	For	For	Against	Against	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	5	Yes	Elect Director Norman K. Jenkins	For	For	For	For	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	6	Yes	Elect Director Lisa Lutoff-Perlo	For	For	For	For	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	7	Yes	Elect Director Michael Manley	For	For	For	For	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	8	Yes	Elect Director G. Mike Mikan	For	For	Against	Against	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	9	Yes	Elect Director Jacqueline A. Travisano	For	For	For	For	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoNation, Inc.	04/20/2022	Shareholder	11	Yes	Provide Right to Call Special Meetings	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Since the company has already adopted a special meeting right for shareholders with the same ownership threshold requested by the proponent, the proposal appears to be unnecessary.
Avanos Medical, Inc.	04/28/2022	Management	1	Yes	Elect Director Gary D. Blackford	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/28/2022	Management	2	Yes	Elect Director John P. Byrnes	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/28/2022	Management	3	Yes	Elect Director Patrick J. O'Leary	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/28/2022	Management	4	Yes	Elect Director Maria Sainz	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/28/2022	Management	5	Yes	Elect Director Julie Shimer	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/28/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avanos Medical, Inc.	04/28/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as the quantitative disconnect is mitigated for the year under review. In particular, the STI plan was based on pre-set, objective measures, and below target payouts were aligned with performance. Moreover, the committee reintroduced performance-contingent equity for the 2021 LTI awards and closing cycle PRSUs were forfeited, consistent with negative shareholder outcomes over the longer-term.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	1	Yes	Elect Director Michael Bailey	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Bate and Anthony (Tony) Evnin are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kenneth (Ken) Bate are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	2	Yes	Elect Director Kenneth Bate	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth (Ken) Bate and Anthony (Tony) Evnin are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kenneth (Ken) Bate are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	3	Yes	Elect Director Kevin Cullen	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Bate and Anthony (Tony) Evnin are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kenneth (Ken) Bate are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	4	Yes	Elect Director Corinne Epperly	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Bate and Anthony (Tony) Evnin are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kenneth (Ken) Bate are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	
Voting Policy Rationale										
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	5	Yes	Elect Director Anthony Evnin	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth (Ken) Bate and Anthony (Tony) Evnin are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kenneth (Ken) Bate are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	6	Yes	Elect Director Gregory Mayes	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Bate and Anthony (Tony) Evnin are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kenneth (Ken) Bate are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	7	Yes	Elect Director Scarlett Spring	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Bate and Anthony (Tony) Evnin are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kenneth (Ken) Bate are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	8	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR the proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.71 percent is excessive. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	10	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: " The purchase price is reasonable. " The shares reserved is relatively conservative, and " The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avient Corporation	05/12/2022	Management	1	Yes	Elect Director Robert E. Abernathy	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	2	Yes	Elect Director Richard H. Fearon	For	For	Withhold	Withhold	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	3	Yes	Elect Director Gregory J. Goff	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	4	Yes	Elect Director Neil Green	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	5	Yes	Elect Director William R. Jellison	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	6	Yes	Elect Director Sandra Beach Lin	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	7	Yes	Elect Director Kim Ann Mink	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	8	Yes	Elect Director Ernest Nicolas	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	9	Yes	Elect Director Robert M. Patterson	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	10	Yes	Elect Director Kerry J. Preete	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	11	Yes	Elect Director Patricia Verduin	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	12	Yes	Elect Director William A. Wulfsohn	For	For	For	For	WITHHOLD votes for Richard Fearon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/12/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Avient Corporation	05/12/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avista Corporation	05/12/2022	Management	1	Yes	Elect Director Julie A. Bentz	For	For	For	For	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	2	Yes	Elect Director Kristianne Blake	For	For	Against	Against	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	3	Yes	Elect Director Donald C. Burke	For	For	For	For	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	4	Yes	Elect Director Rebecca A. Klein	For	For	Against	Against	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	5	Yes	Elect Director Sena M. Kwawu	For	For	For	For	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	6	Yes	Elect Director Scott H. Maw	For	For	For	For	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	7	Yes	Elect Director Scott L. Morris	For	For	For	For	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	8	Yes	Elect Director Jeffrey L. Phillips	For	For	For	For	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	9	Yes	Elect Director Heidi B. Stanley	For	For	Against	Against	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	10	Yes	Elect Director Dennis P. Vermillion	For	For	For	For	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	11	Yes	Elect Director Janet D. Widmann	For	For	For	For	Votes AGAINST Kristianne Blake, Rebecca (Becky) Klein and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/12/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avista Corporation	05/12/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Aware, Inc.	06/15/2022	Management	1	Yes	Elect Director Brent P. Johnstone	For	For	For	For	WITHHOLD votes for John Stafford III are warranted for serving as a non-independent member of a key board committee. A vote FOR Brent P. Johnstone is warranted.
Aware, Inc.	06/15/2022	Management	2	Yes	Elect Director John S. Stafford, III	For	For	Withhold	Withhold	WITHHOLD votes for John Stafford III are warranted for serving as a non-independent member of a key board committee. A vote FOR Brent P. Johnstone is warranted.
Aware, Inc.	06/15/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the unmitigated pay-for-performance misalignment. The CEO's pay was high due to outsized awards which were entirely time-vesting.
Aware, Inc.	06/15/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axalta Coating Systems Ltd.	06/08/2022	Management	1	Yes	Elect Director Robert W. Bryant	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	2	Yes	Elect Director Steven M. Chapman	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	3	Yes	Elect Director William M. Cook	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	4	Yes	Elect Director Tyrone M. Jordan	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	5	Yes	Elect Director Deborah J. Kissire	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	6	Yes	Elect Director Elizabeth C. Lempres	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	7	Yes	Elect Director Robert M. McLaughlin	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	8	Yes	Elect Director Rakesh Sachdev	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	9	Yes	Elect Director Samuel L. Smolik	For	For	For	For	A vote FOR all director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Axalta Coating Systems Ltd.	06/08/2022	Management	10	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years and the non-auditing consulting fees represent more than 25 percent of total fees paid.
Axalta Coating Systems Ltd.	06/08/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Axcelis Technologies, Inc.	05/10/2022	Management	1	Yes	Elect Director Tzu-Yin "TY" Chiu	For	For	For	For	A vote FOR all director nominees is warranted.
Axcelis Technologies, Inc.	05/10/2022	Management	2	Yes	Elect Director Richard J. Faubert	For	For	For	For	A vote FOR all director nominees is warranted.
Axcelis Technologies, Inc.	05/10/2022	Management	3	Yes	Elect Director Arthur L. George, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Axcelis Technologies, Inc.	05/10/2022	Management	4	Yes	Elect Director Joseph P. Keithley	For	For	For	For	A vote FOR all director nominees is warranted.
Axcelis Technologies, Inc.	05/10/2022	Management	5	Yes	Elect Director John T. Kurtzweil	For	For	For	For	A vote FOR all director nominees is warranted.
Axcelis Technologies, Inc.	05/10/2022	Management	6	Yes	Elect Director Mary G. Puma	For	For	For	For	A vote FOR all director nominees is warranted.
Axcelis Technologies, Inc.	05/10/2022	Management	7	Yes	Elect Director Jeanne Quirk	For	For	For	For	A vote FOR all director nominees is warranted.
Axcelis Technologies, Inc.	05/10/2022	Management	8	Yes	Elect Director Thomas St. Dennis	For	For	For	For	A vote FOR all director nominees is warranted.
Axcelis Technologies, Inc.	05/10/2022	Management	9	Yes	Elect Director Jorge Tlinter	For	For	For	For	A vote FOR all director nominees is warranted.
Axcelis Technologies, Inc.	05/10/2022	Management	10	Yes	Elect Director Dipi Vachani	For	For	For	For	A vote FOR all director nominees is warranted.
Axcelis Technologies, Inc.	05/10/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axcelis Technologies, Inc.	05/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Axcella Health Inc.	05/19/2022	Management	1	Yes	Elect Director William R. Hinshaw, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees William (Bill) Hinshaw Jr. and Catherine (Cathy) Sohn are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Martin Hendrix is warranted.
Axcella Health Inc.	05/19/2022	Management	2	Yes	Elect Director Martin Hendrix	For	For	For	For	WITHHOLD votes for incumbent director nominees William (Bill) Hinshaw Jr. and Catherine (Cathy) Sohn are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Martin Hendrix is warranted.
Axcella Health Inc.	05/19/2022	Management	3	Yes	Elect Director Catherine Angell Sohn	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees William (Bill) Hinshaw Jr. and Catherine (Cathy) Sohn are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Martin Hendrix is warranted.
Axcella Health Inc.	05/19/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axis Capital Holdings Limited	05/05/2022	Management	1	Yes	Elect Director Albert A. Benchimol	For	For	For	For	Votes AGAINST Henry Smith are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Axis Capital Holdings Limited	05/05/2022	Management	2	Yes	Elect Director Anne Melissa Dowling	For	For	For	For	Votes AGAINST Henry Smith are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Axis Capital Holdings Limited	05/05/2022	Management	3	Yes	Elect Director Henry B. Smith	For	For	Against	Against	Votes AGAINST Henry Smith are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Axis Capital Holdings Limited	05/05/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received an excessive housing-related perquisite and related gross ups.
Axis Capital Holdings Limited	05/05/2022	Management	5	Yes	Approve Deloitte Ltd., Hamilton, Bermuda as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal is warranted given the auditor does not raise any exceptional issues, as the auditor is independent, non-audit fees are reasonable relative to total fees, and there is no reason to believe the auditor has rendered an inaccurate opinion or engaged in poor accounting practices.
Axonics, Inc.	05/25/2022	Management	1	Yes	Elect Director Michael H. Carrel	For	For	For	For	A vote FOR all director nominees is warranted.
Axonics, Inc.	05/25/2022	Management	2	Yes	Elect Director Raymond W. Cohen	For	For	For	For	A vote FOR all director nominees is warranted.
Axonics, Inc.	05/25/2022	Management	3	Yes	Elect Director David M. Demski	For	For	For	For	A vote FOR all director nominees is warranted.
Axonics, Inc.	05/25/2022	Management	4	Yes	Elect Director Jane E. Kiernan	For	For	For	For	A vote FOR all director nominees is warranted.
Axonics, Inc.	05/25/2022	Management	5	Yes	Elect Director Esteban Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
Axonics, Inc.	05/25/2022	Management	6	Yes	Elect Director Robert E. McNamara	For	For	For	For	A vote FOR all director nominees is warranted.
Axonics, Inc.	05/25/2022	Management	7	Yes	Elect Director Nancy Snyderman	For	For	For	For	A vote FOR all director nominees is warranted.
Axonics, Inc.	05/25/2022	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Axonics, Inc.	05/25/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Axonics, Inc.	05/25/2022	Management	10	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares of common stock is reasonable.
Axonics, Inc.	05/25/2022	Management	11	Yes	Eliminate Supermajority Voting Provisions	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Axonics, Inc.	05/25/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AXT, Inc.	05/19/2022	Management	1	Yes	Elect Director Christine Russell	For	For	For	For	A vote FOR director nominee Christine Russell is warranted.
AXT, Inc.	05/19/2022	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AXT, Inc.	05/19/2022	Management	3	Yes	Ratify BPM LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Azenta, Inc.	01/24/2022	Management	1	Yes	Elect Director Frank E. Casal	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	2	Yes	Elect Director Robyn C. Davis	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	3	Yes	Elect Director Joseph R. Martin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	4	Yes	Elect Director Erica J. McLaughlin	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	5	Yes	Elect Director Krishna G. Palepu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	6	Yes	Elect Director Michael Rosenblatt	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	7	Yes	Elect Director Stephen S. Schwartz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	8	Yes	Elect Director Alfred Woollacott, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Azentia, Inc.	01/24/2022	Management	9	Yes	Elect Director Mark S. Wrighton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azentia, Inc.	01/24/2022	Management	10	Yes	Elect Director Ellen M. Zane	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azentia, Inc.	01/24/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Azentia, Inc.	01/24/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Badger Meter, Inc.	04/29/2022	Management	1	Yes	Elect Director Todd A. Adams	For	For	For	For	WITHHOLD votes for Gale Klappa are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Badger Meter, Inc.	04/29/2022	Management	2	Yes	Elect Director Kenneth C. Bockhorst	For	For	For	For	WITHHOLD votes for Gale Klappa are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Badger Meter, Inc.	04/29/2022	Management	3	Yes	Elect Director Henry F. Brooks	For	For	For	For	WITHHOLD votes for Gale Klappa are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Badger Meter, Inc.	04/29/2022	Management	4	Yes	Elect Director Melanie K. Cook	For	For	For	For	WITHHOLD votes for Gale Klappa are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Badger Meter, Inc.	04/29/2022	Management	5	Yes	Elect Director Gale E. Klappa	For	For	Withhold	Withhold	WITHHOLD votes for Gale Klappa are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Badger Meter, Inc.	04/29/2022	Management	6	Yes	Elect Director James W. McGill	For	For	For	For	WITHHOLD votes for Gale Klappa are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Badger Meter, Inc.	04/29/2022	Management	7	Yes	Elect Director Tessa M. Myers	For	For	For	For	WITHHOLD votes for Gale Klappa are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Badger Meter, Inc.	04/29/2022	Management	8	Yes	Elect Director James F. Stern	For	For	For	For	WITHHOLD votes for Gale Klappa are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Badger Meter, Inc.	04/29/2022	Management	9	Yes	Elect Director Glen E. Tellock	For	For	For	For	WITHHOLD votes for Gale Klappa are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Badger Meter, Inc.	04/29/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Badger Meter, Inc.	04/29/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Badger Meter, Inc.	04/29/2022	Shareholder	12	Yes	Report on Achieving Racial Equity on the Board of Directors	Against	Against	For	For	A vote FOR this proposal is warranted, as it would further strengthen the company's commitment towards increasing board diversity and enable shareholders to better assess the effectiveness of the company's diversity initiatives and policies.
Balchem Corporation	06/23/2022	Management	1	Yes	Elect Director Kathleen Fish	For	For	For	For	WITHHOLD votes for non-independent nominee Theodore (Ted) Harris are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Balchem Corporation	06/23/2022	Management	2	Yes	Elect Director Theodore Harris	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Theodore (Ted) Harris are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Balchem Corporation	06/23/2022	Management	3	Yes	Elect Director Matthew Wineinger	For	For	For	For	WITHHOLD votes for non-independent nominee Theodore (Ted) Harris are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Balchem Corporation	06/23/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Balchem Corporation	06/23/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Banc of California, Inc.	05/12/2022	Management	1	Yes	Elect Director James A. "Conan" Barker	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	2	Yes	Elect Director Mary A. Curran	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	3	Yes	Elect Director Shannon F. Eusey	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	4	Yes	Elect Director Bonnie G. Hill	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	5	Yes	Elect Director Denis P. Kalscheur	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	6	Yes	Elect Director Richard J. Lashley	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	7	Yes	Elect Director Vania E. Schlogel	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	8	Yes	Elect Director Jonah F. Schnel	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	9	Yes	Elect Director Robert D. Szniewais	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	10	Yes	Elect Director Andrew Thau	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	11	Yes	Elect Director Jared M. Wolff	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/12/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Banc of California, Inc.	05/12/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Bank of Hawaii Corporation	04/29/2022	Management	1	Yes	Elect Director S. Haunani Apoliona	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	2	Yes	Elect Director Mark A. Burak	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	3	Yes	Elect Director John C. Erickson	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	4	Yes	Elect Director Joshua D. Feldman	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	5	Yes	Elect Director Peter S. Ho	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	6	Yes	Elect Director Michelle E. Hulst	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	7	Yes	Elect Director Kent T. Lucien	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	8	Yes	Elect Director Elliot K. Mills	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bank of Hawaii Corporation	04/29/2022	Management	9	Yes	Elect Director Alicia E. Moy	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	10	Yes	Elect Director Victor K. Nichols	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	11	Yes	Elect Director Barbara J. Tanabe	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	12	Yes	Elect Director Dana M. Tokioka	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	13	Yes	Elect Director Raymond P. Vara, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	14	Yes	Elect Director Robert W. Wo	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Bank of Hawaii Corporation	04/29/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bank of Marin Bancorp	05/10/2022	Management	1	Yes	Elect Director Nicolas C. Anderson	For	For	For	For	WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDewitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDewitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDewitt Jr., Sanjiv Sanghvi, Joel Sklar, and Secil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/10/2022	Management	2	Yes	Elect Director Russell A. Colombo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDewitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDewitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDewitt Jr., Sanjiv Sanghvi, Joel Sklar, and Secil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/10/2022	Management	3	Yes	Elect Director Charles D. Fite	For	For	For	For	WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDewitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDewitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDewitt Jr., Sanjiv Sanghvi, Joel Sklar, and Secil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/10/2022	Management	4	Yes	Elect Director James C. Hale	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDewitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDewitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDewitt Jr., Sanjiv Sanghvi, Joel Sklar, and Secil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/10/2022	Management	5	Yes	Elect Director Robert Heller	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDewitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDewitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDewitt Jr., Sanjiv Sanghvi, Joel Sklar, and Secil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/10/2022	Management	6	Yes	Elect Director Kevin R. Kennedy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDewitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDewitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDewitt Jr., Sanjiv Sanghvi, Joel Sklar, and Secil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/10/2022	Management	7	Yes	Elect Director William H. McDewitt, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDewitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDewitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDewitt Jr., Sanjiv Sanghvi, Joel Sklar, and Secil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/10/2022	Management	8	Yes	Elect Director Timothy D. Myers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDewitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDewitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDewitt Jr., Sanjiv Sanghvi, Joel Sklar, and Secil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Bank of Marin Bancorp	05/10/2022	Management	9	Yes	Elect Director Sanjiv S. Sanghi	For	Withhold	Withhold	Withhold
					WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDevitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDevitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDevitt Jr., Sanjiv Sanghi, Joel Sklar, and Cecil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.				
Bank of Marin Bancorp	05/10/2022	Management	10	Yes	Elect Director Joel Sklar	For	Withhold	Withhold	Withhold
					WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDevitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDevitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDevitt Jr., Sanjiv Sanghi, Joel Sklar, and Cecil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.				
Bank of Marin Bancorp	05/10/2022	Management	11	Yes	Elect Director Brian M. Sobel	For	Withhold	Withhold	Withhold
					WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDevitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDevitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDevitt Jr., Sanjiv Sanghi, Joel Sklar, and Cecil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.				
Bank of Marin Bancorp	05/10/2022	Management	12	Yes	Elect Director Cecil Tabli Watson	For	Withhold	Withhold	Withhold
					WITHHOLD votes for non-independent nominees Brian Sobel, Timothy (Tim) Myers, Russell Colombo, Robert Heller, William McDevitt Jr. and Joel Sklar are warranted for lack of a majority independent board. WITHHOLD votes for Brian Sobel, Robert Heller, William McDevitt Jr. and Joel Sklar are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees, Brian Sobel, Russell Colombo, James (Jim) Hale III, Robert Heller, Kevin Kennedy, William McDevitt Jr., Sanjiv Sanghi, Joel Sklar, and Cecil Tabli Watson are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. A vote FOR the remaining director nominees is warranted.				
Bank of Marin Bancorp	05/10/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Bank of Marin Bancorp	05/10/2022	Management	14	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against
Bank OZK	05/16/2022	Management	1	Yes	Elect Director Nicholas Brown	For	For	For	For
Bank OZK	05/16/2022	Management	2	Yes	Elect Director Paula Cholmondeley	For	For	For	For
Bank OZK	05/16/2022	Management	3	Yes	Elect Director Beverly Cole	For	For	For	For
Bank OZK	05/16/2022	Management	4	Yes	Elect Director Robert East	For	For	Against	Against
Bank OZK	05/16/2022	Management	5	Yes	Elect Director Kathleen Franklin	For	For	For	For
Bank OZK	05/16/2022	Management	6	Yes	Elect Director Jeffrey Gearhart	For	For	For	For
Bank OZK	05/16/2022	Management	7	Yes	Elect Director George Gleason	For	For	For	For
Bank OZK	05/16/2022	Management	8	Yes	Elect Director Peter Kenny	For	For	For	For
Bank OZK	05/16/2022	Management	9	Yes	Elect Director William A. Koefoed, Jr.	For	For	For	For
Bank OZK	05/16/2022	Management	10	Yes	Elect Director Christopher Orndorff	For	For	For	For
Bank OZK	05/16/2022	Management	11	Yes	Elect Director Steven Sadoff	For	For	For	For
Bank OZK	05/16/2022	Management	12	Yes	Elect Director Ross Whipple	For	For	For	For
Bank OZK	05/16/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For
Bank OZK	05/16/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
BankFinancial Corporation	05/27/2022	Management	1	Yes	Elect Director John M. Hausmann	For	Withhold	Withhold	Withhold
					WITHHOLD votes are warranted for incumbent director nominees Glen Wherfel and John Hausmann for the following reasons: " A material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws; " Lack of a majority independent board; and " Serving as non-independent members of a key board committee.				
BankFinancial Corporation	05/27/2022	Management	2	Yes	Elect Director Glen R. Wherfel	For	Withhold	Withhold	Withhold
					WITHHOLD votes are warranted for incumbent director nominees Glen Wherfel and John Hausmann for the following reasons: " A material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws; " Lack of a majority independent board; and " Serving as non-independent members of a key board committee.				
BankFinancial Corporation	05/27/2022	Management	3	Yes	Ratify RSM US LLP as Auditors	For	For	For	For
					A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.				
BankFinancial Corporation	05/27/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
					The 2021 say-on-pay proposal received low support from shareholders. The company failed to provide details regarding its engagement with shareholders and shareholder feedback; however, meaningful changes were made in the executive compensation program. As such, the compensation committee demonstrated limited responsiveness following last year's low say-on-pay support. Accordingly, a cautious vote FOR this proposal is warranted.				
Bankwell Financial Group, Inc.	05/25/2022	Management	1	Yes	Elect Director George P. Bauer	For	For	For	For
					WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.				
Bankwell Financial Group, Inc.	05/25/2022	Management	2	Yes	Elect Director Gail E.D. Brathwaite	For	For	For	For
					WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.				

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bankwell Financial Group, Inc.	05/25/2022	Management	3	Yes	Elect Director Richard E. Castiglioni	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/25/2022	Management	4	Yes	Elect Director Eric J. Dale	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/25/2022	Management	5	Yes	Elect Director Darryl Demos	For	For	For	For	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/25/2022	Management	6	Yes	Elect Director Blake S. Drexler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/25/2022	Management	7	Yes	Elect Director James M. Garnett, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/25/2022	Management	8	Yes	Elect Director Christopher R. Gruseke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/25/2022	Management	9	Yes	Elect Director Todd Lampert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/25/2022	Management	10	Yes	Elect Director Victor S. Liss	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/25/2022	Management	11	Yes	Elect Director Carl M. Porto	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/25/2022	Management	12	Yes	Elect Director Lawrence B. Seidman	For	For	For	For	WITHHOLD votes for non-independent nominees Blake Drexler, Christopher Gruseke, Eric Dale, Todd Lampert, Victor Liss and Carl Porto are warranted for lack of a majority independent board. WITHHOLD votes for Eric Dale, Todd Lampert, Victor Liss and Carl Porto are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Richard Castiglioni, Eric Dale, Todd Lampert, and Victor Liss are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/25/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, the pay-for-performance misalignment is not mitigated given that there is poor disclosure under the bonus plan and equity awards lack disclosed performance criteria. Concerns are also raised with respect to the excessive severance provision in the CEO's employment agreement, as well as the provision for single-trigger vesting of equity upon a change in control.
Bankwell Financial Group, Inc.	05/25/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan provides for single-trigger vesting of awards in the event of a change-in-control. * The plan contains an evergreen feature.
Bankwell Financial Group, Inc.	05/25/2022	Management	15	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Banner Corporation	05/18/2022	Management	1	Yes	Elect Director Ellen R.M. Boyer	For	For	For	For	A vote FOR all director nominees is warranted.
Banner Corporation	05/18/2022	Management	2	Yes	Elect Director Connie R. Collinsworth	For	For	For	For	A vote FOR all director nominees is warranted.
Banner Corporation	05/18/2022	Management	3	Yes	Elect Director John Pedersen	For	For	For	For	A vote FOR all director nominees is warranted.
Banner Corporation	05/18/2022	Management	4	Yes	Elect Director Margot J. Copeland	For	For	For	For	A vote FOR all director nominees is warranted.
Banner Corporation	05/18/2022	Management	5	Yes	Elect Director Paul J. Walsh	For	For	For	For	A vote FOR all director nominees is warranted.
Banner Corporation	05/18/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Banner Corporation	05/18/2022	Management	7	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Banner Corporation	05/18/2022	Management	8	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Bar Harbor Bankshares	05/17/2022	Management	1	Yes	Elect Director Daina H. Belair	For	For	For	For	Votes AGAINST non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith and Scott Toothaker are warranted for lack of a majority independent board. Votes AGAINST David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bar Harbor Bankshares	05/17/2022	Management	2	Yes	Elect Director Matthew L. Caras	For	For	For	For
Bar Harbor Bankshares	05/17/2022	Management	3	Yes	Elect Director David M. Colter	For	For	For	For
Bar Harbor Bankshares	05/17/2022	Management	4	Yes	Elect Director Steven H. Dimick	For	For	For	For
Bar Harbor Bankshares	05/17/2022	Management	5	Yes	Elect Director Martha T. Dudman	For	For	Withhold	Withhold
Bar Harbor Bankshares	05/17/2022	Management	6	Yes	Elect Director Lauri E. Fernald	For	For	Withhold	Withhold
Bar Harbor Bankshares	05/17/2022	Management	7	Yes	Elect Director Debra B. Miller	For	For	For	For
Bar Harbor Bankshares	05/17/2022	Management	8	Yes	Elect Director Brendan J. O'Halloran	For	For	For	For
Bar Harbor Bankshares	05/17/2022	Management	9	Yes	Elect Director Curtis C. Simard	For	For	Withhold	Withhold
Bar Harbor Bankshares	05/17/2022	Management	10	Yes	Elect Director Kenneth E. Smith	For	For	Withhold	Withhold
Bar Harbor Bankshares	05/17/2022	Management	11	Yes	Elect Director Scott G. Toothaker	For	For	Withhold	Withhold
Bar Harbor Bankshares	05/17/2022	Management	12	Yes	Elect Director David B. Woodside	For	For	Withhold	Withhold
Bar Harbor Bankshares	05/17/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Bar Harbor Bankshares	05/17/2022	Management	14	Yes	Ratify RSM US LLP as Auditors	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	1	Yes	Elect Director Thomas O. Barnes	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	2	Yes	Elect Director Elijah K. Barnes	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	3	Yes	Elect Director Patrick J. Dempsey	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	4	Yes	Elect Director Jakki L. Haussler	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	5	Yes	Elect Director Richard J. Hipple	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	6	Yes	Elect Director Thomas J. Hook	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	7	Yes	Elect Director Daphne E. Jones	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	8	Yes	Elect Director Mylle H. Mangum	For	For	Against	Against
Barnes Group Inc.	05/06/2022	Management	9	Yes	Elect Director Hans-Peter Manner	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	10	Yes	Elect Director Anthony V. Nicolosi	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	11	Yes	Elect Director JoAnna L. Sohovich	For	For	For	For
Barnes Group Inc.	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against
Barnes Group Inc.	05/06/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditor	For	For	Against	Against
Barrett Business Services, Inc.	06/07/2022	Management	1	Yes	Elect Director Thomas J. Carley	For	For	Against	Against
Barrett Business Services, Inc.	06/07/2022	Management	2	Yes	Elect Director Thomas B. Cusick	For	For	For	For



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Barrett Business Services, Inc.	06/07/2022	Management	3	Yes	Elect Director Jon L. Justesen	For	For	Against	Against	Votes AGAINST non-independent nominees Anthony Meeker, Gary Kramer, Thomas Carley and Jon Justesen are warranted for lack of a majority independent board. Votes AGAINST Anthony Meeker, Thomas Carley and Jon Justesen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/07/2022	Management	4	Yes	Elect Director Gary E. Kramer	For	For	Against	Against	Votes AGAINST non-independent nominees Anthony Meeker, Gary Kramer, Thomas Carley and Jon Justesen are warranted for lack of a majority independent board. Votes AGAINST Anthony Meeker, Thomas Carley and Jon Justesen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/07/2022	Management	5	Yes	Elect Director Anthony Meeker	For	For	Against	Against	Votes AGAINST non-independent nominees Anthony Meeker, Gary Kramer, Thomas Carley and Jon Justesen are warranted for lack of a majority independent board. Votes AGAINST Anthony Meeker, Thomas Carley and Jon Justesen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/07/2022	Management	6	Yes	Elect Director Carla A. Moradi	For	For	For	For	Votes AGAINST non-independent nominees Anthony Meeker, Gary Kramer, Thomas Carley and Jon Justesen are warranted for lack of a majority independent board. Votes AGAINST Anthony Meeker, Thomas Carley and Jon Justesen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/07/2022	Management	7	Yes	Elect Director Alexandra Morehouse	For	For	For	For	Votes AGAINST non-independent nominees Anthony Meeker, Gary Kramer, Thomas Carley and Jon Justesen are warranted for lack of a majority independent board. Votes AGAINST Anthony Meeker, Thomas Carley and Jon Justesen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/07/2022	Management	8	Yes	Elect Director Vincent P. Price	For	For	For	For	Votes AGAINST non-independent nominees Anthony Meeker, Gary Kramer, Thomas Carley and Jon Justesen are warranted for lack of a majority independent board. Votes AGAINST Anthony Meeker, Thomas Carley and Jon Justesen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/07/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Barrett Business Services, Inc.	06/07/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Bassett Furniture Industries, Incorporated	03/09/2022	Management	1	Yes	Elect Director Emma S. Battle	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman and William Wampler Jr. are warranted for lack of a majority independent board.WITHHOLD votes for William Warden Jr., Kristina Cashman and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/09/2022	Management	2	Yes	Elect Director John R. Belk	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman and William Wampler Jr. are warranted for lack of a majority independent board.WITHHOLD votes for William Warden Jr., Kristina Cashman and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/09/2022	Management	3	Yes	Elect Director Kristina Cashman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman and William Wampler Jr. are warranted for lack of a majority independent board.WITHHOLD votes for William Warden Jr., Kristina Cashman and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/09/2022	Management	4	Yes	Elect Director Virginia W. Hamlet	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman and William Wampler Jr. are warranted for lack of a majority independent board.WITHHOLD votes for William Warden Jr., Kristina Cashman and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/09/2022	Management	5	Yes	Elect Director J. Walter McDowell	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman and William Wampler Jr. are warranted for lack of a majority independent board.WITHHOLD votes for William Warden Jr., Kristina Cashman and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/09/2022	Management	6	Yes	Elect Director Robert H. Spilman, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman and William Wampler Jr. are warranted for lack of a majority independent board.WITHHOLD votes for William Warden Jr., Kristina Cashman and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/09/2022	Management	7	Yes	Elect Director William C. Wampler, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman and William Wampler Jr. are warranted for lack of a majority independent board.WITHHOLD votes for William Warden Jr., Kristina Cashman and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/09/2022	Management	8	Yes	Elect Director William C. Warden, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman and William Wampler Jr. are warranted for lack of a majority independent board.WITHHOLD votes for William Warden Jr., Kristina Cashman and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/09/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bassett Furniture Industries, Incorporated	03/09/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Baycom Corp	06/21/2022	Management	1	Yes	Elect Director James S. Camp	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Lloyd Kendall Jr., James Camp, and Harpreet Chaudhary are warranted due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to how annual cash bonuses were determined, which is particularly concerning as payouts were above target. In addition, equity awards are entirely time-based. A vote FOR the remaining director nominees is warranted.
Baycom Corp	06/21/2022	Management	2	Yes	Elect Director Harpreet S. Chaudhary	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Lloyd Kendall Jr., James Camp, and Harpreet Chaudhary are warranted due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to how annual cash bonuses were determined, which is particularly concerning as payouts were above target. In addition, equity awards are entirely time-based. A vote FOR the remaining director nominees is warranted.
Baycom Corp	06/21/2022	Management	3	Yes	Elect Director Keary L. Colwell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Lloyd Kendall Jr., James Camp, and Harpreet Chaudhary are warranted due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to how annual cash bonuses were determined, which is particularly concerning as payouts were above target. In addition, equity awards are entirely time-based. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote	
Voting Policy Rationale										
Baycom Corp	06/21/2022	Management	4	Yes	Elect Director Rocco Davis	For	For	For	For	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Lloyd Kendall Jr., James Camp, and Harpreet Chaudhary are warranted due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to how annual cash bonuses were determined, which is particularly concerning as payouts were above target. In addition, equity awards are entirely time-based. A vote FOR the remaining director nominees is warranted.
Baycom Corp	06/21/2022	Management	5	Yes	Elect Director George J. Guarini	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Lloyd Kendall Jr., James Camp, and Harpreet Chaudhary are warranted due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to how annual cash bonuses were determined, which is particularly concerning as payouts were above target. In addition, equity awards are entirely time-based. A vote FOR the remaining director nominees is warranted.
Baycom Corp	06/21/2022	Management	6	Yes	Elect Director Lloyd W. Kendall, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Lloyd Kendall Jr., James Camp, and Harpreet Chaudhary are warranted due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to how annual cash bonuses were determined, which is particularly concerning as payouts were above target. In addition, equity awards are entirely time-based. A vote FOR the remaining director nominees is warranted.
Baycom Corp	06/21/2022	Management	7	Yes	Elect Director Janet L. King	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Lloyd Kendall Jr., James Camp, and Harpreet Chaudhary are warranted due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to how annual cash bonuses were determined, which is particularly concerning as payouts were above target. In addition, equity awards are entirely time-based. A vote FOR the remaining director nominees is warranted.
Baycom Corp	06/21/2022	Management	8	Yes	Elect Director Robert G. Laverne	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Lloyd Kendall Jr., James Camp, and Harpreet Chaudhary are warranted due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to how annual cash bonuses were determined, which is particularly concerning as payouts were above target. In addition, equity awards are entirely time-based. A vote FOR the remaining director nominees is warranted.
Baycom Corp	06/21/2022	Management	9	Yes	Elect Director Sylvia L. Magid	For	For	For	For	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Lloyd Kendall Jr., James Camp, and Harpreet Chaudhary are warranted due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to how annual cash bonuses were determined, which is particularly concerning as payouts were above target. In addition, equity awards are entirely time-based. A vote FOR the remaining director nominees is warranted.
Baycom Corp	06/21/2022	Management	10	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
BCB Bancorp, Inc.	04/28/2022	Management	1	Yes	Elect Director Judith Q. Bielan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Hogan, Judith Bielan and James Collins are warranted for lack of a majority independent board. WITHHOLD votes for Judith Bielan and James Collins are also warranted for serving as non-independent members of a key board committee. A vote FOR John Pulomena is warranted.
BCB Bancorp, Inc.	04/28/2022	Management	2	Yes	Elect Director James E. Collins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Hogan, Judith Bielan and James Collins are warranted for lack of a majority independent board. WITHHOLD votes for Judith Bielan and James Collins are also warranted for serving as non-independent members of a key board committee. A vote FOR John Pulomena is warranted.
BCB Bancorp, Inc.	04/28/2022	Management	3	Yes	Elect Director Mark D. Hogan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Hogan, Judith Bielan and James Collins are warranted for lack of a majority independent board. WITHHOLD votes for Judith Bielan and James Collins are also warranted for serving as non-independent members of a key board committee. A vote FOR John Pulomena is warranted.
BCB Bancorp, Inc.	04/28/2022	Management	4	Yes	Elect Director John Pulomena	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Hogan, Judith Bielan and James Collins are warranted for lack of a majority independent board. WITHHOLD votes for Judith Bielan and James Collins are also warranted for serving as non-independent members of a key board committee. A vote FOR John Pulomena is warranted.
BCB Bancorp, Inc.	04/28/2022	Management	5	Yes	Ratify Wolf & Company, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BCB Bancorp, Inc.	04/28/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control severance arrangements with its CEO that are payable without requiring a qualifying termination (i.e. single trigger), the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives, and the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. In addition, On Dec. 29, 2021, BCB Community Bank (the "Bank"), wholly owned banking subsidiary of the company, implemented a defined benefit supplemental executive retirement plan (the "SERP") for the benefit of Thomas Coughlin (president and CEO).
Beacon Roofing Supply, Inc.	02/18/2022	Management	1	Yes	Elect Director Philip W. Knisely	For	For	For	For	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	2	Yes	Elect Director Julian G. Francis	For	For	For	For	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	3	Yes	Elect Director Carl T. Berquist	For	For	For	For	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	4	Yes	Elect Director Barbara G. Fast	For	For	For	For	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	5	Yes	Elect Director Richard W. Frost	For	For	For	For	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.

B.1.a										
Company Name	Meeting Date	Proposal Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Beacon Roofing Supply, Inc.	02/18/2022	Management	6	Yes	Elect Director Alan Gershenhorn	For	For	Withhold	Withhold	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	7	Yes	Elect Director Robert M. McLaughlin	For	For	For	For	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	8	Yes	Elect Director Earl Newsome, Jr.	For	For	For	For	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	9	Yes	Elect Director Neil S. Novich	For	For	For	For	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	10	Yes	Elect Director Stuart A. Randle	For	For	Withhold	Withhold	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	11	Yes	Elect Director Nathan K. Sleeper	For	For	For	For	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	12	Yes	Elect Director Douglas L. Young	For	For	For	For	WITHHOLD votes for Stuart Randle are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Alan Gershenhorn are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Beacon Roofing Supply, Inc.	02/18/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Beacon Roofing Supply, Inc.	02/18/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.
Beasley Broadcast Group, Inc.	05/25/2022	Management	1	Yes	Elect Director Michael J. Fiorile	For	For	For	For	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, Brian Beasley and Allen Shaw are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Allen Shaw are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Beasley Broadcast Group, Inc.	05/25/2022	Management	2	Yes	Elect Director Allen B. Shaw	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, Brian Beasley and Allen Shaw are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Allen Shaw are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Beasley Broadcast Group, Inc.	05/25/2022	Management	3	Yes	Elect Director Brian E. Beasley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, Brian Beasley and Allen Shaw are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Allen Shaw are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Beasley Broadcast Group, Inc.	05/25/2022	Management	4	Yes	Elect Director Bruce G. Beasley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, Brian Beasley and Allen Shaw are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Allen Shaw are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Beasley Broadcast Group, Inc.	05/25/2022	Management	5	Yes	Elect Director Caroline Beasley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, Brian Beasley and Allen Shaw are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Allen Shaw are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Beasley Broadcast Group, Inc.	05/25/2022	Management	6	Yes	Elect Director Peter A. Bordes, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, Brian Beasley and Allen Shaw are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Allen Shaw are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Beasley Broadcast Group, Inc.	05/25/2022	Management	7	Yes	Elect Director Leslie Godridge	For	For	For	For	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, Brian Beasley and Allen Shaw are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Allen Shaw are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Beasley Broadcast Group, Inc.	05/25/2022	Management	8	Yes	Elect Director Gordon H. Smith	For	For	For	For	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, Brian Beasley and Allen Shaw are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Allen Shaw are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Beasley Broadcast Group, Inc.	05/25/2022	Management	9	Yes	Elect Director Charles M. Warfield, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, Brian Beasley and Allen Shaw are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Allen Shaw are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Beasley Broadcast Group, Inc.	05/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. Moreover, the company lacks several risk-mitigators and does not disclose any pre-set criteria for incentive compensation.
Beasley Broadcast Group, Inc.	05/25/2022	Management	11	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Beazer Homes USA, Inc.	02/02/2022	Management	1	Yes	Elect Director Elizabeth S. Acton	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/02/2022	Management	2	Yes	Elect Director Lloyd E. Johnson	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/02/2022	Management	3	Yes	Elect Director Allan P. Merrill	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/02/2022	Management	4	Yes	Elect Director Peter M. Orser	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/02/2022	Management	5	Yes	Elect Director Norma A. Provencio	For	For	Against	Against	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/02/2022	Management	6	Yes	Elect Director Danny R. Shepherd	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.



						Management	ISS	Voting Policy		
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	
										Voting Policy Rationale
Beazer Homes USA, Inc.	02/02/2022	Management	7	Yes	Elect Director David J. Spitz	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/02/2022	Management	8	Yes	Elect Director C. Christian Winkle	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/02/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Beazer Homes USA, Inc.	02/02/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Beazer Homes USA, Inc.	02/02/2022	Management	11	Yes	Amend Securities Transfer Restrictions Related to NOL Protective Amendment	For	For	For	For	A vote FOR this proposal is warranted. The proposed duration of the protective amendment is reasonable, and the value of the NOLs to be protected is material and could provide significant economic benefits to shareholders in the future.
Beazer Homes USA, Inc.	02/02/2022	Management	12	Yes	Adopt New NOL Rights Plan (NOL Pill)	For	For	For	For	A vote FOR this proposal is warranted given that the term of the NOL pill is reasonable, the value of the NOLs to be protected is material, and there is evidence suggesting that those NOLs will provide future economic benefit.
Belden Inc.	05/25/2022	Management	1	Yes	Elect Director David J. Aldrich	For	For	Against	Against	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2022	Management	2	Yes	Elect Director Lance C. Balk	For	For	Against	Against	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2022	Management	3	Yes	Elect Director Steven W. Berglund	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2022	Management	4	Yes	Elect Director Diane D. Brink	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2022	Management	5	Yes	Elect Director Judy L. Brown	For	For	Against	Against	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2022	Management	6	Yes	Elect Director Nancy Calderon	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2022	Management	7	Yes	Elect Director Jonathan C. Klein	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2022	Management	8	Yes	Elect Director Gregory J. McCray	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2022	Management	9	Yes	Elect Director Roel Vestjens	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Belden Inc.	05/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BellRing Brands, Inc.	02/11/2022	Management	1	Yes	Elect Director Chonda J. Nwamu	For	For	For	For	WITHHOLD votes for incumbent director nominee Robert (Rob) Vitale are warranted due to the following reasons: " The board failed to remove, or subject to a reasonable sunset requirement, the classified board, which adversely impacts shareholder rights;" The board unilaterally adopted exclusive forum bylaw provisions that restricts shareholder litigation arising under state corporate law to a single local court; and" He serves on more than two public boards while serving as a CEO of an outside company.A vote FOR remaining director nominee Chonda J. Nwamu is warranted.
BellRing Brands, Inc.	02/11/2022	Management	2	Yes	Elect Director Robert V. Vitale	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominee Robert (Rob) Vitale are warranted due to the following reasons: " The board failed to remove, or subject to a reasonable sunset requirement, the classified board, which adversely impacts shareholder rights;" The board unilaterally adopted exclusive forum bylaw provisions that restricts shareholder litigation arising under state corporate law to a single local court; and" He serves on more than two public boards while serving as a CEO of an outside company.A vote FOR remaining director nominee Chonda J. Nwamu is warranted.
BellRing Brands, Inc.	02/11/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BellRing Brands, Inc.	02/11/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid a significant tax gross-up for the CEO's personal use of aircraft.
BellRing Brands, Inc.	02/11/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Benchmark Electronics, Inc.	05/25/2022	Management	1	Yes	Elect Director David W. Scheible	For	For	For	For	Votes AGAINST Douglas (Doug) Duncan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/25/2022	Management	2	Yes	Elect Director Anne De Greef-Safft	For	For	For	For	Votes AGAINST Douglas (Doug) Duncan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/25/2022	Management	3	Yes	Elect Director Douglas G. Duncan	For	For	Against	Against	Votes AGAINST Douglas (Doug) Duncan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/25/2022	Management	4	Yes	Elect Director Robert K. Gifford	For	For	For	For	Votes AGAINST Douglas (Doug) Duncan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/25/2022	Management	5	Yes	Elect Director Ramesh Gopalakrishnan	For	For	For	For	Votes AGAINST Douglas (Doug) Duncan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/25/2022	Management	6	Yes	Elect Director Kenneth T. Lamneck	For	For	For	For	Votes AGAINST Douglas (Doug) Duncan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/25/2022	Management	7	Yes	Elect Director Jeffrey S. McCreary	For	For	For	For	Votes AGAINST Douglas (Doug) Duncan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/25/2022	Management	8	Yes	Elect Director Lynn A. Wentworth	For	For	For	For	Votes AGAINST Douglas (Doug) Duncan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/25/2022	Management	9	Yes	Elect Director Jeffrey W. Benck	For	For	For	For	Votes AGAINST Douglas (Doug) Duncan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Benchmark Electronics, Inc.	05/25/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Benchmark Electronics, Inc.	05/25/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Benefitfocus, Inc.	06/09/2022	Management	1	Yes	Elect Director Douglas A. Dennerline	For	For	For	For	A vote FOR all director nominees is warranted.
Benefitfocus, Inc.	06/09/2022	Management	2	Yes	Elect Director Alexander Lerner	For	For	For	For	A vote FOR all director nominees is warranted.
Benefitfocus, Inc.	06/09/2022	Management	3	Yes	Elect Director John J. Paik	For	For	For	For	A vote FOR all director nominees is warranted.
Benefitfocus, Inc.	06/09/2022	Management	4	Yes	Elect Director Coretha M. Rushing	For	For	For	For	A vote FOR all director nominees is warranted.
Benefitfocus, Inc.	06/09/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.35 percent is excessive. " The plan administrator may provide loans to exercise awards. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The company's burn rate is excessive.
Benefitfocus, Inc.	06/09/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. While a concern is raised with respect to performance awards vesting based on annual performance goals, a new CEO was appointed during fiscal 2021 and his pay primarily consisted of initial equity awards which are not expected to recur. In addition, short-term incentives are entirely performance based and half of long-term awards are performance-based.
Benefitfocus, Inc.	06/09/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	1	Yes	Elect Director Baye Adofo-Wilson	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	2	Yes	Elect Director David M. Brunelle	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	3	Yes	Elect Director Nina A. Chamley	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	4	Yes	Elect Director John B. Davies	For	For	Withhold	Withhold	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	5	Yes	Elect Director Mihir A. Desai	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	6	Yes	Elect Director William H. Hughes, III	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	7	Yes	Elect Director Jeffrey W. Kip	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	8	Yes	Elect Director Sylvia Maxfield	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	9	Yes	Elect Director Nitiin J. Mhatre	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	10	Yes	Elect Director Laurie Norton Moffatt	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	11	Yes	Elect Director Jonathan I. Shulman	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	12	Yes	Elect Director Michael A. Zaitzeff	For	For	For	For	WITHHOLD votes for John Davies are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	14	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Berry Corporation (bny)	05/25/2022	Management	1	Yes	Elect Director Cary Baetz	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Corporation (bny)	05/25/2022	Management	2	Yes	Elect Director Renee Hornbaker	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Corporation (bny)	05/25/2022	Management	3	Yes	Elect Director Anne Mariucci	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Corporation (bny)	05/25/2022	Management	4	Yes	Elect Director Don Paul	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Corporation (bny)	05/25/2022	Management	5	Yes	Elect Director Arthur 'Trem' Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Corporation (bny)	05/25/2022	Management	6	Yes	Elect Director Rajath Shourie	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Corporation (bny)	05/25/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Berry Corporation (bny)	05/25/2022	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The plan allows for company loans to officers for the exercise of awards. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
B.J's Wholesale Club Holdings, Inc.	06/16/2022	Management	1	Yes	Elect Director Chris Baldwin	For	For	For	For	A vote FOR the director nominees is warranted.
B.J's Wholesale Club Holdings, Inc.	06/16/2022	Management	2	Yes	Elect Director Darryl Brown	For	For	For	For	A vote FOR the director nominees is warranted.
B.J's Wholesale Club Holdings, Inc.	06/16/2022	Management	3	Yes	Elect Director Michelle Gloeckler	For	For	For	For	A vote FOR the director nominees is warranted.
B.J's Wholesale Club Holdings, Inc.	06/16/2022	Management	4	Yes	Elect Director Ken Parent	For	For	For	For	A vote FOR the director nominees is warranted.
B.J's Wholesale Club Holdings, Inc.	06/16/2022	Management	5	Yes	Elect Director Chris Peterson	For	For	For	For	A vote FOR the director nominees is warranted.
B.J's Wholesale Club Holdings, Inc.	06/16/2022	Management	6	Yes	Elect Director Rob Steele	For	For	For	For	A vote FOR the director nominees is warranted.
B.J's Wholesale Club Holdings, Inc.	06/16/2022	Management	7	Yes	Elect Director Judy Werthausen	For	For	For	For	A vote FOR the director nominees is warranted.
B.J's Wholesale Club Holdings, Inc.	06/16/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
B.J's Wholesale Club Holdings, Inc.	06/16/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
B.J's Wholesale Club Holdings, Inc.	06/16/2022	Management	10	Yes	Eliminate Supermajority Vote Requirement to Amend Charter and Bylaws	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Black Hills Corporation	04/26/2022	Management	1	Yes	Elect Director Kathleen S. McAllister	For	For	For	For	A vote FOR all director nominees is warranted.
Black Hills Corporation	04/26/2022	Management	2	Yes	Elect Director Robert P. Otto	For	For	For	For	A vote FOR all director nominees is warranted.
Black Hills Corporation	04/26/2022	Management	3	Yes	Elect Director Mark A. Schober	For	For	For	For	A vote FOR all director nominees is warranted.
Black Hills Corporation	04/26/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Black Hills Corporation	04/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Black Hills Corporation	04/26/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Blackbaud, Inc.	06/09/2022	Management	1	Yes	Elect Director Michael P. Giani	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Giani and Sarah Nash are warranted for lack of a majority independent board. Votes AGAINST Sarah Nash are also warranted for serving as a non-independent member of a key board committee. A vote FOR D. Roger Nanney is warranted.
Blackbaud, Inc.	06/09/2022	Management	2	Yes	Elect Director D. Roger Nanney	For	For	For	For	Votes AGAINST non-independent nominees Michael Giani and Sarah Nash are warranted for lack of a majority independent board. Votes AGAINST Sarah Nash are also warranted for serving as a non-independent member of a key board committee. A vote FOR D. Roger Nanney is warranted.
Blackbaud, Inc.	06/09/2022	Management	3	Yes	Elect Director Sarah E. Nash	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Giani and Sarah Nash are warranted for lack of a majority independent board. Votes AGAINST Sarah Nash are also warranted for serving as a non-independent member of a key board committee. A vote FOR D. Roger Nanney is warranted.
Blackbaud, Inc.	06/09/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Blackbaud, Inc.	06/09/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Blackbaud, Inc.	06/09/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
BlackLine, Inc.	05/12/2022	Management	1	Yes	Elect Director Barbara Whye	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Barbara Whye and Mika Yamamoto are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
BlackLine, Inc.	05/12/2022	Management	2	Yes	Elect Director Mika Yamamoto	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Barbara Whye and Mika Yamamoto are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
BlackLine, Inc.	05/12/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BlackLine, Inc.	05/12/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bluegreen Vacations Holding Corporation	05/18/2022	Management	1	Yes	Elect Director Alan B. Levan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board. WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all director nominees are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015. WITHHOLD votes for Nominating Committee chair James (Jim) Allmand III are further warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Arnold Sevell, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.
Bluegreen Vacations Holding Corporation	05/18/2022	Management	2	Yes	Elect Director John E. Abdo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board. WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all director nominees are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015. WITHHOLD votes for Nominating Committee chair James (Jim) Allmand III are further warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Arnold Sevell, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bluegreen Vacations Holding Corporation	05/18/2022	Management	13	Yes	Elect Director Seth M. Wise	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board. WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all director nominees are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015. WITHHOLD votes for Nominating Committee chair James (Jim) Allmand III are further warranted for failing to establish gender diversity on the board. WITHHOLD votes for incumbent Audit Committee members Arnold Sevell, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.
Bluegreen Vacations Holding Corporation	05/18/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
BlueLinx Holdings Inc.	05/19/2022	Management	1	Yes	Elect Director Dwight Gibson	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/19/2022	Management	2	Yes	Elect Director Dominic DiNapoli	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/19/2022	Management	3	Yes	Elect Director Kim S. Fennebresque	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/19/2022	Management	4	Yes	Elect Director Mitchell B. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/19/2022	Management	5	Yes	Elect Director J. David Smith	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/19/2022	Management	6	Yes	Elect Director Carol B. Yancey	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/19/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
BlueLinx Holdings Inc.	05/19/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount for the CEO's aggregate perquisites. In addition, there is a lack of performance metrics for long-term awards in the most recent fiscal year.
Blueprint Medicines Corporation	06/21/2022	Management	1	Yes	Elect Director Jeffrey W. Albers	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Jeffrey Albers, Mark Goldberg, and Nicholas Lydon given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Nicholas Lydon are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Mark Goldberg are warranted for serving as a director on more than four public company boards.
Blueprint Medicines Corporation	06/21/2022	Management	2	Yes	Elect Director Mark Goldberg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Jeffrey Albers, Mark Goldberg, and Nicholas Lydon given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Nicholas Lydon are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Mark Goldberg are warranted for serving as a director on more than four public company boards.
Blueprint Medicines Corporation	06/21/2022	Management	3	Yes	Elect Director Nicholas Lydon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Jeffrey Albers, Mark Goldberg, and Nicholas Lydon given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Nicholas Lydon are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Mark Goldberg are warranted for serving as a director on more than four public company boards.
Blueprint Medicines Corporation	06/21/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Blueprint Medicines Corporation	06/21/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Boise Cascade Company	05/05/2022	Management	1	Yes	Elect Director Mack L. Hogans	For	For	For	For	A vote FOR all director nominees is warranted.
Boise Cascade Company	05/05/2022	Management	2	Yes	Elect Director Nate Jorgensen	For	For	For	For	A vote FOR all director nominees is warranted.
Boise Cascade Company	05/05/2022	Management	3	Yes	Elect Director Christopher J. McGowan	For	For	For	For	A vote FOR all director nominees is warranted.
Boise Cascade Company	05/05/2022	Management	4	Yes	Elect Director Steven C. Cooper	For	For	For	For	A vote FOR all director nominees is warranted.
Boise Cascade Company	05/05/2022	Management	5	Yes	Elect Director Karen E. Gowland	For	For	For	For	A vote FOR all director nominees is warranted.
Boise Cascade Company	05/05/2022	Management	6	Yes	Elect Director David H. Hannah	For	For	For	For	A vote FOR all director nominees is warranted.
Boise Cascade Company	05/05/2022	Management	7	Yes	Elect Director Sue Ying Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Boise Cascade Company	05/05/2022	Management	8	Yes	Elect Director Craig Dawson	For	For	For	For	A vote FOR all director nominees is warranted.
Boise Cascade Company	05/05/2022	Management	9	Yes	Elect Director Amy Humphreys	For	For	For	For	A vote FOR all director nominees is warranted.
Boise Cascade Company	05/05/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Boise Cascade Company	05/05/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BOK Financial Corporation	05/03/2022	Management	1	Yes	Elect Director Alan S. Armstrong	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	2	Yes	Elect Director C. Fred Ball, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	3	Yes	Elect Director Steven Bangert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	
BOK Financial Corporation	05/03/2022	Management	18	Yes	Elect Director E.C. Richards	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	19	Yes	Elect Director Claudia San Pedro	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	20	Yes	Elect Director Peggy I. Simmons	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	21	Yes	Elect Director Michael C. Turpen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	22	Yes	Elect Director Rose M. Washington	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	23	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
BOK Financial Corporation	05/03/2022	Management	24	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Bottomline Technologies, Inc.	03/08/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In consideration of the competitive sale process, premium to the unaffected share price, potential downside risk of rejecting the acquisition, and the liquidity and certainty of value of the all-cash consideration, a vote FOR the transaction is warranted.
Bottomline Technologies, Inc.	03/08/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Bottomline Technologies, Inc.	03/08/2022	Management	3	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO is eligible to receive excessive cash severance, which appears to be on a single-trigger basis. Further, all outstanding equity awards will accelerate upon the closing of the merger.
Bread Financial Holdings, Inc.	05/24/2022	Management	1	Yes	Elect Director Ralph J. Andretta	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	2	Yes	Elect Director Roger H. Ballou	For	For	Against	Against	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	3	Yes	Elect Director John C. Gerspach, Jr.	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	4	Yes	Elect Director Karin J. Kimbrough	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	5	Yes	Elect Director Rajesh Natarajan	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	6	Yes	Elect Director Timothy J. Theriault	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	7	Yes	Elect Director Laurie A. Tucker	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	8	Yes	Elect Director Sharen J. Turney	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
						Recommend	Recommend	Recommend		
Bread Financial Holdings, Inc.	05/24/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the granting of one-time "gap" awards to NEOs raises some concern given that the awards lack performance conditions, regular annual and long-term incentives are sufficiently performance-based and pay and performance are reasonably aligned at this time.
Bread Financial Holdings, Inc.	05/24/2022	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Bread Financial Holdings, Inc.	05/24/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bridgewater Bancshares, Inc.	04/26/2022	Management	1	Yes	Elect Director James S. Johnson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee James Johnson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members James Johnson and David Volk are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for compensation committee member David Volk are warranted due to concerns regarding the company's compensation practices. A vote FOR Douglas J. Parish is warranted.
Bridgewater Bancshares, Inc.	04/26/2022	Management	2	Yes	Elect Director Douglas J. Parish	For	For	For	For	WITHHOLD votes for non-independent nominee James Johnson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members James Johnson and David Volk are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for compensation committee member David Volk are warranted due to concerns regarding the company's compensation practices. A vote FOR Douglas J. Parish is warranted.
Bridgewater Bancshares, Inc.	04/26/2022	Management	3	Yes	Elect Director David J. Volk	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee James Johnson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members James Johnson and David Volk are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for compensation committee member David Volk are warranted due to concerns regarding the company's compensation practices. A vote FOR Douglas J. Parish is warranted.
Bridgewater Bancshares, Inc.	04/26/2022	Management	4	Yes	Ratify CliftonLarsonAllen LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bright Horizons Family Solutions Inc.	06/22/2022	Management	1	Yes	Elect Director Lawrence M. Alleva	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Lissy and Joshua (Josh) Bekenstein are warranted for lack of a majority independent board. Votes AGAINST Joshua (Josh) Bekenstein are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lawrence M. Alleva is warranted.
Bright Horizons Family Solutions Inc.	06/22/2022	Management	2	Yes	Elect Director Joshua Bekenstein	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Lissy and Joshua (Josh) Bekenstein are warranted for lack of a majority independent board. Votes AGAINST Joshua (Josh) Bekenstein are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lawrence M. Alleva is warranted.
Bright Horizons Family Solutions Inc.	06/22/2022	Management	3	Yes	Elect Director David H. Lissy	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Lissy and Joshua (Josh) Bekenstein are warranted for lack of a majority independent board. Votes AGAINST Joshua (Josh) Bekenstein are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lawrence M. Alleva is warranted.
Bright Horizons Family Solutions Inc.	06/22/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bright Horizons Family Solutions Inc.	06/22/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brightcove Inc.	05/11/2022	Management	1	Yes	Elect Director Kristin Frank	For	For	For	For	A WITHHOLD vote for Scott Kurnit is warranted for serving as a non-independent member of a key board committee. A vote FOR Kristin Frank is warranted.
Brightcove Inc.	05/11/2022	Management	2	Yes	Elect Director Scott Kurnit	For	For	Withhold	Withhold	A WITHHOLD vote for Scott Kurnit is warranted for serving as a non-independent member of a key board committee. A vote FOR Kristin Frank is warranted.
Brightcove Inc.	05/11/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brightcove Inc.	05/11/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Brighthouse Financial, Inc.	06/08/2022	Management	1	Yes	Elect Director Irene Chang Britt	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	2	Yes	Elect Director C. Edward (Chuck) Chaplin	For	For	For	For	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	3	Yes	Elect Director Stephen C. (Steve) Hooley	For	For	For	For	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	4	Yes	Elect Director Carol D. Juel	For	For	For	For	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	5	Yes	Elect Director Eileen A. Mallesch	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	6	Yes	Elect Director Diane E. Offereins	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	7	Yes	Elect Director Patrick J. (Pat) Shouvin	For	For	For	For	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	8	Yes	Elect Director Eric T. Steigerwalt	For	For	For	For	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	9	Yes	Elect Director Paul M. Wetzel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Brighthouse Financial, Inc.	06/08/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Brightsphere Investment Group Inc.	06/07/2022	Management	1	Yes	Elect Director Robert J. Chersi	For	For	For	For	A vote FOR all director nominees is warranted.
Brightsphere Investment Group Inc.	06/07/2022	Management	2	Yes	Elect Director Andrew Kim	For	For	For	For	A vote FOR all director nominees is warranted.
Brightsphere Investment Group Inc.	06/07/2022	Management	3	Yes	Elect Director John A. Paulson	For	For	For	For	A vote FOR all director nominees is warranted.
Brightsphere Investment Group Inc.	06/07/2022	Management	4	Yes	Elect Director Barbara Trebbi	For	For	For	For	A vote FOR all director nominees is warranted.
Brightsphere Investment Group Inc.	06/07/2022	Management	5	Yes	Elect Director Suren Rana	For	For	For	For	A vote FOR all director nominees is warranted.
Brightsphere Investment Group Inc.	06/07/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brightsphere Investment Group Inc.	06/07/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
BrightView Holdings, Inc.	03/08/2022	Management	1	Yes	Elect Director James R. Abrahamson	For	For	For	For	WITHHOLD votes are warranted for incumbent governance and nominating committee members Paul Raether and Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BrightView Holdings, Inc.	03/08/2022	Management	2	Yes	Elect Director Jane Okun Bomba	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance and nominating committee members Paul Raether and Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/08/2022	Management	3	Yes	Elect Director Frank Lopez	For	For	For	For	WITHHOLD votes are warranted for incumbent governance and nominating committee members Paul Raether and Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/08/2022	Management	4	Yes	Elect Director Andrew V. Masterman	For	For	For	For	WITHHOLD votes are warranted for incumbent governance and nominating committee members Paul Raether and Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/08/2022	Management	5	Yes	Elect Director Paul E. Raether	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance and nominating committee members Paul Raether and Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/08/2022	Management	6	Yes	Elect Director Richard W. Roedel	For	For	For	For	WITHHOLD votes are warranted for incumbent governance and nominating committee members Paul Raether and Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/08/2022	Management	7	Yes	Elect Director Mara Swan	For	For	For	For	WITHHOLD votes are warranted for incumbent governance and nominating committee members Paul Raether and Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/08/2022	Management	8	Yes	Elect Director Joshua T. Weisenbeck	For	For	For	For	WITHHOLD votes are warranted for incumbent governance and nominating committee members Paul Raether and Jane Okun Bomba given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/08/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
BrightView Holdings, Inc.	03/08/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brookdale Senior Living Inc.	06/21/2022	Management	1	Yes	Elect Director Jordan R. Asher	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/21/2022	Management	2	Yes	Elect Director Lucinda M. Baier	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/21/2022	Management	3	Yes	Elect Director Marcus E. Bromley	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/21/2022	Management	4	Yes	Elect Director Frank M. Bumstead	For	For	Against	Against	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/21/2022	Management	5	Yes	Elect Director Victoria L. Freed	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/21/2022	Management	6	Yes	Elect Director Rita Johnson-Mills	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/21/2022	Management	7	Yes	Elect Director Guy P. Sansone	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/21/2022	Management	8	Yes	Elect Director Denise W. Warren	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/21/2022	Management	9	Yes	Elect Director Lee S. Wielansky	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/21/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Brookdale Senior Living Inc.	06/21/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brunswick Corporation	05/04/2022	Management	1	Yes	Elect Director Nancy E. Cooper	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	2	Yes	Elect Director David C. Everitt	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	3	Yes	Elect Director Reginald Fils-Aime	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	4	Yes	Elect Director Lauren P. Flaherty	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	5	Yes	Elect Director David M. Foulkes	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	6	Yes	Elect Director Joseph W. McClanathan	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	7	Yes	Elect Director David V. Singer	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	8	Yes	Elect Director J. Steven Whisler	For	For	Against	Against	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	9	Yes	Elect Director Roger J. Wood	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	10	Yes	Elect Director MaryAnn Wright	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Brunswick Corporation	05/04/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Build-A-Bear Workshop, Inc.	06/09/2022	Management	1	Yes	Elect Director Robert L. Dixon, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Build-A-Bear Workshop, Inc.	06/09/2022	Management	2	Yes	Elect Director Craig Leavitt	For	For	For	For	A vote FOR the director nominees is warranted.
Build-A-Bear Workshop, Inc.	06/09/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Build-A-Bear Workshop, Inc.	06/09/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Build-A-Bear Workshop, Inc.	06/09/2022	Management	5	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.

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B.1.a									
Company Name	Meeting Date	Proponent	Proposal Sequence	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
			Number						
Business First Bancshares, Inc.	06/23/2022	Management	16	Yes	Elect Director Keith A. Tillage	For	For	For	For
Votes AGAINST non-independent nominees Robert Greer Jr., David (Jude) Melville III, Drew Brees, Mark Folse, Rolfe Hood McCollister Jr., Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price and Steven (Steve) White are warranted for lack of a two-thirds majority independent board. Votes AGAINST Robert Greer Jr., Rolfe Hood McCollister Jr., Patrick Mockler, David Montgomery Jr. and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.									
Business First Bancshares, Inc.	06/23/2022	Management	17	Yes	Elect Director Steven G. White	For	For	Against	Against
Votes AGAINST non-independent nominees Robert Greer Jr., David (Jude) Melville III, Drew Brees, Mark Folse, Rolfe Hood McCollister Jr., Andrew McLindon, Patrick Mockler, David Montgomery Jr., Arthur Price and Steven (Steve) White are warranted for lack of a two-thirds majority independent board. Votes AGAINST Robert Greer Jr., Rolfe Hood McCollister Jr., Patrick Mockler, David Montgomery Jr. and Steven (Steve) White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.									
Business First Bancshares, Inc.	06/23/2022	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.									
Business First Bancshares, Inc.	06/23/2022	Management	19	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against
A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. The plan permits repricing and exchange of grants without prior shareholder approval. * The plan permits cash buyout of awards without prior shareholder approval.									
Business First Bancshares, Inc.	06/23/2022	Management	20	Yes	Ratify Dixon Hughes Goodman LLP as Auditors	For	For	For	For
A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.									
BWX Technologies, Inc.	05/03/2022	Management	1	Yes	Elect Director Jan A. Bertisch	For	For	For	For
A vote FOR all director nominees is warranted.									
BWX Technologies, Inc.	05/03/2022	Management	2	Yes	Elect Director Gerhard F. Burbach	For	For	For	For
A vote FOR all director nominees is warranted.									
BWX Technologies, Inc.	05/03/2022	Management	3	Yes	Elect Director Rex D. Geveden	For	For	For	For
A vote FOR all director nominees is warranted.									
BWX Technologies, Inc.	05/03/2022	Management	4	Yes	Elect Director James M. Jaska	For	For	For	For
A vote FOR all director nominees is warranted.									
BWX Technologies, Inc.	05/03/2022	Management	5	Yes	Elect Director Kenneth J. Krieg	For	For	For	For
A vote FOR all director nominees is warranted.									
BWX Technologies, Inc.	05/03/2022	Management	6	Yes	Elect Director Leland D. Melvin	For	For	For	For
A vote FOR all director nominees is warranted.									
BWX Technologies, Inc.	05/03/2022	Management	7	Yes	Elect Director Robert L. Nardelli	For	For	For	For
A vote FOR all director nominees is warranted.									
BWX Technologies, Inc.	05/03/2022	Management	8	Yes	Elect Director Barbara A. Niland	For	For	For	For
A vote FOR all director nominees is warranted.									
BWX Technologies, Inc.	05/03/2022	Management	9	Yes	Elect Director John M. Richardson	For	For	For	For
A vote FOR all director nominees is warranted.									
BWX Technologies, Inc.	05/03/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.									
BWX Technologies, Inc.	05/03/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.									
Byline Bancorp, Inc.	06/07/2022	Management	1	Yes	Elect Director Roberto R. Herencia	For	For	For	For
In the absence of a say-on-pay proposal, a vote FOR compensation committee members Antonio del Valle Perochena, Philip Cabrera, and Steven Kent is warranted, with caution. Although half of annual long-term incentives for most NEOs are performance-conditioned, with a relative goal measured over a multi-year period, awards may be earned at median performance. In addition, the company did not provide disclosure on the specific goals and actual results used in determining annual incentive payouts, which is particularly concerning given that bonuses were earned above target or at maximum level. Continued monitoring is warranted. A vote FOR the remaining director nominees is warranted.									
Byline Bancorp, Inc.	06/07/2022	Management	2	Yes	Elect Director Philip R. Cabrera	For	For	For	For
In the absence of a say-on-pay proposal, a vote FOR compensation committee members Antonio del Valle Perochena, Philip Cabrera, and Steven Kent is warranted, with caution. Although half of annual long-term incentives for most NEOs are performance-conditioned, with a relative goal measured over a multi-year period, awards may be earned at median performance. In addition, the company did not provide disclosure on the specific goals and actual results used in determining annual incentive payouts, which is particularly concerning given that bonuses were earned above target or at maximum level. Continued monitoring is warranted. A vote FOR the remaining director nominees is warranted.									
Byline Bancorp, Inc.	06/07/2022	Management	3	Yes	Elect Director Antonio del Valle Perochena	For	For	For	For
In the absence of a say-on-pay proposal, a vote FOR compensation committee members Antonio del Valle Perochena, Philip Cabrera, and Steven Kent is warranted, with caution. Although half of annual long-term incentives for most NEOs are performance-conditioned, with a relative goal measured over a multi-year period, awards may be earned at median performance. In addition, the company did not provide disclosure on the specific goals and actual results used in determining annual incentive payouts, which is particularly concerning given that bonuses were earned above target or at maximum level. Continued monitoring is warranted. A vote FOR the remaining director nominees is warranted.									
Byline Bancorp, Inc.	06/07/2022	Management	4	Yes	Elect Director Mary Jo S. Herseth	For	For	For	For
In the absence of a say-on-pay proposal, a vote FOR compensation committee members Antonio del Valle Perochena, Philip Cabrera, and Steven Kent is warranted, with caution. Although half of annual long-term incentives for most NEOs are performance-conditioned, with a relative goal measured over a multi-year period, awards may be earned at median performance. In addition, the company did not provide disclosure on the specific goals and actual results used in determining annual incentive payouts, which is particularly concerning given that bonuses were earned above target or at maximum level. Continued monitoring is warranted. A vote FOR the remaining director nominees is warranted.									
Byline Bancorp, Inc.	06/07/2022	Management	5	Yes	Elect Director Margarita Hugues Velez	For	For	For	For
In the absence of a say-on-pay proposal, a vote FOR compensation committee members Antonio del Valle Perochena, Philip Cabrera, and Steven Kent is warranted, with caution. Although half of annual long-term incentives for most NEOs are performance-conditioned, with a relative goal measured over a multi-year period, awards may be earned at median performance. In addition, the company did not provide disclosure on the specific goals and actual results used in determining annual incentive payouts, which is particularly concerning given that bonuses were earned above target or at maximum level. Continued monitoring is warranted. A vote FOR the remaining director nominees is warranted.									
Byline Bancorp, Inc.	06/07/2022	Management	6	Yes	Elect Director Steven P. Kent	For	For	For	For
In the absence of a say-on-pay proposal, a vote FOR compensation committee members Antonio del Valle Perochena, Philip Cabrera, and Steven Kent is warranted, with caution. Although half of annual long-term incentives for most NEOs are performance-conditioned, with a relative goal measured over a multi-year period, awards may be earned at median performance. In addition, the company did not provide disclosure on the specific goals and actual results used in determining annual incentive payouts, which is particularly concerning given that bonuses were earned above target or at maximum level. Continued monitoring is warranted. A vote FOR the remaining director nominees is warranted.									
Byline Bancorp, Inc.	06/07/2022	Management	7	Yes	Elect Director William G. Kistner	For	For	For	For
In the absence of a say-on-pay proposal, a vote FOR compensation committee members Antonio del Valle Perochena, Philip Cabrera, and Steven Kent is warranted, with caution. Although half of annual long-term incentives for most NEOs are performance-conditioned, with a relative goal measured over a multi-year period, awards may be earned at median performance. In addition, the company did not provide disclosure on the specific goals and actual results used in determining annual incentive payouts, which is particularly concerning given that bonuses were earned above target or at maximum level. Continued monitoring is warranted. A vote FOR the remaining director nominees is warranted.									
Byline Bancorp, Inc.	06/07/2022	Management	8	Yes	Elect Director Alberto J. Paracchini	For	For	For	For
In the absence of a say-on-pay proposal, a vote FOR compensation committee members Antonio del Valle Perochena, Philip Cabrera, and Steven Kent is warranted, with caution. Although half of annual long-term incentives for most NEOs are performance-conditioned, with a relative goal measured over a multi-year period, awards may be earned at median performance. In addition, the company did not provide disclosure on the specific goals and actual results used in determining annual incentive payouts, which is particularly concerning given that bonuses were earned above target or at maximum level. Continued monitoring is warranted. A vote FOR the remaining director nominees is warranted.									
Byline Bancorp, Inc.	06/07/2022	Management	9	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For
A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.									
Byline Bancorp, Inc.	06/07/2022	Management	10	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against
A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.									
C&F Financial Corporation	04/19/2022	Management	1	Yes	Elect Director Audrey D. Holmes	For	For	Withhold	Withhold
WITHHOLD votes for non-independent nominees Audrey Holmes and Paul Robinson are warranted for serving as non-independent members of a key board committee and for lack of a majority independent board. Votes FOR the remaining director nominees are warranted at this time.									
C&F Financial Corporation	04/19/2022	Management	2	Yes	Elect Director Elizabeth R. Kelley	For	For	For	For
WITHHOLD votes for non-independent nominees Audrey Holmes and Paul Robinson are warranted for serving as non-independent members of a key board committee and for lack of a majority independent board. Votes FOR the remaining director nominees are warranted at this time.									



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
C&F Financial Corporation	04/19/2022	Management	3	Yes	Elect Director James T. Napier	For	For	For	For	WITHHOLD votes for non-independent nominees Audrey Holmes and Paul Robinson are warranted for serving as non-independent members of a key board committee and for lack of a majority independent board. Votes FOR the remaining director nominees are warranted at this time.
C&F Financial Corporation	04/19/2022	Management	4	Yes	Elect Director Paul C. Robinson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Audrey Holmes and Paul Robinson are warranted for serving as non-independent members of a key board committee and for lack of a majority independent board. Votes FOR the remaining director nominees are warranted at this time.
C&F Financial Corporation	04/19/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	Votes AGAINST this proposal are warranted because: * The plan cost is excessive; * The estimated duration of available and proposed shares exceeds six years; * The disclosure of change-in-control ("CIC") vesting treatment is incomplete (or is otherwise considered discretionary); * The plan allows broad discretion to accelerate vesting; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
C&F Financial Corporation	04/19/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted.
C&F Financial Corporation	04/19/2022	Management	7	Yes	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cabot Corporation	03/10/2022	Management	1	Yes	Elect Director Michael M. Morrow	For	For	For	For	Votes AGAINST Sue Rataj are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cabot Corporation	03/10/2022	Management	2	Yes	Elect Director Sue H. Rataj	For	For	Against	Against	Votes AGAINST Sue Rataj are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cabot Corporation	03/10/2022	Management	3	Yes	Elect Director Frank A. Wilson	For	For	For	For	Votes AGAINST Sue Rataj are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cabot Corporation	03/10/2022	Management	4	Yes	Elect Director Matthias L. Wolfgruber	For	For	For	For	Votes AGAINST Sue Rataj are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cabot Corporation	03/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cabot Corporation	03/10/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cactus, Inc.	05/17/2022	Management	1	Yes	Elect Director Joel Bender	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Joel Bender, Melissa Law and Alan Semple given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Cactus, Inc.	05/17/2022	Management	2	Yes	Elect Director Melissa Law	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Joel Bender, Melissa Law and Alan Semple given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Cactus, Inc.	05/17/2022	Management	3	Yes	Elect Director Alan Semple	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Joel Bender, Melissa Law and Alan Semple given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Cactus, Inc.	05/17/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Cactus, Inc.	05/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cadence Bank	04/27/2022	Management	1	Yes	Elect Director Shannon A. Brown	For	For	For	For	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	2	Yes	Elect Director Joseph W. Evans	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	3	Yes	Elect Director Virginia A. Hepner	For	For	For	For	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	4	Yes	Elect Director William G. Holliman	For	For	For	For	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	5	Yes	Elect Director Paul B. Murphy, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	6	Yes	Elect Director Precious W. Owodunni	For	For	For	For	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	7	Yes	Elect Director Alan W. Perry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	8	Yes	Elect Director James D. Rollins, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	9	Yes	Elect Director Marc J. Shapiro	For	For	For	For	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	10	Yes	Elect Director Kathy N. Waller	For	For	For	For	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	11	Yes	Elect Director J. Thomas Wiley, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Rollins III, Joseph Evans, Paul Murphy Jr., Alan Perry, and J. Thomas Wiley Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/27/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual and long-term programs are predominately performance-based, there are concerns surrounding the lack of disclosed forward-looking goals for retention and integration awards granted to two NEOs in connection with a recent merger. In addition, although the weighting of PSUs significantly increased year-over-year, the increase in PSU weighting was effectuated through a significant increase to the CEO's target LTI opportunity, which comes amid long-term TSR underperformance and for which a compelling rationale is not disclosed in the proxy. In addition, the company entered into a problematic consulting agreement with the vice chair, which provides for a sizable consulting fee in exchange for a minimal monthly work requirement.
Cadence Bank	04/27/2022	Management	13	Yes	Ratify BKD, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Caledonia Mining Corporation Plc	05/04/2022	Management	1	Yes	Re-elect Leigh Wilson as Director	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.
Caledonia Mining Corporation Plc	05/04/2022	Management	2	Yes	Re-elect Steven Curtis as Director	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.
Caledonia Mining Corporation Plc	05/04/2022	Management	3	Yes	Re-elect Mark Learmonth as Director	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.
Caledonia Mining Corporation Plc	05/04/2022	Management	4	Yes	Re-elect John Kelly as Director	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.
Caledonia Mining Corporation Plc	05/04/2022	Management	5	Yes	Re-elect Johan Holtzhausen as Director	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.
Caledonia Mining Corporation Plc	05/04/2022	Management	6	Yes	Elect Dana Roets as Director	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.
Caledonia Mining Corporation Plc	05/04/2022	Management	7	Yes	Re-elect Nick Clarke as Director	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.
Caledonia Mining Corporation Plc	05/04/2022	Management	8	Yes	Re-elect Gerald Wildschutt as Director	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.

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		Meeting	Proposal	Votable	Recommend	Recommend	Recommend	Vote	Voting Policy Rationale		
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Company Name	Proponent		Number	Text							
Caledonia Mining Corporation Plc	05/04/2022	Management	9	Yes	Ratify BDO South Africa Inc as Auditors and Authorise Their Remuneration	For	For	For	For	A vote FOR this proposal is warranted as non-audit fees are less than 25 percent of the total fees paid.	
Caledonia Mining Corporation Plc	05/04/2022	Management	10	Yes	Re-elect Johan Holtzhausen as Member of the Audit Committee	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.	
Caledonia Mining Corporation Plc	05/04/2022	Management	11	Yes	Re-elect John Kelly as Member of the Audit Committee	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.	
Caledonia Mining Corporation Plc	05/04/2022	Management	12	Yes	Elect Gerald Wildschutt as Member of the Audit Committee	For	For	For	For	A vote FOR the re-election/election of these Directors is warranted because no significant concerns have been identified.	
Caledonia Mining Corporation Plc	05/04/2022	Management	13	Yes	Authorise Market Purchase of Shares	For	Against	Against	Against	A vote AGAINST this resolution is warranted because: * The duration of the authority exceeds the maximum recommended duration of 18 months and the Company has not committed to annual renewal of this authority going forward.	
Caledonia Mining Corporation Plc	05/04/2022	Management	14	Yes	Authorise the Company to Hold Purchased Shares as Treasury Shares	For	Against	Against	Against	A vote AGAINST this item is warranted as shareholder support for item 4 is not considered warranted.	
Caleres, Inc.	05/26/2022	Management	1	Yes	Elect Director Lisa A. Flavin	For	For	For	For	WITHHOLD votes for Ward Klein and Steven Korn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Caleres, Inc.	05/26/2022	Management	2	Yes	Elect Director Brenda C. Freeman	For	For	For	For	WITHHOLD votes for Ward Klein and Steven Korn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Caleres, Inc.	05/26/2022	Management	3	Yes	Elect Director Lori H. Greeley	For	For	For	For	WITHHOLD votes for Ward Klein and Steven Korn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Caleres, Inc.	05/26/2022	Management	4	Yes	Elect Director Ward M. Klein	For	For	Withhold	Withhold	WITHHOLD votes for Ward Klein and Steven Korn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Caleres, Inc.	05/26/2022	Management	5	Yes	Elect Director Steven W. Korn	For	For	Withhold	Withhold	WITHHOLD votes for Ward Klein and Steven Korn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Caleres, Inc.	05/26/2022	Management	6	Yes	Elect Director Diane M. Sullivan	For	For	For	For	WITHHOLD votes for Ward Klein and Steven Korn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Caleres, Inc.	05/26/2022	Management	7	Yes	Elect Director Bruce K. Thorn	For	For	For	For	WITHHOLD votes for Ward Klein and Steven Korn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Caleres, Inc.	05/26/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Caleres, Inc.	05/26/2022	Management	9	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.	
Caleres, Inc.	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
California Water Service Group	05/25/2022	Management	1	Yes	Elect Director Gregory E. Aliff	For	For	For	For	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	2	Yes	Elect Director Terry P. Bayer	For	For	For	For	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	3	Yes	Elect Director Shelly M. Esque	For	For	For	For	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	4	Yes	Elect Director Martin A. Kropelnicki	For	For	For	For	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	5	Yes	Elect Director Thomas M. Krummel	For	For	Against	Against	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	6	Yes	Elect Director Richard P. Magnuson	For	For	Against	Against	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	7	Yes	Elect Director Yvonne (Bonnie) A. Maldonado	For	For	For	For	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	8	Yes	Elect Director Scott L. Morris	For	For	For	For	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	9	Yes	Elect Director Peter C. Nelson	For	For	For	For	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	10	Yes	Elect Director Carol M. Pottenger	For	For	For	For	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	11	Yes	Elect Director Lester A. Snow	For	For	Against	Against	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	12	Yes	Elect Director Patricia K. Wagner	For	For	For	For	Votes AGAINST Richard Magnuson, Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
California Water Service Group	05/25/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	
California Water Service Group	05/25/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
California Water Service Group	05/25/2022	Management	15	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the requested increase in authorized shares is reasonable and there are no significant concerns about the company's past use of shares.	
Callon Petroleum Company	05/25/2022	Management	1	Yes	Elect Director Michael L. Finch	For	For	For	For	A vote FOR all director nominees is warranted.	
Callon Petroleum Company	05/25/2022	Management	2	Yes	Elect Director Mary Shafer-Malicki	For	For	For	For	A vote FOR all director nominees is warranted.	
Callon Petroleum Company	05/25/2022	Management	3	Yes	Elect Director Steven A. Webster	For	For	For	For	A vote FOR all director nominees is warranted.	
Callon Petroleum Company	05/25/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concern is raised by the annualized performance periods for the FY21 long-term performance award, the LTI program remained primarily performance based, and some improvements to the structure of the award will occur in FY22. In addition, a closing-cycle LTI grant vested below target, which was largely in line with performance, while the annual incentive awards were primarily based on pre-set, objective metrics.	
Callon Petroleum Company	05/25/2022	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Callon Petroleum Company	05/25/2022	Management	6	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the size of the proposed increase is reasonable.	
Calyxt, Inc.	06/01/2022	Management	1	Yes	Elect Director Yves J. Ribeill	For	For	For	For	WITHHOLD votes for Laurent Arthaud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Calyxt, Inc.	06/01/2022	Management	2	Yes	Elect Director Laurent Arthaud	For	Withhold	Withhold	Withhold	WITHHOLD votes for Laurent Arthaud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Calyxt, Inc.	06/01/2022	Management	3	Yes	Elect Director Michael A. Carr	For	For	For	For	WITHHOLD votes for Laurent Arthaud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Calyxt, Inc.	06/01/2022	Management	4	Yes	Elect Director Philippe Dumont	For	For	For	For	WITHHOLD votes for Laurent Arthaud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Calyxt, Inc.	06/01/2022	Management	5	Yes	Elect Director Jonathan B. Fassberg	For	For	For	For	WITHHOLD votes for Laurent Arthaud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Calyxt, Inc.	06/01/2022	Management	6	Yes	Elect Director Anna Ewa Kozicz-Stankiewicz	For	For	For	For	WITHHOLD votes for Laurent Arthaud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Calyxt, Inc.	06/01/2022	Management	7	Yes	Elect Director Kimberly K. Nelson	For	For	For	For	WITHHOLD votes for Laurent Arthaud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Calyxt, Inc.	06/01/2022	Management	8	Yes	Elect Director Christopher J. Neugent	For	For	For	For	WITHHOLD votes for Laurent Arthaud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Calyxt, Inc.	06/01/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.	
Calyxt, Inc.	06/01/2022	Management	10	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the reverse split may enable the company to maintain listing of its common stock on the Nasdaq Global Market.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote		
										Voting Policy Rationale	
Cambium Networks Corporation	06/07/2022	Management	1	Yes	Elect Director Bruce Felt	For	Withhold	Withhold	Withhold	In the absence of a nominating committee, WITHHOLD votes are warranted for Bruce Felt Jr. and Kevin Lynch for failing to establish gender diversity on the board.	
Cambium Networks Corporation	06/07/2022	Management	2	Yes	Elect Director Kevin Lynch	For	Withhold	Withhold	Withhold		
Cambium Networks Corporation	06/07/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	
Cambridge Bancorp	05/16/2022	Management	1	Yes	Elect Director Thalia M. Meehan	For	For	For	For	A vote FOR the director nominees is warranted.	
Cambridge Bancorp	05/16/2022	Management	2	Yes	Elect Director Jody A. Rose	For	For	For	For	A vote FOR the director nominees is warranted.	
Cambridge Bancorp	05/16/2022	Management	3	Yes	Elect Director Cathleen A. Schmidt	For	For	For	For	A vote FOR the director nominees is warranted.	
Cambridge Bancorp	05/16/2022	Management	4	Yes	Elect Director Denis K. Sheahan	For	For	For	For	A vote FOR the director nominees is warranted.	
Cambridge Bancorp	05/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Concerns are raised with respect to the rigor of the goals used for long-term incentive awards as awards may be earned at median performance. In addition, the lack of disclosure on the actual results with respect to the metrics used in prior cycle awards is concerning, especially since awards were earned above target. Furthermore, the company maintains agreements with the CEO that contain a modified single trigger change in control provision.	
Cambridge Bancorp	05/16/2022	Management	6	Yes	Ratify Wolf & Company, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.	
Camden National Corporation	04/26/2022	Management	1	Yes	Elect Director Craig N. Denekas	For	Against	Against	Against	In the absence of the nominating committee chair on ballot, a vote AGAINST nominating committee member Craig Denekas is warranted for apparent failure to establish racial or ethnic diversity on the board. Votes AGAINST David Flanagan and James Page are warranted for serving as non-independent members of a key board committee. A vote FOR Marie J. McCarthy is warranted.	
Camden National Corporation	04/26/2022	Management	2	Yes	Elect Director David C. Flanagan	For	For	Against	Against	In the absence of the nominating committee chair on ballot, a vote AGAINST nominating committee member Craig Denekas is warranted for apparent failure to establish racial or ethnic diversity on the board. Votes AGAINST David Flanagan and James Page are warranted for serving as non-independent members of a key board committee. A vote FOR Marie J. McCarthy is warranted.	
Camden National Corporation	04/26/2022	Management	3	Yes	Elect Director Marie J. McCarthy	For	For	For	For	In the absence of the nominating committee chair on ballot, a vote AGAINST nominating committee member Craig Denekas is warranted for apparent failure to establish racial or ethnic diversity on the board. Votes AGAINST David Flanagan and James Page are warranted for serving as non-independent members of a key board committee. A vote FOR Marie J. McCarthy is warranted.	
Camden National Corporation	04/26/2022	Management	4	Yes	Elect Director James H. Page	For	For	Against	Against	In the absence of the nominating committee chair on ballot, a vote AGAINST nominating committee member Craig Denekas is warranted for apparent failure to establish racial or ethnic diversity on the board. Votes AGAINST David Flanagan and James Page are warranted for serving as non-independent members of a key board committee. A vote FOR Marie J. McCarthy is warranted.	
Camden National Corporation	04/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Camden National Corporation	04/26/2022	Management	6	Yes	Amend Articles of Incorporation to Provide Directors May Be Removed With or Without Cause	For	For	For	For	A vote FOR this proposal is warranted given that it promotes director accountability to shareholders and reduces the possibility of board and management entrenchment.	
Camden National Corporation	04/26/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Camden National Corporation	04/26/2022	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Cannae Holdings, Inc.	06/22/2022	Management	1	Yes	Elect Director Erika Meinhardt	For	Withhold	Withhold	Withhold	WITHHOLD votes for Erika Meinhardt and Frank Willey are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Erika Meinhardt and Barry Moullet due to the consecutive years of high director pay and due to the participation of the non-executive chairman in a performance-based incentive program. WITHHOLD votes are warranted for director nominees Erika Meinhardt, Barry Moullet, James Stallings Jr., and Frank Willey given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely	
Cannae Holdings, Inc.	06/22/2022	Management	2	Yes	Elect Director Barry B. Moullet	For	Withhold	Withhold	Withhold		
Cannae Holdings, Inc.	06/22/2022	Management	3	Yes	Elect Director James B. Stallings, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Erika Meinhardt and Frank Willey are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Erika Meinhardt and Barry Moullet due to the consecutive years of high director pay and due to the participation of the non-executive chairman in a performance-based incentive program. WITHHOLD votes are warranted for director nominees Erika Meinhardt, Barry Moullet, James Stallings Jr., and Frank Willey given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely	
Cannae Holdings, Inc.	06/22/2022	Management	4	Yes	Elect Director Frank P. Willey	For	Withhold	Withhold	Withhold	WITHHOLD votes for Erika Meinhardt and Frank Willey are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Erika Meinhardt and Barry Moullet due to the consecutive years of high director pay and due to the participation of the non-executive chairman in a performance-based incentive program. WITHHOLD votes are warranted for director nominees Erika Meinhardt, Barry Moullet, James Stallings Jr., and Frank Willey given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely	
Cannae Holdings, Inc.	06/22/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company is externally managed and has provided sufficient information regarding compensation arrangements between the NEOs and the external manager. The company provides the portion of the management fee allocated to NEOs compensated by the manager, the breakdown of fixed and variable pay, and indicates that the manager uses discretion in determining the NEOs' variable pay. This information enables shareholders to make a reasonable assessment of executive pay.	
Cannae Holdings, Inc.	06/22/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Capital Bancorp, Inc.	05/19/2022	Management	1	Yes	Elect Director Edward F. Barry	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Edward Barry, C. Scott Brannan, Randall Levitt, and Deborah Salzberg are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Edward Barry, C. Scott Brannan, Randall Levitt, and Deborah Salzberg are further warranted due to concerns regarding the company's compensation practices. WITHHOLD votes for non-independent nominees Edward Barry and Randall Levitt are warranted for lack of a majority independent board. WITHHOLD votes for Randall Levitt are also warranted for serving as a non-independent member of a key board committee.	
Capital Bancorp, Inc.	05/19/2022	Management	2	Yes	Elect Director C. Scott Brannan	For	Withhold	Withhold	Withhold		
Capital Bancorp, Inc.	05/19/2022	Management	3	Yes	Elect Director Randall J. Levitt	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Edward Barry, C. Scott Brannan, Randall Levitt, and Deborah Salzberg are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Edward Barry, C. Scott Brannan, Randall Levitt, and Deborah Salzberg are further warranted due to concerns regarding the company's compensation practices. WITHHOLD votes for non-independent nominees Edward Barry and Randall Levitt are warranted for lack of a majority independent board. WITHHOLD votes for Randall Levitt are also warranted for serving as a non-independent member of a key board committee.	

						Management Recommendation		ISS Recommendation		Voting Policy Recommendation		Vote Instruction	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text								Voting Policy Rationale
Capital Bancorp, Inc.	05/19/2022	Management	4	Yes	Elect Director Deborah Ratner-Salzberg	For	Withhold	Withhold	Withhold	Withhold			WITHHOLD votes for director nominees Edward Barry, C. Scott Brannan, Randall Levitt, and Deborah Salzberg are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Edward Barry, C. Scott Brannan, Randall Levitt, and Deborah Salzberg are further warranted due to concerns regarding the company's compensation practices. WITHHOLD votes for non-independent nominees Edward Barry and Randall Levitt are warranted for lack of a majority independent board. WITHHOLD votes for Randall Levitt are also warranted for serving as a non-independent member of a key board committee.
Capital Bancorp, Inc.	05/19/2022	Management	5	Yes	Ratify Elliott Davis, PLLC as Auditors	For	For	For	For	For			A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Capital City Bank Group, Inc.	04/26/2022	Management	1	Yes	Elect Director Robert Antoine	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	2	Yes	Elect Director Thomas A. Barron	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	3	Yes	Elect Director William F. Butler	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	4	Yes	Elect Director Stanley W. Connally, Jr.	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	5	Yes	Elect Director Marshall M. Criser, III	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	6	Yes	Elect Director Kimberly Crowell	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	7	Yes	Elect Director Bonnie Davenport	For	Withhold	Withhold	Withhold	Withhold			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	8	Yes	Elect Director J. Everitt Drew	For	For	Withhold	Withhold	Withhold			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	9	Yes	Elect Director Eric Grant	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	10	Yes	Elect Director Laura L. Johnson	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	11	Yes	Elect Director John G. Sample, Jr.	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	12	Yes	Elect Director William G. Smith, Jr.	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	13	Yes	Elect Director Ashbel C. Williams	For	For	For	For	For			WITHHOLD votes for Bonnie Davenport and J. Everitt Drew are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/26/2022	Management	14	Yes	Ratify BKD, LLP as Auditors	For	For	For	For	For			A vote FOR this proposal to ratify the new auditor is warranted.
Capitol Federal Financial, Inc.	01/25/2022	Management	1	Yes	Elect Director John B. Dicus	For	For	Against	Against	Against			Votes AGAINST non-independent nominees John Dicus and Jeffrey Thompson are warranted for lack of a majority independent board.Votes AGAINST Jeffrey Thompson are also warranted for serving as a non-independent member of all key board committees.A vote FOR James G. Morris is warranted.
Capitol Federal Financial, Inc.	01/25/2022	Management	2	Yes	Elect Director James G. Morris	For	For	For	For	For			Votes AGAINST non-independent nominees John Dicus and Jeffrey Thompson are warranted for lack of a majority independent board.Votes AGAINST Jeffrey Thompson are also warranted for serving as a non-independent member of all key board committees.A vote FOR James G. Morris is warranted.
Capitol Federal Financial, Inc.	01/25/2022	Management	3	Yes	Elect Director Jeffrey R. Thompson	For	For	Against	Against	Against			Votes AGAINST non-independent nominees John Dicus and Jeffrey Thompson are warranted for lack of a majority independent board.Votes AGAINST Jeffrey Thompson are also warranted for serving as a non-independent member of all key board committees.A vote FOR James G. Morris is warranted.
Capitol Federal Financial, Inc.	01/25/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Against			A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance, and maintains several problematic change-in-control provisions in legacy agreements.
Capitol Federal Financial, Inc.	01/25/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	Against			A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CapStar Financial Holdings, Inc.	04/21/2022	Management	1	Yes	Elect Director L. Earl Bentz	For	For	Withhold	Withhold	Withhold			WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/21/2022	Management	2	Yes	Elect Director Sam B. DeVane	For	For	For	For	For			WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/21/2022	Management	3	Yes	Elect Director Thomas R. Flynn	For	For	Withhold	Withhold	Withhold			WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/21/2022	Management	4	Yes	Elect Director Louis A. Green, III	For	For	For	For	For			WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/21/2022	Management	5	Yes	Elect Director Valora S. Gurganious	For	For	For	For	For			WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/21/2022	Management	6	Yes	Elect Director Myra NanDora Jenne	For	For	For	For	For			WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/21/2022	Management	7	Yes	Elect Director Joelle J. Phillips	For	For	For	For	For			WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/21/2022	Management	8	Yes	Elect Director Timothy K. Schools	For	For	Withhold	Withhold	Withhold			WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/21/2022	Management	9	Yes	Elect Director Stephen B. Smith	For	For	Withhold	Withhold	Withhold			WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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CapStar Financial Holdings, Inc.	04/21/2022	Management	10	Yes	Elect Director James S. Turner, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/21/2022	Management	11	Yes	Elect Director Toby S. Wilt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy Schools, L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for James (Jay) Turner Jr., L. Earl Bentz, Thomas Flynn, Stephen Smith and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/21/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CapStar Financial Holdings, Inc.	04/21/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CapStar Financial Holdings, Inc.	04/21/2022	Management	14	Yes	Ratify Elliott Davis, LLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Cargurus, Inc.	06/07/2022	Management	1	Yes	Elect Director Steven Conine	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Steven Conine, Yvonne Hao, and Stephen (Steve) Kaufer are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Stephen (Steve) Kaufer are further warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and due to the company's lack of a formal nominating committee.
Cargurus, Inc.	06/07/2022	Management	2	Yes	Elect Director Yvonne Hao	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Steven Conine, Yvonne Hao, and Stephen (Steve) Kaufer are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Stephen (Steve) Kaufer are further warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and due to the company's lack of a formal nominating committee.
Cargurus, Inc.	06/07/2022	Management	3	Yes	Elect Director Stephen Kaufer	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Steven Conine, Yvonne Hao, and Stephen (Steve) Kaufer are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Stephen (Steve) Kaufer are further warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and due to the company's lack of a formal nominating committee.
Cargurus, Inc.	06/07/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cargurus, Inc.	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The pre-set goals and actual results are not disclosed for the annual incentive, which impedes shareholders' ability to assess the merit of payouts and rigor of goals. In addition, no rationale for the payout structure of the annual bonus was disclosed, which may guarantee certain payments to executives if full-year performance targets are not met. Finally, the committee's decision to remove the performance vesting conditions for equity awards is viewed as egregious. This concern is compounded when considering the CEO's 2021 awards were front-loaded, essentially locking-in his awards to be entirely time-based for the covered four-year period.
CarParts.com, Inc.	05/25/2022	Management	1	Yes	Elect Director Jay K. Greyson	For	For	For	For	WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CarParts.com, Inc.	05/25/2022	Management	2	Yes	Elect Director Jim Barnes	For	For	For	For	WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CarParts.com, Inc.	05/25/2022	Management	3	Yes	Elect Director Ana Dutra	For	For	Withhold	Withhold	WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CarParts.com, Inc.	05/25/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Carriage Services, Inc.	05/17/2022	Management	1	Yes	Elect Director Bryan D. Leibman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bryan Leibman are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Nominating Committee chairman Achille Messac are warranted for failing to establish gender diversity on the board.
Carriage Services, Inc.	05/17/2022	Management	2	Yes	Elect Director Achille Messac	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bryan Leibman are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Nominating Committee chairman Achille Messac are warranted for failing to establish gender diversity on the board.
Carriage Services, Inc.	05/17/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Carriage Services, Inc.	05/17/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Carrols Restaurant Group, Inc.	06/17/2022	Management	1	Yes	Elect Director Paulo A. Pena	For	For	For	For	A vote FOR all director nominees is warranted.
Carrols Restaurant Group, Inc.	06/17/2022	Management	2	Yes	Elect Director Matthew Perelman	For	For	For	For	A vote FOR all director nominees is warranted.
Carrols Restaurant Group, Inc.	06/17/2022	Management	3	Yes	Elect Director John D. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Carrols Restaurant Group, Inc.	06/17/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's financial planning prerequisites. In addition, there is a lack of long-term performance metrics for the awards granted in the most recent fiscal year.
Carrols Restaurant Group, Inc.	06/17/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Carter Bankshares, Inc.	05/25/2022	Management	1	Yes	Elect Director Michael R. Bird	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	2	Yes	Elect Director Kevin S. Bloomfield	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	3	Yes	Elect Director Robert M. Bolton	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	4	Yes	Elect Director Robert W. Conner	For	For	Withhold	Withhold	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	5	Yes	Elect Director Gregory W. Feldmann	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	6	Yes	Elect Director James W. Haskins	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	7	Yes	Elect Director Phyllis Q. Karavatakis	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	8	Yes	Elect Director Lanny A. Kyle	For	For	Withhold	Withhold	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	9	Yes	Elect Director Jacob A. Lutz, III	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	10	Yes	Elect Director E. Warren Matthews	For	For	Withhold	Withhold	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	11	Yes	Elect Director Catharine L. Midkiff	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	12	Yes	Elect Director Curtis E. Stephens	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Carter Bankshares, Inc.	05/25/2022	Management	13	Yes	Elect Director Litz H. Van Dyke	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	14	Yes	Elect Director Elizabeth L. Walsh	For	For	For	For	WITHHOLD votes for Robert Conner, Lanny Kyle and E. Warren Matthews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/25/2022	Management	15	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Carter's, Inc.	05/18/2022	Management	1	Yes	Elect Director Rochester (Rock) Anderson, Jr.	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	2	Yes	Elect Director Jeffrey H. Black	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	3	Yes	Elect Director Hali Borenstein	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	4	Yes	Elect Director Luis A. Borgen	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	5	Yes	Elect Director Michael D. Casey	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	6	Yes	Elect Director A. Bruce Cleverly	For	For	Against	Against	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	7	Yes	Elect Director Jevin S. Eagle	For	For	Against	Against	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	8	Yes	Elect Director Mark P. Hipp	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	9	Yes	Elect Director William J. Montgoris	For	For	Against	Against	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	10	Yes	Elect Director Stacey S. Rauch	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	11	Yes	Elect Director Gretchen W. Schar	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	12	Yes	Elect Director Stephanie P. Stahl	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Carter's, Inc.	05/18/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Casa Systems, Inc.	05/12/2022	Management	1	Yes	Elect Director Susana D'Emic	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Bruce Evans and Susana D'Emic given: * the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. * that, in the absence of members of the compensation committee on the ballot, a pay-for-performance misalignment has been identified. Bonus payouts and equity grants remain elevated and there is no disclosure of goals under the short- and long-term incentive programs. WITHHOLD votes for Bruce Evans are warranted for serving as a non-independent member of a key board committee.
Casa Systems, Inc.	05/12/2022	Management	2	Yes	Elect Director Bruce R. Evans	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Bruce Evans and Susana D'Emic given: * the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. * that, in the absence of members of the compensation committee on the ballot, a pay-for-performance misalignment has been identified. Bonus payouts and equity grants remain elevated and there is no disclosure of goals under the short- and long-term incentive programs. WITHHOLD votes for Bruce Evans are warranted for serving as a non-independent member of a key board committee.
Casa Systems, Inc.	05/12/2022	Management	3	Yes	Ratify Ernst and Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Casella Waste Systems, Inc.	06/02/2022	Management	1	Yes	Elect Director Michael K. Burke	For	For	Withhold	Withhold	WITHHOLD votes for Michael Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR Gary Sova is warranted.
Casella Waste Systems, Inc.	06/02/2022	Management	2	Yes	Elect Director Douglas R. Casella	For	For	For	For	WITHHOLD votes for Michael Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR Gary Sova is warranted.
Casella Waste Systems, Inc.	06/02/2022	Management	3	Yes	Elect Director Gary Sova	For	For	For	For	WITHHOLD votes for Michael Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR Gary Sova is warranted.
Casella Waste Systems, Inc.	06/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide tax gross-up relating to the CEO's car allowance perquisite. Moreover, concerns are raised with respect to the inclusion of multiple outsized peers for pay benchmarking and the presence of excise tax gross-up provision in certain existing agreements.
Casella Waste Systems, Inc.	06/02/2022	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CASI Pharmaceuticals, Inc.	05/25/2022	Management	1	Yes	Elect Director Quan Zhou	For	For	For	For	WITHHOLD votes for James Huang are warranted for serving as a director on more than four public company boards. A vote FOR Quan Zhou is warranted.
CASI Pharmaceuticals, Inc.	05/25/2022	Management	2	Yes	Elect Director James Huang	For	For	Withhold	Withhold	WITHHOLD votes for James Huang are warranted for serving as a director on more than four public company boards. A vote FOR Quan Zhou is warranted.
CASI Pharmaceuticals, Inc.	05/25/2022	Management	3	Yes	Ratify KPMG Huazhen LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
CASI Pharmaceuticals, Inc.	05/25/2022	Management	4	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the reverse stock split may enable the company to maintain listing of its common stock on the Nasdaq Capital market.
Cass Information Systems, Inc.	04/19/2022	Management	1	Yes	Elect Director Ralph W. Clermont	For	Against	Against	Against	A vote AGAINST incumbent Nominating Committee member Ralph Clermont is warranted for lack of racial/ethnic diversity on the board. Votes AGAINST non-independent nominee James Lindemann are warranted for lack of a majority independent board. Votes AGAINST James Lindemann are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cass Information Systems, Inc.	04/19/2022	Management	2	Yes	Elect Director James J. Lindemann	For	For	Against	Against	A vote AGAINST incumbent Nominating Committee member Ralph Clermont is warranted for lack of racial/ethnic diversity on the board. Votes AGAINST non-independent nominee James Lindemann are warranted for lack of a majority independent board. Votes AGAINST James Lindemann are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cass Information Systems, Inc.	04/19/2022	Management	3	Yes	Elect Director Wendy J. Henry	For	For	For	For	A vote AGAINST incumbent Nominating Committee member Ralph Clermont is warranted for lack of racial/ethnic diversity on the board. Votes AGAINST non-independent nominee James Lindemann are warranted for lack of a majority independent board. Votes AGAINST James Lindemann are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cass Information Systems, Inc.	04/19/2022	Management	4	Yes	Elect Director Sally H. Roth	For	For	For	For	A vote AGAINST incumbent Nominating Committee member Ralph Clermont is warranted for lack of racial/ethnic diversity on the board. Votes AGAINST non-independent nominee James Lindemann are warranted for lack of a majority independent board. Votes AGAINST James Lindemann are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cass Information Systems, Inc.	04/19/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For			For	A vote FOR this proposal is warranted, with caution. The CEO's total pay is of significant magnitude, largely due to continuous increases to base salary, which has a ratcheting effect on the target bonus opportunity as well as the LTI grant value. However, both the annual bonus as well as closing cycle PSUs were earned below target for the year in review, which is in line with overall company performance. Furthermore, the STI was based entirely on a pre-set, financial metric and LTI awards are majority performance-based with forward-looking goals. Continued monitoring of the pay program is warranted to ensure that pay outcomes align with company performance.
Cass Information Systems, Inc.	04/19/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cathay General Bancorp	05/16/2022	Management	1	Yes	Elect Director Kelly L. Chan	For	For	Against	Against	Votes AGAINST non-independent nominees Dunson Cheng, Chang Liu, Kelly Chan and Joseph Poon are warranted for lack of a majority independent board. Votes AGAINST Kelly Chan and Joseph Poon are also warranted for serving as non-independent members of a key board committee.
Cathay General Bancorp	05/16/2022	Management	2	Yes	Elect Director Dunson K. Cheng	For	For	Against	Against	Votes AGAINST non-independent nominees Dunson Cheng, Chang Liu, Kelly Chan and Joseph Poon are warranted for lack of a majority independent board. Votes AGAINST Kelly Chan and Joseph Poon are also warranted for serving as non-independent members of a key board committee.
Cathay General Bancorp	05/16/2022	Management	3	Yes	Elect Director Chang M. Liu	For	For	Against	Against	Votes AGAINST non-independent nominees Dunson Cheng, Chang Liu, Kelly Chan and Joseph Poon are warranted for lack of a majority independent board. Votes AGAINST Kelly Chan and Joseph Poon are also warranted for serving as non-independent members of a key board committee.
Cathay General Bancorp	05/16/2022	Management	4	Yes	Elect Director Joseph C.H. Poon	For	For	Against	Against	Votes AGAINST non-independent nominees Dunson Cheng, Chang Liu, Kelly Chan and Joseph Poon are warranted for lack of a majority independent board. Votes AGAINST Kelly Chan and Joseph Poon are also warranted for serving as non-independent members of a key board committee.
Cathay General Bancorp	05/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains problematic modified single-trigger severance and excise tax gross-up in existing agreements. In addition, equity award arrangements provide for automatic accelerated vesting upon a change-in-control.
Cathay General Bancorp	05/16/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CBIZ, Inc.	05/10/2022	Management	1	Yes	Elect Director Rick L. Burdick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rick Burdick, Jerome Grisko Jr. and Benaree (Bennie) Wiley are warranted for lack of a majority independent board. WITHHOLD votes for Rick Burdick and Benaree (Bennie) Wiley are also warranted for serving as non-independent members of a key board committee.
CBIZ, Inc.	05/10/2022	Management	2	No	Elect Director Steven L. Gerard "Withdrawn Resolution"					WITHHOLD votes for non-independent nominees Rick Burdick, Jerome Grisko Jr. and Benaree (Bennie) Wiley are warranted for lack of a majority independent board. WITHHOLD votes for Rick Burdick and Benaree (Bennie) Wiley are also warranted for serving as non-independent members of a key board committee.
CBIZ, Inc.	05/10/2022	Management	3	Yes	Elect Director Jerome P. Grisko, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rick Burdick, Jerome Grisko Jr. and Benaree (Bennie) Wiley are warranted for lack of a majority independent board. WITHHOLD votes for Rick Burdick and Benaree (Bennie) Wiley are also warranted for serving as non-independent members of a key board committee.
CBIZ, Inc.	05/10/2022	Management	4	Yes	Elect Director Benaree Pratt Wiley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rick Burdick, Jerome Grisko Jr. and Benaree (Bennie) Wiley are warranted for lack of a majority independent board. WITHHOLD votes for Rick Burdick and Benaree (Bennie) Wiley are also warranted for serving as non-independent members of a key board committee.
CBIZ, Inc.	05/10/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CBIZ, Inc.	05/10/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provides excessive perquisites and associated tax gross-ups to the CEO.
CECO Environmental Corp.	06/08/2022	Management	1	Yes	Elect Director Jason DeZwirek	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/08/2022	Management	2	Yes	Elect Director David B. Liner	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/08/2022	Management	3	Yes	Elect Director Claudio A. Mannarino	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/08/2022	Management	4	Yes	Elect Director Munish Nanda	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/08/2022	Management	5	Yes	Elect Director Valerie Gentile Sachs	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/08/2022	Management	6	Yes	Elect Director Richard F. Wallman	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/08/2022	Management	7	Yes	Elect Director Todd Gleason	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/08/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CECO Environmental Corp.	06/08/2022	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Centennial Resource Development, Inc.	04/27/2022	Management	1	Yes	Elect Director Pierre F. Lapeyre, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Centennial Resource Development, Inc.	04/27/2022	Management	2	Yes	Elect Director David M. Leuschen	For	For	For	For	A vote FOR the director nominees is warranted.
Centennial Resource Development, Inc.	04/27/2022	Management	3	Yes	Elect Director Sean R. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Centennial Resource Development, Inc.	04/27/2022	Management	4	Yes	Elect Director Vidisha Prasad	For	For	For	For	A vote FOR the director nominees is warranted.
Centennial Resource Development, Inc.	04/27/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Positive changes to the annual incentive program in FY21 included the introduction of a more formulaic approach to annual incentives, with a majority of annual incentives based on quantitative metrics. The proxy also demonstrated improved program disclosure for qualitative metrics and above-target payouts under the program appear aligned with the company's strong performance in FY21. A majority of the CEO's long-term incentives are also performance-based and the most recent vesting cycle was forfeited, in line with TSR underperformance over the period.
Centennial Resource Development, Inc.	04/27/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Centennial Resource Development, Inc.	04/27/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Central Garden & Pet Company	02/08/2022	Management	1	Yes	Elect Director William E. Brown	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Lisa Coleman, Daniel Myers, Brooks Pennington III and John Ranelli are warranted for lack of a majority independent board and for lack of a formal nominating committee.WITHHOLD votes for compensation committee members Mary Beth Springer and Michael Griffith are warranted due to the lack of any performance criteria, lack of risk mitigators, and the sizable perquisites provided to the CEO.A vote FOR the remaining director nominees is warranted.
Central Garden & Pet Company	02/08/2022	Management	2	Yes	Elect Director Courtnee Chun	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Lisa Coleman, Daniel Myers, Brooks Pennington III and John Ranelli are warranted for lack of a majority independent board and for lack of a formal nominating committee.WITHHOLD votes for compensation committee members Mary Beth Springer and Michael Griffith are warranted due to the lack of any performance criteria, lack of risk mitigators, and the sizable perquisites provided to the CEO.A vote FOR the remaining director nominees is warranted.
Central Garden & Pet Company	02/08/2022	Management	3	Yes	Elect Director Timothy P. Cofer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Lisa Coleman, Daniel Myers, Brooks Pennington III and John Ranelli are warranted for lack of a majority independent board and for lack of a formal nominating committee.WITHHOLD votes for compensation committee members Mary Beth Springer and Michael Griffith are warranted due to the lack of any performance criteria, lack of risk mitigators, and the sizable perquisites provided to the CEO.A vote FOR the remaining director nominees is warranted.
Central Garden & Pet Company	02/08/2022	Management	4	Yes	Elect Director Lisa Coleman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Lisa Coleman, Daniel Myers, Brooks Pennington III and John Ranelli are warranted for lack of a majority independent board and for lack of a formal nominating committee.WITHHOLD votes for compensation committee members Mary Beth Springer and Michael Griffith are warranted due to the lack of any performance criteria, lack of risk mitigators, and the sizable perquisites provided to the CEO.A vote FOR the remaining director nominees is warranted.
Central Garden & Pet Company	02/08/2022	Management	5	Yes	Elect Director Brendan P. Dougher	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Lisa Coleman, Daniel Myers, Brooks Pennington III and John Ranelli are warranted for lack of a majority independent board and for lack of a formal nominating committee.WITHHOLD votes for compensation committee members Mary Beth Springer and Michael Griffith are warranted due to the lack of any performance criteria, lack of risk mitigators, and the sizable perquisites provided to the CEO.A vote FOR the remaining director nominees is warranted.
Central Garden & Pet Company	02/08/2022	Management	6	Yes	Elect Director Michael J. Griffith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Lisa Coleman, Daniel Myers, Brooks Pennington III and John Ranelli are warranted for lack of a majority independent board and for lack of a formal nominating committee.WITHHOLD votes for compensation committee members Mary Beth Springer and Michael Griffith are warranted due to the lack of any performance criteria, lack of risk mitigators, and the sizable perquisites provided to the CEO.A vote FOR the remaining director nominees is warranted.

B.1.a									
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Central Garden & Pet Company	02/08/2022	Management	7	Yes	Elect Director Christopher T. Metz	For	For	For	For
Central Garden & Pet Company	02/08/2022	Management	8	Yes	Elect Director Daniel P. Myers	For	Withhold	Withhold	Withhold
Central Garden & Pet Company	02/08/2022	Management	9	Yes	Elect Director Brooks M. Pennington, III	For	Withhold	Withhold	Withhold
Central Garden & Pet Company	02/08/2022	Management	10	Yes	Elect Director John R. Ranelli	For	Withhold	Withhold	Withhold
Central Garden & Pet Company	02/08/2022	Management	11	Yes	Elect Director Mary Beth Springer	For	For	Withhold	Withhold
Central Garden & Pet Company	02/08/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
Central Pacific Financial Corp.	04/21/2022	Management	1	Yes	Elect Director Christine H. H. Camp	For	For	Withhold	Withhold
Central Pacific Financial Corp.	04/21/2022	Management	2	Yes	Elect Director Earl E. Fry	For	For	Withhold	Withhold
Central Pacific Financial Corp.	04/21/2022	Management	3	Yes	Elect Director Jonathan B. Kindred	For	For	For	For
Central Pacific Financial Corp.	04/21/2022	Management	4	Yes	Elect Director Paul J. Kosasa	For	For	Withhold	Withhold
Central Pacific Financial Corp.	04/21/2022	Management	5	Yes	Elect Director Duane K. Kurisu	For	For	For	For
Central Pacific Financial Corp.	04/21/2022	Management	6	Yes	Elect Director Christopher T. Lutes	For	For	Withhold	Withhold
Central Pacific Financial Corp.	04/21/2022	Management	7	Yes	Elect Director Colbert M. Matsumoto	For	For	Withhold	Withhold
Central Pacific Financial Corp.	04/21/2022	Management	8	Yes	Elect Director A. Catherine Ngo	For	For	Withhold	Withhold
Central Pacific Financial Corp.	04/21/2022	Management	9	Yes	Elect Director Saedene K. Ota	For	For	For	For
Central Pacific Financial Corp.	04/21/2022	Management	10	Yes	Elect Director Crystal K. Rose	For	For	Withhold	Withhold
Central Pacific Financial Corp.	04/21/2022	Management	11	Yes	Elect Director Paul K. Yonamine	For	For	Withhold	Withhold
Central Pacific Financial Corp.	04/21/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Central Pacific Financial Corp.	04/21/2022	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	For	For
Central Valley Community Bancorp	05/18/2022	Management	1	Yes	Elect Director Daniel N. Cunningham	For	For	Withhold	Withhold

		Proposal				Management		ISS		Voting		B.1.a
Company Name	Meeting Date	Proponent	Sequence Number	Votable Proposal	Proposal Text	Recommend ation	Recommend ation	Recommend ation	Vote Instruction			
										Voting Policy Rationale		
Central Valley Community Bancorp	05/18/2022	Management	2	Yes	Elect Director Daniel J. Doyle	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	3	Yes	Elect Director F. T. "Tommy" Elliott, IV	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	4	Yes	Elect Director Robert J. Flautt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	5	Yes	Elect Director Gary D. Gall	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	6	Yes	Elect Director James J. Kim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	7	Yes	Elect Director Andriana D. Majarian	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	8	Yes	Elect Director Steven D. McDonald	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	9	Yes	Elect Director Louis McMurray	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	10	Yes	Elect Director Karen Musson	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	11	Yes	Elect Director Dorothea D. Silva	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	12	Yes	Elect Director William S. Smittcamp	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Daniel Doyle, Daniel Cunningham, Robert (Bob) Flautt, Gary Gall, Steven McDonald, Louis McMurray and William Smittcamp are warranted for serving as members of key committees. A vote FOR the remaining director nominees is warranted.		
Central Valley Community Bancorp	05/18/2022	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Central Valley Community Bancorp	05/18/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.		
Century Aluminum Company	06/13/2022	Management	1	Yes	Elect Director Jarl Berntzen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jesse Gary, Jarl Berntzen and Wilhelm van Jaarsveld are warranted for lack of a majority independent board. WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance and nominating committee chair Andrew Michelmores are warranted due to the lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
Century Aluminum Company	06/13/2022	Management	2	Yes	Elect Director Jennifer Bush	For	For	For	For	WITHHOLD votes for non-independent nominees Jesse Gary, Jarl Berntzen and Wilhelm van Jaarsveld are warranted for lack of a majority independent board. WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance and nominating committee chair Andrew Michelmores are warranted due to the lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
Century Aluminum Company	06/13/2022	Management	3	Yes	Elect Director Jesse Gary	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jesse Gary, Jarl Berntzen and Wilhelm van Jaarsveld are warranted for lack of a majority independent board. WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance and nominating committee chair Andrew Michelmores are warranted due to the lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
Century Aluminum Company	06/13/2022	Management	4	Yes	Elect Director Errol Glasser	For	For	For	For	WITHHOLD votes for non-independent nominees Jesse Gary, Jarl Berntzen and Wilhelm van Jaarsveld are warranted for lack of a majority independent board. WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance and nominating committee chair Andrew Michelmores are warranted due to the lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
Century Aluminum Company	06/13/2022	Management	5	Yes	Elect Director Wilhelm van Jaarsveld	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jesse Gary, Jarl Berntzen and Wilhelm van Jaarsveld are warranted for lack of a majority independent board. WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance and nominating committee chair Andrew Michelmores are warranted due to the lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
Century Aluminum Company	06/13/2022	Management	6	Yes	Elect Director Andrew G. Michelmores	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jesse Gary, Jarl Berntzen and Wilhelm van Jaarsveld are warranted for lack of a majority independent board. WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance and nominating committee chair Andrew Michelmores are warranted due to the lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
Century Aluminum Company	06/13/2022	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		



Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Century Aluminum Company	06/13/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Century Casinos, Inc.	06/09/2022	Management	1	Yes	Elect Director Dinah Corbaci	For	Against	Against	Against	Votes AGAINST non-independent nominee Dinah Corbaci are warranted for lack of a majority independent board and for serving as a non-independent member of key board committees. Votes AGAINST Nominating Committee members Eduard Berger and Dinah Corbaci are warranted for failure to establish racial or ethnic diversity on the board.
Century Casinos, Inc.	06/09/2022	Management	2	Yes	Elect Director Eduard Berger	For	Against	Against	Against	Votes AGAINST non-independent nominee Dinah Corbaci are warranted for lack of a majority independent board and for serving as a non-independent member of key board committees. Votes AGAINST Nominating Committee members Eduard Berger and Dinah Corbaci are warranted for failure to establish racial or ethnic diversity on the board.
Century Casinos, Inc.	06/09/2022	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Century Casinos, Inc.	06/09/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains employment agreements with certain executives that contain modified single-trigger and excise tax gross-up change in control provisions. Concerns are also raised with respect to the lack of performance goals disclosure under the company's incentive plans, as well as the large automobile-related perquisite provided to the co-CEOs.
Century Communities, Inc.	05/04/2022	Management	1	Yes	Elect Director Dale Francescon	For	For	For	For	A vote FOR the director nominees is warranted.
Century Communities, Inc.	05/04/2022	Management	2	Yes	Elect Director Robert J. Francescon	For	For	For	For	A vote FOR the director nominees is warranted.
Century Communities, Inc.	05/04/2022	Management	3	Yes	Elect Director Patricia L. Anvieto	For	For	For	For	A vote FOR the director nominees is warranted.
Century Communities, Inc.	05/04/2022	Management	4	Yes	Elect Director John P. Box	For	For	For	For	A vote FOR the director nominees is warranted.
Century Communities, Inc.	05/04/2022	Management	5	Yes	Elect Director Keith R. Guernicke	For	For	For	For	A vote FOR the director nominees is warranted.
Century Communities, Inc.	05/04/2022	Management	6	Yes	Elect Director James M. Lipman	For	For	For	For	A vote FOR the director nominees is warranted.
Century Communities, Inc.	05/04/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Century Communities, Inc.	05/04/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Century Communities, Inc.	05/04/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CEVA, Inc.	06/02/2022	Management	1	Yes	Elect Director Bernadette Andrietti	For	For	For	For	WITHHOLD votes for non-independent nominees Peter McManamon, Gideon Wertheizer, Eliyahu (Eli) Ayalon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	06/02/2022	Management	2	Yes	Elect Director Eliyahu Ayalon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Gideon Wertheizer, Eliyahu (Eli) Ayalon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	06/02/2022	Management	3	Yes	Elect Director Jaclyn Liu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Gideon Wertheizer, Eliyahu (Eli) Ayalon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	06/02/2022	Management	4	Yes	Elect Director Maria Marced	For	For	For	For	WITHHOLD votes for non-independent nominees Peter McManamon, Gideon Wertheizer, Eliyahu (Eli) Ayalon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	06/02/2022	Management	5	Yes	Elect Director Peter McManamon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Gideon Wertheizer, Eliyahu (Eli) Ayalon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	06/02/2022	Management	6	Yes	Elect Director Sven-Christer Nilsson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Gideon Wertheizer, Eliyahu (Eli) Ayalon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	06/02/2022	Management	7	Yes	Elect Director Louis Silver	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Gideon Wertheizer, Eliyahu (Eli) Ayalon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	06/02/2022	Management	8	Yes	Elect Director Gideon Wertheizer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Gideon Wertheizer, Eliyahu (Eli) Ayalon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson and Louis Silver are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	06/02/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 7.16 percent is acceptable.
CEVA, Inc.	06/02/2022	Management	10	Yes	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CEVA, Inc.	06/02/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ChampionX Corporation	05/11/2022	Management	1	Yes	Elect Director Heidi S. Alderman	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/11/2022	Management	2	Yes	Elect Director Mamatha Chamathi	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/11/2022	Management	3	Yes	Elect Director Gary P. Luquette	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/11/2022	Management	4	Yes	Elect Director Stuart Porter	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/11/2022	Management	5	Yes	Elect Director Daniel W. Rabun	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/11/2022	Management	6	Yes	Elect Director Sivasankaran (Soma) Somasundaram	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/11/2022	Management	7	Yes	Elect Director Stephen M. Todd	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/11/2022	Management	8	Yes	Elect Director Stephen K. Wagner	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/11/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ChampionX Corporation	05/11/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ChannelAdvisor Corporation	05/13/2022	Management	1	Yes	Elect Director David J. Spitz	For	For	For	For	A vote FOR all director nominees is warranted.
ChannelAdvisor Corporation	05/13/2022	Management	2	Yes	Elect Director Timothy V. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
ChannelAdvisor Corporation	05/13/2022	Management	3	Yes	Elect Director Linda M. Crawford	For	For	For	For	A vote FOR all director nominees is warranted.
ChannelAdvisor Corporation	05/13/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ChannelAdvisor Corporation	05/13/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Chase Corporation	02/01/2022	Management	1	Yes	Elect Director Adam P. Chase	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/01/2022	Management	2	Yes	Elect Director Peter R. Chase	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/01/2022	Management	3	Yes	Elect Director Mary Claire Chase	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/01/2022	Management	4	Yes	Elect Director Thomas D. DeByle	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/01/2022	Management	5	Yes	Elect Director John H. Derby, III	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/01/2022	Management	6	Yes	Elect Director Chad A. McDaniel	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/01/2022	Management	7	Yes	Elect Director Dana Mohler-Faria	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Chase Corporation	02/01/2022	Management	8	Yes	Elect Director Joan Wallace-Benjamin	For	For	For	For
Chase Corporation	02/01/2022	Management	9	Yes	Elect Director Thomas Wroe, Jr.	For	For	Withhold	Withhold
Chase Corporation	02/01/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against
Chase Corporation	02/01/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Chase Corporation	02/01/2022	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For
Chemed Corporation	05/16/2022	Management	1	Yes	Elect Director Kevin J. McNamara	For		Against	Against
Chemed Corporation	05/16/2022	Management	2	Yes	Elect Director Ron DeLyons	For	For	For	For
Chemed Corporation	05/16/2022	Management	3	Yes	Elect Director Joel F. Gemunder	For	For	Against	Against
Chemed Corporation	05/16/2022	Management	4	Yes	Elect Director Patrick P. Grace	For	For	Against	Against
Chemed Corporation	05/16/2022	Management	5	Yes	Elect Director Christopher J. Heaney	For	For	For	For
Chemed Corporation	05/16/2022	Management	6	Yes	Elect Director Thomas C. Hutton	For	For	Against	Against
Chemed Corporation	05/16/2022	Management	7	Yes	Elect Director Andrea R. Lindell	For	For	Against	Against
Chemed Corporation	05/16/2022	Management	8	Yes	Elect Director Thomas P. Rice	For	For	Against	Against
Chemed Corporation	05/16/2022	Management	9	Yes	Elect Director Donald E. Saunders	For	For	Against	Against
Chemed Corporation	05/16/2022	Management	10	Yes	Elect Director George J. Walsh, III	For	For	Against	Against
Chemed Corporation	05/16/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against
Chemed Corporation	05/16/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
Chemed Corporation	05/16/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
ChemoCentryx, Inc.	05/26/2022	Management	1	Yes	Elect Director Geoffrey M. Parker	For	For	Against	Against
ChemoCentryx, Inc.	05/26/2022	Management	2	Yes	Elect Director James L. Tyree	For	For	For	For
ChemoCentryx, Inc.	05/26/2022	Management	3	Yes	Elect Director David Wheadon	For	For	For	For
ChemoCentryx, Inc.	05/26/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
ChemoCentryx, Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Chemung Financial Corporation	06/07/2022	Management	1	Yes	Elect Director Ronald M. Bentley	For	Withhold	Withhold	Withhold
Chemung Financial Corporation	06/07/2022	Management	2	Yes	Elect Director David M. Buicko	For	For	For	For
Chemung Financial Corporation	06/07/2022	Management	3	Yes	Elect Director Robert H. Dalrymple	For	For	Withhold	Withhold
Chemung Financial Corporation	06/07/2022	Management	4	Yes	Elect Director Jeffrey B. Streeter	For	For	For	For
Chemung Financial Corporation	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Chemung Financial Corporation	06/07/2022	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chicago Rivet & Machine Co.	05/10/2022	Management	1	Yes	Elect Director Michael J. Bourg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Morrissey, Michael Bourg, Kent Cooney and James Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/10/2022	Management	2	Yes	Elect Director Kent H. Cooney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Morrissey, Michael Bourg, Kent Cooney and James Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/10/2022	Management	3	Yes	Elect Director Patricia M. Miller	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Morrissey, Michael Bourg, Kent Cooney and James Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/10/2022	Management	4	Yes	Elect Director Kurt Moders	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Morrissey, Michael Bourg, Kent Cooney and James Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/10/2022	Management	5	Yes	Elect Director James W. Morrissey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Morrissey, Michael Bourg, Kent Cooney and James Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/10/2022	Management	6	Yes	Elect Director Walter W. Morrissey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Morrissey, Michael Bourg, Kent Cooney and James Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/10/2022	Management	7	Yes	Elect Director John L. Showel	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Morrissey, Michael Bourg, Kent Cooney and James Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chicago Rivet & Machine Co.	05/10/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.
Chicago Rivet & Machine Co.	05/10/2022	Management	9	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chimerix, Inc.	06/23/2022	Management	1	Yes	Elect Director Catherine L. Gilliss	For	For	For	For	Votes AGAINST Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Chimerix, Inc.	06/23/2022	Management	2	Yes	Elect Director Patrick Machado	For	For	Against	Against	Votes AGAINST Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Chimerix, Inc.	06/23/2022	Management	3	Yes	Elect Director Fred A. Middleton	For	For	For	For	Votes AGAINST Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Chimerix, Inc.	06/23/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chimerix, Inc.	06/23/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Chimerix, Inc.	06/23/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Chinook Therapeutics, Inc.	05/26/2022	Management	1	Yes	Elect Director Jerel Davis	For	Withhold	Withhold	Withhold	WITHHOLD votes for William Greenman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Jerel Davis and William Greenman are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights.
Chinook Therapeutics, Inc.	05/26/2022	Management	2	Yes	Elect Director William M. Greenman	For	Withhold	Withhold	Withhold	WITHHOLD votes for William Greenman are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Jerel Davis and William Greenman are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights.
Chinook Therapeutics, Inc.	05/26/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Chinook Therapeutics, Inc.	05/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Choice Hotels International, Inc.	05/25/2022	Management	1	Yes	Elect Director Brian B. Bainum	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	2	Yes	Elect Director Stewart W. Bainum, Jr.	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	3	Yes	Elect Director William L. Jews	For	For	Against	Against	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	4	Yes	Elect Director Monte J.M. Koch	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	5	Yes	Elect Director Liza K. Landsman	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	6	Yes	Elect Director Patrick S. Pacious	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	7	Yes	Elect Director Ervin R. Shames	For	For	Against	Against	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	8	Yes	Elect Director Gordon A. Smith	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	9	Yes	Elect Director Maureen D. Sullivan	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	10	Yes	Elect Director John P. Tague	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	11	Yes	Elect Director Donna F. Vieira	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc.	05/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Choice Hotels International, Inc.	05/25/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cinemark Holdings, Inc.	05/19/2022	Management	1	Yes	Elect Director Lee Roy Mitchell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee Roy Mitchell, Sean Gamble, Benjamin (Ben) Chereskin and Raymond (Ray) Syfuly are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin (Ben) Chereskin are also warranted for serving as a non-independent member of a key board
Cinemark Holdings, Inc.	05/19/2022	Management	2	Yes	Elect Director Benjamin D. Chereskin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee Roy Mitchell, Sean Gamble, Benjamin (Ben) Chereskin and Raymond (Ray) Syfuly are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin (Ben) Chereskin are also warranted for serving as a non-independent member of a key board
Cinemark Holdings, Inc.	05/19/2022	Management	3	Yes	Elect Director Raymond W. Syfuly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee Roy Mitchell, Sean Gamble, Benjamin (Ben) Chereskin and Raymond (Ray) Syfuly are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin (Ben) Chereskin are also warranted for serving as a non-independent member of a key board
Cinemark Holdings, Inc.	05/19/2022	Management	4	Yes	Elect Director Sean Gamble	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee Roy Mitchell, Sean Gamble, Benjamin (Ben) Chereskin and Raymond (Ray) Syfuly are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin (Ben) Chereskin are also warranted for serving as a non-independent member of a key board
Cinemark Holdings, Inc.	05/19/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote	Voting Policy Rationale
Cinemark Holdings, Inc.	05/19/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	A vote AGAINST this proposal is warranted. Pay-for-performance concerns such as limited STI disclosure and LTI lacking performance criteria are not sufficiently mitigated by the disclosed changes to the company's performance metrics and goals for FY2022. In addition, the FY2022 LTI program will utilize annual performance periods and it is unclear whether a majority of equity awards will be based on performance.
Citizens & Northern Corporation	04/21/2022	Management	1	Yes	Elect Director Susan E. Hartley	For	Withhold	Withhold	WITHHOLD votes for Susan Hartley and Leo Lambert are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating and governance committee chair Susan Hartley for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/21/2022	Management	2	Yes	Elect Director Leo F. Lambert	For	For	Withhold	WITHHOLD votes for Susan Hartley and Leo Lambert are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating and governance committee chair Susan Hartley for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/21/2022	Management	3	Yes	Elect Director Helen S. Santiago	For	For	For	WITHHOLD votes for Susan Hartley and Leo Lambert are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating and governance committee chair Susan Hartley for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/21/2022	Management	4	Yes	Elect Director Katherine W. Shattuck	For	For	For	WITHHOLD votes for Susan Hartley and Leo Lambert are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating and governance committee chair Susan Hartley for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/21/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Citizens & Northern Corporation	04/21/2022	Management	6	Yes	Increase Authorized Common Stock	For	For	For	Votes FOR this resolution are warranted at this time.
Citizens & Northern Corporation	04/21/2022	Management	7	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
City Holding Company	04/12/2022	Management	1	Yes	Elect Director Charles W. Fairchilds	For	For	For	Votes AGAINST non-independent nominees C. Dallas Kayser, William File III, Tracy Hylton II and Sharon Rowe are warranted for lack of a majority independent board. Votes AGAINST William File III, Tracy Hylton II and Sharon Rowe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
City Holding Company	04/12/2022	Management	2	Yes	Elect Director William H. File, III	For	For	Against	Votes AGAINST non-independent nominees C. Dallas Kayser, William File III, Tracy Hylton II and Sharon Rowe are warranted for lack of a majority independent board. Votes AGAINST William File III, Tracy Hylton II and Sharon Rowe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
City Holding Company	04/12/2022	Management	3	Yes	Elect Director Tracy W. Hylton, II	For	For	Against	Votes AGAINST non-independent nominees C. Dallas Kayser, William File III, Tracy Hylton II and Sharon Rowe are warranted for lack of a majority independent board. Votes AGAINST William File III, Tracy Hylton II and Sharon Rowe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
City Holding Company	04/12/2022	Management	4	Yes	Elect Director Dallas Kayser	For	For	Against	Votes AGAINST non-independent nominees C. Dallas Kayser, William File III, Tracy Hylton II and Sharon Rowe are warranted for lack of a majority independent board. Votes AGAINST William File III, Tracy Hylton II and Sharon Rowe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
City Holding Company	04/12/2022	Management	5	Yes	Elect Director Sharon H. Rowe	For	For	Against	Votes AGAINST non-independent nominees C. Dallas Kayser, William File III, Tracy Hylton II and Sharon Rowe are warranted for lack of a majority independent board. Votes AGAINST William File III, Tracy Hylton II and Sharon Rowe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
City Holding Company	04/12/2022	Management	6	Yes	Elect Director Gregory A. Burton	For	For	For	Votes AGAINST non-independent nominees C. Dallas Kayser, William File III, Tracy Hylton II and Sharon Rowe are warranted for lack of a majority independent board. Votes AGAINST William File III, Tracy Hylton II and Sharon Rowe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
City Holding Company	04/12/2022	Management	7	Yes	Elect Director Javier A. Reyes	For	For	For	Votes AGAINST non-independent nominees C. Dallas Kayser, William File III, Tracy Hylton II and Sharon Rowe are warranted for lack of a majority independent board. Votes AGAINST William File III, Tracy Hylton II and Sharon Rowe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
City Holding Company	04/12/2022	Management	8	Yes	Ratify Crowe LLP as Auditors	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
City Holding Company	04/12/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain modified single trigger severance payment and excise tax gross-up provisions. In addition, equity awards contain a provision for single trigger vesting upon a change in control event.
Civeo Corporation	05/18/2022	Management	1	Yes	Elect Director Martin A. Lambert	For	For	For	A vote FOR all director nominees is warranted.
Civeo Corporation	05/18/2022	Management	2	Yes	Elect Director Constance B. Moore	For	For	For	A vote FOR all director nominees is warranted.
Civeo Corporation	05/18/2022	Management	3	Yes	Elect Director Richard A. Navarre	For	For	For	A vote FOR all director nominees is warranted.
Civeo Corporation	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	A vote FOR this proposal is warranted as a review of the company's executive pay program does not raise significant concerns at this time.
Civeo Corporation	05/18/2022	Management	5	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Withhold	WITHHOLD votes for this proposal are warranted as the auditor's tenure at the company exceeds seven years.
Civista Bancshares, Inc.	04/19/2022	Management	1	Yes	Elect Director Julie A. Mattlin	For	For	For	WITHHOLD votes are warranted for nominating committee chair Dennis Murray Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for James Miller, Allen Nickles and Daniel White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/19/2022	Management	2	Yes	Elect Director James O. Miller	For	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Dennis Murray Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for James Miller, Allen Nickles and Daniel White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/19/2022	Management	3	Yes	Elect Director Dennis E. Murray, Jr.	For	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Dennis Murray Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for James Miller, Allen Nickles and Daniel White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/19/2022	Management	4	Yes	Elect Director Allen R. Nickles	For	For	Withhold	WITHHOLD votes are warranted for nominating committee chair Dennis Murray Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for James Miller, Allen Nickles and Daniel White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/19/2022	Management	5	Yes	Elect Director Mary Patricia Oliver	For	For	For	WITHHOLD votes are warranted for nominating committee chair Dennis Murray Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for James Miller, Allen Nickles and Daniel White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/19/2022	Management	6	Yes	Elect Director William F. Ritzmann	For	For	For	WITHHOLD votes are warranted for nominating committee chair Dennis Murray Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for James Miller, Allen Nickles and Daniel White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/19/2022	Management	7	Yes	Elect Director Dennis G. Shaffer	For	For	For	WITHHOLD votes are warranted for nominating committee chair Dennis Murray Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for James Miller, Allen Nickles and Daniel White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/19/2022	Management	8	Yes	Elect Director Harry Singer	For	For	For	WITHHOLD votes are warranted for nominating committee chair Dennis Murray Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for James Miller, Allen Nickles and Daniel White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/19/2022	Management	9	Yes	Elect Director Daniel J. White	For	For	Withhold	WITHHOLD votes are warranted for nominating committee chair Dennis Murray Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for James Miller, Allen Nickles and Daniel White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted given that pay and performance are reasonably aligned at this time.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	
			Number	Proposal		Recommend ation	Recommend ation	Recommend ation		
Voting Policy Rationale										
Civista Bancshares, Inc.	04/19/2022	Management	11	Yes	Ratify BKD, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Civitas Resources, Inc.	06/01/2022	Management	1	Yes	Elect Director Benjamin Dell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Civitas Resources, Inc.	06/01/2022	Management	2	Yes	Elect Director Morris R. Clark	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Civitas Resources, Inc.	06/01/2022	Management	3	Yes	Elect Director Carrie M. Fox	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Civitas Resources, Inc.	06/01/2022	Management	4	Yes	Elect Director Carrie L. Hudak	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Civitas Resources, Inc.	06/01/2022	Management	5	Yes	Elect Director Brian Steck	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Civitas Resources, Inc.	06/01/2022	Management	6	Yes	Elect Director James M. Trimble	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Civitas Resources, Inc.	06/01/2022	Management	7	Yes	Elect Director Howard A. Willard, III	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Civitas Resources, Inc.	06/01/2022	Management	8	Yes	Elect Director Jeffrey E. Wojahn	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Civitas Resources, Inc.	06/01/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Civitas Resources, Inc.	06/01/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Clean Energy Fuels Corp.	05/19/2022	Management	1	Yes	Elect Director Lizabeth Ardisana	For		For	For	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/19/2022	Management	2	Yes	Elect Director Karine Boissy-Rousseau	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/19/2022	Management	3	Yes	Elect Director Andrew J. Littlefair	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/19/2022	Management	4	Yes	Elect Director James C. Miller, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/19/2022	Management	5	Yes	Elect Director Lorraine Paskett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/19/2022	Management	6	Yes	Elect Director Stephen A. Scully	For	For	For	For	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/19/2022	Management	7	Yes	Elect Director Kenneth M. Socha	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/19/2022	Management	8	Yes	Elect Director Vincent C. Taormina	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/19/2022	Management	9	Yes	Elect Director Parker A. Weil	For	For	For	For	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/19/2022	Management	10	Yes	Elect Director Laurent Wolffsheim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/19/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Clean Energy Fuels Corp.	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay was elevated due to additional performance-based awards. The pay-for-performance misalignment is mitigated at this time given that short- and long-term incentives were primarily performance-based. A significant portion of the performance-based equity awards vest based on goals that appear rigorous.
Clean Energy Fuels Corp.	05/19/2022	Management	13	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Clean Harbors, Inc.	05/25/2022	Management	1	Yes	Elect Director Andrea Robertson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Andrea Robertson are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Robertson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/25/2022	Management	2	Yes	Elect Director Lauren C. States	For	For	For	For	WITHHOLD votes for non-independent nominee Andrea Robertson are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Robertson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/25/2022	Management	3	Yes	Elect Director Robert J. Willett	For	For	For	For	WITHHOLD votes for non-independent nominee Andrea Robertson are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Robertson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/25/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Clean Harbors, Inc.	05/25/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Clearwater Paper Corporation	05/16/2022	Management	1	Yes	Elect Director Kevin J. Hunt	For	For	For	For	A vote FOR all director nominees is warranted.
Clearwater Paper Corporation	05/16/2022	Management	2	Yes	Elect Director Ann C. Nelson	For	For	For	For	A vote FOR all director nominees is warranted.
Clearwater Paper Corporation	05/16/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Clearwater Paper Corporation	05/16/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Clearway Energy, Inc.	04/28/2022	Management	1	Yes	Elect Director Jonathan Bram	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jonathan Bram are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clearway Energy, Inc.	04/28/2022	Management	2	Yes	Elect Director Nathaniel Anschuetz	For	For	For	For	WITHHOLD votes for Jonathan Bram are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clearway Energy, Inc.	04/28/2022	Management	3	Yes	Elect Director Brian R. Ford	For	For	For	For	WITHHOLD votes for Jonathan Bram are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clearway Energy, Inc.	04/28/2022	Management	4	Yes	Elect Director Jennifer Lowry	For	For	For	For	WITHHOLD votes for Jonathan Bram are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clearway Energy, Inc.	04/28/2022	Management	5	Yes	Elect Director Bruce MacLennan	For	For	For	For	WITHHOLD votes for Jonathan Bram are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clearway Energy, Inc.	04/28/2022	Management	6	Yes	Elect Director Ferrell P. McClean	For	For	For	For	WITHHOLD votes for Jonathan Bram are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Clearyway Energy, Inc.	04/28/2022	Management	7	Yes	Elect Director Daniel B. More	For	For	For	For	WITHHOLD votes for Jonathan Bram are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clearyway Energy, Inc.	04/28/2022	Management	8	Yes	Elect Director E. Stanley O'Neal	For	For	For	For	WITHHOLD votes for Jonathan Bram are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clearyway Energy, Inc.	04/28/2022	Management	9	Yes	Elect Director Christopher S. Sotos	For	For	For	For	WITHHOLD votes for Jonathan Bram are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clearyway Energy, Inc.	04/28/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Clearyway Energy, Inc.	04/28/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CMC Materials, Inc.	03/03/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Despite concerns regarding the negotiated sales process, the shareholders are receiving a premium to the unaffected share price, the strategic rationale appears sound with the merger expected to generate meaningful cost synergies, there is a potential downside risk of non-approval, and the balanced form of consideration provides shareholders liquidity and certainty of value while allowing shareholders to participate in the potential upside of the combined company. On balance, a vote FOR this proposal is warranted
CMC Materials, Inc.	03/03/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. NEOs are entitled to full cash severance for a voluntary termination during the 30 days following the one-year merger anniversary (i.e. modified single-trigger severance). Furthermore, all unvested time-based equity will automatically accelerate at time of merger.
CMC Materials, Inc.	03/03/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted.
CNB Financial Corporation	04/19/2022	Management	1	Yes	Elect Director Richard L. Greslick, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Greslick Jr. and Deborah Pontzer are warranted for lack of a majority independent board. Votes AGAINST Deborah Pontzer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNB Financial Corporation	04/19/2022	Management	2	Yes	Elect Director Deborah Dick Pontzer	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Greslick Jr. and Deborah Pontzer are warranted for lack of a majority independent board. Votes AGAINST Deborah Pontzer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNB Financial Corporation	04/19/2022	Management	3	Yes	Elect Director Nicholas N. Scott	For	For	For	For	Votes AGAINST non-independent nominees Richard Greslick Jr. and Deborah Pontzer are warranted for lack of a majority independent board. Votes AGAINST Deborah Pontzer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNB Financial Corporation	04/19/2022	Management	4	Yes	Elect Director Julie M. Young	For	For	For	For	Votes AGAINST non-independent nominees Richard Greslick Jr. and Deborah Pontzer are warranted for lack of a majority independent board. Votes AGAINST Deborah Pontzer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNB Financial Corporation	04/19/2022	Management	5	Yes	Elect Director Michael Obi	For	For	For	For	Votes AGAINST non-independent nominees Richard Greslick Jr. and Deborah Pontzer are warranted for lack of a majority independent board. Votes AGAINST Deborah Pontzer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CNB Financial Corporation	04/19/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
CNB Financial Corporation	04/19/2022	Management	7	Yes	Ratify BKD, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Coastal Financial Corporation	05/24/2022	Management	1	Yes	Elect Director Christopher D. Adams	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee members Steven Hovde and Thomas Lane are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominees Christopher (Chris) Adams, Steven Hovde and Thomas Lane are warranted for lack of a majority independent board. WITHHOLD votes for Steven Hovde and Thomas Lane are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Steven Hovde, Stephan Klee and Thomas Lane are further warranted due to problematic pay practices. There is no disclosure with respect to the annual incentive program and equity awards granted to the other NEOs are entirely time-vesting. The company also lacks risk-mitigating policies and maintains an agreement with an executive that provides for potentially excessive severance upon a change-in-control.
Coastal Financial Corporation	05/24/2022	Management	2	Yes	Elect Director Steven D. Hovde	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Steven Hovde and Thomas Lane are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominees Christopher (Chris) Adams, Steven Hovde and Thomas Lane are warranted for lack of a majority independent board. WITHHOLD votes for Steven Hovde and Thomas Lane are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Steven Hovde, Stephan Klee and Thomas Lane are further warranted due to problematic pay practices. There is no disclosure with respect to the annual incentive program and equity awards granted to the other NEOs are entirely time-vesting. The company also lacks risk-mitigating policies and maintains an agreement with an executive that provides for potentially excessive severance upon a change-in-control.
Coastal Financial Corporation	05/24/2022	Management	3	Yes	Elect Director Stephan Klee	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee members Steven Hovde and Thomas Lane are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominees Christopher (Chris) Adams, Steven Hovde and Thomas Lane are warranted for lack of a majority independent board. WITHHOLD votes for Steven Hovde and Thomas Lane are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Steven Hovde, Stephan Klee and Thomas Lane are further warranted due to problematic pay practices. There is no disclosure with respect to the annual incentive program and equity awards granted to the other NEOs are entirely time-vesting. The company also lacks risk-mitigating policies and maintains an agreement with an executive that provides for potentially excessive severance upon a change-in-control.
Coastal Financial Corporation	05/24/2022	Management	4	Yes	Elect Director Thomas D. Lane	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Steven Hovde and Thomas Lane are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominees Christopher (Chris) Adams, Steven Hovde and Thomas Lane are warranted for lack of a majority independent board. WITHHOLD votes for Steven Hovde and Thomas Lane are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Steven Hovde, Stephan Klee and Thomas Lane are further warranted due to problematic pay practices. There is no disclosure with respect to the annual incentive program and equity awards granted to the other NEOs are entirely time-vesting. The company also lacks risk-mitigating policies and maintains an agreement with an executive that provides for potentially excessive severance upon a change-in-control.
Coastal Financial Corporation	05/24/2022	Management	5	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	1	Yes	Elect Director J. Frank Harrison, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.



Company Name	Meeting Date	Proposal Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Coca-Cola Consolidated, Inc.	05/10/2022	Management	2	Yes	Elect Director Sharon A. Decker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	3	Yes	Elect Director Morgan H. Everett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	4	Yes	Elect Director James R. Helvey, III	For	For	For	For	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	5	Yes	Elect Director William H. Jones	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	6	Yes	Elect Director Umesh M. Kasbekar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	7	Yes	Elect Director David M. Katz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	8	Yes	Elect Director Jennifer K. Mann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	9	Yes	Elect Director James H. Morgan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	10	Yes	Elect Director Dennis A. Wicker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	11	Yes	Elect Director Richard T. Williams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Sharon Decker, Morgan Everett, William Jones, Umesh Kasbekar, David Katz, Jennifer Mann and James Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William Jones, David Katz and James Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Dennis Wicker, Sharon Decker, James Morgan, and Richard (Stick) Williams are warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft and other miscellaneous perquisites, as well as significant tax gross-ups on perks. A vote FOR James (Jay) Helvey III is warranted.
Coca-Cola Consolidated, Inc.	05/10/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Codexis, Inc.	06/14/2022	Management	1	Yes	Elect Director Byron L. Dorgan	For	For	For	For	WITHHOLD votes for Dennis Wolf are warranted for serving as a non-independent member of a key board committee. A vote FOR David Smith is warranted.
Codexis, Inc.	06/14/2022	Management	2	Yes	Elect Director David V. Smith	For	For	For	For	WITHHOLD votes for Dennis Wolf are warranted for serving as a non-independent member of a key board committee. A vote FOR David Smith is warranted.
Codexis, Inc.	06/14/2022	Management	3	Yes	Elect Director Dennis P. Wolf	For	For	Withhold	Withhold	WITHHOLD votes for Dennis Wolf are warranted for serving as a non-independent member of a key board committee. A vote FOR David Smith is warranted.
Codexis, Inc.	06/14/2022	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Codorus Valley Bancorp. Inc.	05/17/2022	Management	1	Yes	Elect Director Cynthia A. Dotzel	For	For	For	For	A vote FOR all director nominees is warranted.
Codorus Valley Bancorp. Inc.	05/17/2022	Management	2	Yes	Elect Director Craig L. Kauffman	For	For	For	For	A vote FOR all director nominees is warranted.
Codorus Valley Bancorp. Inc.	05/17/2022	Management	3	Yes	Elect Director John E. Kiernan	For	For	For	For	A vote FOR all director nominees is warranted.
Codorus Valley Bancorp. Inc.	05/17/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

B.1.a									
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy	
								Recommendation	Vote Instruction
Codorus Valley Bancorp, Inc.	05/17/2022	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For
Codorus Valley Bancorp, Inc.	05/17/2022	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	For	For
Coeur Mining, Inc.	05/10/2022	Management	1	Yes	Elect Director Linda L. Adamany	For	For	For	For
Coeur Mining, Inc.	05/10/2022	Management	2	Yes	Elect Director Sebastian Edwards	For	For	Against	Against
Coeur Mining, Inc.	05/10/2022	Management	3	Yes	Elect Director Randolph E. Gress	For	For	For	For
Coeur Mining, Inc.	05/10/2022	Management	4	Yes	Elect Director Mitchell J. Krebs	For	For	Against	Against
Coeur Mining, Inc.	05/10/2022	Management	5	Yes	Elect Director Eduardo Luna	For	For	For	For
Coeur Mining, Inc.	05/10/2022	Management	6	Yes	Elect Director Jessica L. McDonald	For	For	For	For
Coeur Mining, Inc.	05/10/2022	Management	7	Yes	Elect Director Robert E. Mellor	For	For	Against	Against
Coeur Mining, Inc.	05/10/2022	Management	8	Yes	Elect Director John H. Robinson	For	For	Against	Against
Coeur Mining, Inc.	05/10/2022	Management	9	Yes	Elect Director J. Kenneth Thompson	For	For	Against	Against
Coeur Mining, Inc.	05/10/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For
Coeur Mining, Inc.	05/10/2022	Management	11	Yes	Increase Authorized Common Stock	For	For	For	For
Coeur Mining, Inc.	05/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Cogent Communications Holdings, Inc.	05/04/2022	Management	1	Yes	Elect Director Dave Schaeffer	For	For	Against	Against
Cogent Communications Holdings, Inc.	05/04/2022	Management	2	Yes	Elect Director D. Blake Bath	For	For	Against	Against
Cogent Communications Holdings, Inc.	05/04/2022	Management	3	Yes	Elect Director Steven D. Brooks	For	For	Against	Against
Cogent Communications Holdings, Inc.	05/04/2022	Management	4	Yes	Elect Director Paul de Sa	For	For	For	For
Cogent Communications Holdings, Inc.	05/04/2022	Management	5	Yes	Elect Director Lewis H. Ferguson, III	For	For	Against	Against
Cogent Communications Holdings, Inc.	05/04/2022	Management	6	Yes	Elect Director Sheryl Kennedy	For	For	Against	Against

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommendation	Recommendation	Recommendation		
Cogent Communications Holdings, Inc.	05/04/2022	Management	7	Yes	Elect Director Marc Montagner	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Schaeffer, Marc Montagner, David Blake Bath and Steven Brooks are warranted for lack of a majority independent board. Votes AGAINST Marc Montagner, David Blake Bath and Steven Brooks are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Marc Montagner, Lewis Ferguson III, and Sheryl Kennedy are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock by the board chair and CEO. A vote FOR Paul de Sa is warranted.
Cogent Communications Holdings, Inc.	05/04/2022	Management	8	Yes	Approve Increase in Size of Board from Seven to Nine	For	For	For	For	The requested increase appears to be appropriate for a company of this size, and there is no evidence suggesting that the proposal is an attempt to entrench current management. As such, a vote FOR this proposal is warranted.
Cogent Communications Holdings, Inc.	05/04/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cogent Communications Holdings, Inc.	05/04/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified at this time.
Cognyte Software Ltd.	06/27/2022	Management	1	Yes	Reelect Richard Nottenburg as Director	For	For	For	For	As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.
Cognyte Software Ltd.	06/27/2022	Management	2	Yes	Reelect Karmit Shilo as Director	For	For	For	For	As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.
Cognyte Software Ltd.	06/27/2022	Management	3	Yes	Reelect Zvika Naggan as Director	For	For	For	For	As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.
Cognyte Software Ltd.	06/27/2022	Management	4	Yes	Reappoint Brightman Almagor Zohar & Co. as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Cognyte Software Ltd.	06/27/2022	Management	5	No	Discuss Financial Statements and the Report of the Board					No vote is required for this item.
Cohen & Steers, Inc.	05/05/2022	Management	1	Yes	Elect Director Martin Cohen	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cohen & Steers, Inc.	05/05/2022	Management	2	Yes	Elect Director Robert H. Steers	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cohen & Steers, Inc.	05/05/2022	Management	3	Yes	Elect Director Joseph M. Harvey	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cohen & Steers, Inc.	05/05/2022	Management	4	Yes	Elect Director Reena Aggarwal	For	For	For	For	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cohen & Steers, Inc.	05/05/2022	Management	5	Yes	Elect Director Frank T. Connor	For	For	For	For	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cohen & Steers, Inc.	05/05/2022	Management	6	Yes	Elect Director Peter L. Rhein	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cohen & Steers, Inc.	05/05/2022	Management	7	Yes	Elect Director Richard P. Simon	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cohen & Steers, Inc.	05/05/2022	Management	8	Yes	Elect Director Dasha Smith	For	For	For	For	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cohen & Steers, Inc.	05/05/2022	Management	9	Yes	Elect Director Edmond D. Villani	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cohen & Steers, Inc.	05/05/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	Votes AGAINST this proposal are warranted because: * The disclosure of change-in-control ("CIC") vesting treatment is incomplete (or is otherwise considered discretionary); and * The plan allows broad discretion to accelerate vesting. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cohen & Steers, Inc.	05/05/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cohen & Steers, Inc.	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Cohu, Inc.	05/04/2022	Management	1	Yes	Elect Director Steven J. Bilodeau	For	For	Against	Against	Votes AGAINST Steven Bilodeau are warranted for serving as a non-independent member of a key board committee. A vote FOR James A. Donahue is warranted.
Cohu, Inc.	05/04/2022	Management	2	Yes	Elect Director James A. Donahue	For	For	For	For	Votes AGAINST Steven Bilodeau are warranted for serving as a non-independent member of a key board committee. A vote FOR James A. Donahue is warranted.
Cohu, Inc.	05/04/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cohu, Inc.	05/04/2022	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the size of the proposed increase in authorized common shares is reasonable.
Cohu, Inc.	05/04/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Colfax Corporation	02/28/2022	Management	1	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the number of authorized shares would be proportionally reduced following the reverse stock split.
Colfax Corporation	02/28/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as item 1 merits shareholder support.
Columbia Banking System, Inc.	01/26/2022	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	Although the size of the proposed increase in the number of authorized shares of common stock is excessive, the approval of this proposal is a condition to the completion of the merger. As such, support FOR this proposal is warranted.
Columbia Banking System, Inc.	01/26/2022	Management	2	Yes	Issue Shares in Connection with Merger	For	For	For	For	Given how sharp the underperformance has been, certain investors who only have exposure on the COLB side may choose to reject the proposed deal. However, there does not appear to be enough evidence that the rejection would result in sustained share price upside, particularly considering COLB's underperformance prior to the announcement. On balance, in light of reasonable strategic rationale and financial metrics, support FOR the transaction is warranted, with caution.
Columbia Banking System, Inc.	01/26/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
Columbia Financial, Inc.	06/22/2022	Management	1	Yes	Elect Director Thomas J. Kemly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Kemly and Paul Van Ostenbridge are warranted for lack of a majority independent board. WITHHOLD votes for Paul Van Ostenbridge are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Paul Van Ostenbridge are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR James M. Kuiken is warranted.
Columbia Financial, Inc.	06/22/2022	Management	2	Yes	Elect Director James M. Kuiken	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Kemly and Paul Van Ostenbridge are warranted for lack of a majority independent board. WITHHOLD votes for Paul Van Ostenbridge are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Paul Van Ostenbridge are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR James M. Kuiken is warranted.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote	Voting Policy Rationale
Columbia Financial, Inc.	06/22/2022	Management	3	Yes	Elect Director Paul Van Ostenbridge	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Kemly and Paul Van Ostenbridge are warranted for lack of a majority independent board. WITHHOLD votes for Paul Van Ostenbridge are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Paul Van Ostenbridge are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR James M. Kuken is warranted.
Columbia Financial, Inc.	06/22/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbia Financial, Inc.	06/22/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The NEOs' annual incentives were predominantly based on pre-set, objective metrics. Concern is noted about the entirely time-based equity awards granted to an incoming NEO; however, the other NEOs were not granted equity awards in 2021 following front-loaded equity grants made in 2019.
Columbia Sportswear Company	06/01/2022	Management	1	Yes	Elect Director Timothy P. Boyle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	2	Yes	Elect Director Stephen E. Babson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	3	Yes	Elect Director Andy D. Bryant	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	4	Yes	Elect Director John W. Culver	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	5	Yes	Elect Director Kevin Mansell	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	6	Yes	Elect Director Ronald E. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	7	Yes	Elect Director Sabrina L. Simmons	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	8	Yes	Elect Director Malia H. Wasson	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbia Sportswear Company	06/01/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Comfort Systems USA, Inc.	05/17/2022	Management	1	Yes	Elect Director Darcy G. Anderson	For	For	Withhold	Withhold	WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls and Alan Krusi are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls and Alan Krusi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2022	Management	2	Yes	Elect Director Herman E. Bulls	For	For	Withhold	Withhold	WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls and Alan Krusi are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls and Alan Krusi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2022	Management	3	Yes	Elect Director Alan P. Krusi	For	For	Withhold	Withhold	WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls and Alan Krusi are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls and Alan Krusi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2022	Management	4	Yes	Elect Director Brian E. Lane	For	For	Withhold	Withhold	WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls and Alan Krusi are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls and Alan Krusi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2022	Management	5	Yes	Elect Director Pablo G. Mercado	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls and Alan Krusi are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls and Alan Krusi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2022	Management	6	Yes	Elect Director Franklin Myers	For	For	Withhold	Withhold	WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls and Alan Krusi are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls and Alan Krusi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2022	Management	7	Yes	Elect Director William J. Sandbrook	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls and Alan Krusi are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls and Alan Krusi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2022	Management	8	Yes	Elect Director Constance E. Skidmore	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls and Alan Krusi are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls and Alan Krusi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2022	Management	9	Yes	Elect Director Vance W. Tang	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls and Alan Krusi are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls and Alan Krusi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2022	Management	10	Yes	Elect Director Cindy L. Wallis-Lage	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson, Herman Bulls and Alan Krusi are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees Franklin Myers, Brian Lane, Darcy Anderson, Herman Bulls and Alan Krusi are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/17/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Comfort Systems USA, Inc.	05/17/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Commercial Metals Company	01/12/2022	Management	1	Yes	Elect Director Lisa M. Barton	For	For	For	For	A vote FOR all director nominees is warranted.
Commercial Metals Company	01/12/2022	Management	2	Yes	Elect Director Garv E. McCullough	For	For	For	For	A vote FOR all director nominees is warranted.
Commercial Metals Company	01/12/2022	Management	3	Yes	Elect Director Charles L. Szews	For	For	For	For	A vote FOR all director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Commercial Metals Company			4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
Commercial Metals Company	01/12/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
CommScope Holding Company, Inc.	05/06/2022	Management	1	Yes	Elect Director Mary S. Chan	For	For	For	For
CommScope Holding Company, Inc.	05/06/2022	Management	2	Yes	Elect Director Stephen (Steve) C. Gray	For	For	Against	Against
CommScope Holding Company, Inc.	05/06/2022	Management	3	Yes	Elect Director L. William (Bill) Krause	For	For	Against	Against
CommScope Holding Company, Inc.	05/06/2022	Management	4	Yes	Elect Director Derrick A. Roman	For	For	For	For
CommScope Holding Company, Inc.	05/06/2022	Management	5	Yes	Elect Director Charles L. Treadway	For	For	For	For
CommScope Holding Company, Inc.	05/06/2022	Management	6	Yes	Elect Director Claudius (Bud) E. Watts, IV	For	For	For	For
CommScope Holding Company, Inc.	05/06/2022	Management	7	Yes	Elect Director Timothy T. Yates	For	For	For	For
CommScope Holding Company, Inc.	05/06/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
CommScope Holding Company, Inc.	05/06/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
CommScope Holding Company, Inc.	05/06/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
Community Bank System, Inc.	05/18/2022	Management	1	Yes	Elect Director Brian R. Ace	For	For	Withhold	Withhold
Community Bank System, Inc.	05/18/2022	Management	2	Yes	Elect Director Mark J. Bolus	For	For	Withhold	Withhold
Community Bank System, Inc.	05/18/2022	Management	3	Yes	Elect Director Jeffrey L. Davis	For	For	For	For
Community Bank System, Inc.	05/18/2022	Management	4	Yes	Elect Director Neil E. Fesette	For	For	Withhold	Withhold
Community Bank System, Inc.	05/18/2022	Management	5	Yes	Elect Director Jeffery J. Knauss	For	For	For	For
Community Bank System, Inc.	05/18/2022	Management	6	Yes	Elect Director Kerrie D. MacPherson	For	For	For	For
Community Bank System, Inc.	05/18/2022	Management	7	Yes	Elect Director John Parente	For	For	Withhold	Withhold
Community Bank System, Inc.	05/18/2022	Management	8	Yes	Elect Director Raymond C. Pecor, III	For	For	For	For
Community Bank System, Inc.	05/18/2022	Management	9	Yes	Elect Director Susan E. Skerritt	For	For	For	For
Community Bank System, Inc.	05/18/2022	Management	10	Yes	Elect Director Sally A. Steele	For	For	Withhold	Withhold
Community Bank System, Inc.	05/18/2022	Management	11	Yes	Elect Director Eric E. Stickels	For	For	For	For
Community Bank System, Inc.	05/18/2022	Management	12	Yes	Elect Director Mark E. Tryniski	For	For	Withhold	Withhold
Community Bank System, Inc.	05/18/2022	Management	13	Yes	Elect Director John F. Whipple, Jr.	For	For	Withhold	Withhold
Community Bank System, Inc.	05/18/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Community Bank System, Inc.	05/18/2022	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against
Community Bank System, Inc.	05/18/2022	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
Community Trust Bancorp, Inc.	04/26/2022	Management	1	Yes	Elect Director Charles J. Baird	For	For	Withhold	Withhold



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
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Community Trust Bancorp, Inc.		Management	2	Yes	Elect Director Franklin H. Farris, Jr.	For	For	For	For
Community Trust Bancorp, Inc.	04/26/2022	Management	3	Yes	Elect Director Mark A. Gooch	For	For	Withhold	Withhold
Community Trust Bancorp, Inc.	04/26/2022	Management	4	Yes	Elect Director Eugenia Crittenden "Citi" Luallen	For	For	For	For
Community Trust Bancorp, Inc.	04/26/2022	Management	5	Yes	Elect Director Ina Michelle Matthews	For	For	For	For
Community Trust Bancorp, Inc.	04/26/2022	Management	6	Yes	Elect Director James E. McGhee, II	For	For	Withhold	Withhold
Community Trust Bancorp, Inc.	04/26/2022	Management	7	Yes	Elect Director Franky Minnifield	For	For	For	For
Community Trust Bancorp, Inc.	04/26/2022	Management	8	Yes	Elect Director M. Lynn Parrish	For	For	Withhold	Withhold
Community Trust Bancorp, Inc.	04/26/2022	Management	9	Yes	Elect Director Anthony W. St. Charles	For	For	Withhold	Withhold
Community Trust Bancorp, Inc.	04/26/2022	Management	10	Yes	Elect Director Chad C. Street	For	For	For	For
Community Trust Bancorp, Inc.	04/26/2022	Management	11	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against
Community Trust Bancorp, Inc.	04/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
Computer Programs and Systems, Inc.	05/12/2022	Management	1	Yes	Elect Director J. Boyd Douglas	For	For	For	For
Computer Programs and Systems, Inc.	05/12/2022	Management	2	Yes	Elect Director Charles P. Huffman	For	For	Against	Against
Computer Programs and Systems, Inc.	05/12/2022	Management	3	Yes	Elect Director Denise W. Warren	For	For	For	For
Computer Programs and Systems, Inc.	05/12/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
Computer Programs and Systems, Inc.	05/12/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Computer Programs and Systems, Inc.	05/12/2022	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against
CompX International Inc.	05/25/2022	Management	1	Yes	Elect Director Thomas E. Barry	For	For	Withhold	Withhold
CompX International Inc.	05/25/2022	Management	2	Yes	Elect Director Loretta J. Feehan	For	Withhold	Withhold	Withhold
CompX International Inc.	05/25/2022	Management	3	Yes	Elect Director Robert D. Graham	For	Withhold	Withhold	Withhold
CompX International Inc.	05/25/2022	Management	4	Yes	Elect Director Terri L. Herrington	For	For	Withhold	Withhold
CompX International Inc.	05/25/2022	Management	5	Yes	Elect Director Scott C. James	For	Withhold	Withhold	Withhold

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
CompX International Inc.	05/25/2022	Management	6	Yes	Elect Director Ann Manix	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Robert Graham and Ann Manix are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Robert Graham are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Ann Manix and Mary Tidlund are warranted for failing to include auditor ratification on the proxy ballot.	
CompX International Inc.	05/25/2022	Management	7	Yes	Elect Director Mary A. Tidlund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Robert Graham and Ann Manix are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Robert Graham are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Ann Manix and Mary Tidlund are warranted for failing to include auditor ratification on the proxy ballot.	
CompX International Inc.	05/25/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each non-employee NEO, in addition to compensation paid to NEO employees, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.	
comScore, Inc.	06/15/2022	Management	1	Yes	Elect Director Itzhak Fisher	For	For	For	For	A vote FOR all director nominees is warranted.	
comScore, Inc.	06/15/2022	Management	2	Yes	Elect Director Pierre Liden	For	For	For	For	A vote FOR all director nominees is warranted.	
comScore, Inc.	06/15/2022	Management	3	Yes	Elect Director Martin (Marty) Patterson	For	For	For	For	A vote FOR all director nominees is warranted.	
comScore, Inc.	06/15/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
comScore, Inc.	06/15/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
comScore, Inc.	06/15/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Comstock Resources, Inc.	06/14/2022	Management	1	Yes	Elect Director M. Jay Allison	For	For	For	For	WITHHOLD votes are further warranted for Nominating Committee chair Morris Foster for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Comstock Resources, Inc.	06/14/2022	Management	2	Yes	Elect Director Roland O. Burns	For	For	For	For	WITHHOLD votes are further warranted for Nominating Committee chair Morris Foster for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Comstock Resources, Inc.	06/14/2022	Management	3	Yes	Elect Director Elizabeth B. Davis	For	For	For	For	WITHHOLD votes are further warranted for Nominating Committee chair Morris Foster for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Comstock Resources, Inc.	06/14/2022	Management	4	Yes	Elect Director Morris E. Foster	For	Withhold	Withhold	Withhold	WITHHOLD votes are further warranted for Nominating Committee chair Morris Foster for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Comstock Resources, Inc.	06/14/2022	Management	5	Yes	Elect Director Jim L. Turner	For	For	For	For	WITHHOLD votes are further warranted for Nominating Committee chair Morris Foster for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Comstock Resources, Inc.	06/14/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Concentrix Corporation	03/22/2022	Management	1	Yes	Elect Director Christopher Caldwell	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.	
Concentrix Corporation	03/22/2022	Management	2	Yes	Elect Director Teh-Chien Chou	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.	
Concentrix Corporation	03/22/2022	Management	3	Yes	Elect Director LaVerne H. Council	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.	
Concentrix Corporation	03/22/2022	Management	4	Yes	Elect Director Jennifer Deason	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.	
Concentrix Corporation	03/22/2022	Management	5	Yes	Elect Director Kathryn Hayley	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.	
Concentrix Corporation	03/22/2022	Management	6	Yes	Elect Director Kathryn Marinello	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.	
Concentrix Corporation	03/22/2022	Management	7	Yes	Elect Director Dennis Polk	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.	
Concentrix Corporation	03/22/2022	Management	8	Yes	Elect Director Ann Vezina	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.	
Concentrix Corporation	03/22/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.	
Concentrix Corporation	03/22/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.	
Concert Pharmaceuticals, Inc.	06/09/2022	Management	1	Yes	Elect Director Jesper Hoiland	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominee Jesper Hoiland given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Concert Pharmaceuticals, Inc.	06/09/2022	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Concert Pharmaceuticals, Inc.	06/09/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Concert Pharmaceuticals, Inc.	06/09/2022	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	The proposed increase in authorized shares does not exceed the allowable threshold, and there are no substantial concerns about the company's past use of shares. In addition, the risk to shareholders of non-approval is specific and severe as evidenced by the substantial doubt about the company's ability to continue as a going concern. As such, a vote FOR this proposal is warranted.	
Concrete Pumping Holdings, Inc.	04/14/2022	Management	1	Yes	Elect Director Stephen Alarcon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Stephen Alarcon, Heather Faust, David Hall, and Iain Humphries given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are also warranted for director nominees Stephen Alarcon, Heather Faust, David Hall, and Iain Humphries for pay-for-performance concerns, as less than half of total NEO compensation is performance-based. In the absence of the nominating committee chairman on ballot, WITHHOLD votes are warranted for nominating committee members Stephen Alarcon, Heather Faust, and David Hall for lack of racial/ethnic diversity on the	
Concrete Pumping Holdings, Inc.	04/14/2022	Management	2	Yes	Elect Director Heather L. Faust	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Stephen Alarcon, Heather Faust, David Hall, and Iain Humphries given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are also warranted for director nominees Stephen Alarcon, Heather Faust, David Hall, and Iain Humphries for pay-for-performance concerns, as less than half of total NEO compensation is performance-based. In the absence of the nominating committee chairman on ballot, WITHHOLD votes are warranted for nominating committee members Stephen Alarcon, Heather Faust, and David Hall for lack of racial/ethnic diversity on the	
Concrete Pumping Holdings, Inc.	04/14/2022	Management	3	Yes	Elect Director David G. Hall	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Stephen Alarcon, Heather Faust, David Hall, and Iain Humphries given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are also warranted for director nominees Stephen Alarcon, Heather Faust, David Hall, and Iain Humphries for pay-for-performance concerns, as less than half of total NEO compensation is performance-based. In the absence of the nominating committee chairman on ballot, WITHHOLD votes are warranted for nominating committee members Stephen Alarcon, Heather Faust, and David Hall for lack of racial/ethnic diversity on the	

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommend ation	Recommend ation	Recommend ation		
Concrete Pumping Holdings, Inc.	04/14/2022	Management	4	Yes	Elect Director Iain Humphries	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Stephen Alarcon, Heather Faust, David Hall, and Iain Humphries given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are also warranted for director nominees Stephen Alarcon, Heather Faust, David Hall, and Iain Humphries for pay-for-performance concerns, as less than half of total NEO compensation is performance-based. In the absence of the nominating committee chairman on ballot, WITHHOLD votes are warranted for nominating committee members Stephen Alarcon, Heather Faust, and David Hall for lack of racial/ethnic diversity on the
Concrete Pumping Holdings, Inc.	04/14/2022	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Conduent Incorporated	05/25/2022	Management	1	Yes	Elect Director Clifford Skelton	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/25/2022	Management	2	Yes	Elect Director Hunter Gary	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/25/2022	Management	3	Yes	Elect Director Kathy Higgins Victor	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/25/2022	Management	4	Yes	Elect Director Scott Letier	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/25/2022	Management	5	Yes	Elect Director Jesse A. Lynn	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/25/2022	Management	6	Yes	Elect Director Steven Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/25/2022	Management	7	Yes	Elect Director Michael Montelongo	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/25/2022	Management	8	Yes	Elect Director Margarita Palau-Hernandez	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/25/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Conduent Incorporated	05/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CONMED Corporation	05/25/2022	Management	1	Yes	Elect Director David Bronson	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/25/2022	Management	2	Yes	Elect Director Brian P. Concannon	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/25/2022	Management	3	Yes	Elect Director LaVerne Council	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/25/2022	Management	4	Yes	Elect Director Charles M. Farkas	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/25/2022	Management	5	Yes	Elect Director Martha Goldberg Aronson	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/25/2022	Management	6	Yes	Elect Director Curt R. Hartman	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/25/2022	Management	7	Yes	Elect Director Jerome J. Lande	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/25/2022	Management	8	Yes	Elect Director Barbara J. Schwarzentraub	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/25/2022	Management	9	Yes	Elect Director John L. Workman	For	For	For	For	A vote FOR the director nominees is warranted.
CONMED Corporation	05/25/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CONMED Corporation	05/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. While annual incentive awards are reasonably performance-based, equity awards are entirely time-vesting and lack performance conditions. Furthermore, CEO pay increased substantially for the year in review without a disclosed rationale.
ConnectOne Bancorp, Inc.	05/24/2022	Management	1	Yes	Elect Director Frank Sorrentino, III	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	2	Yes	Elect Director Stephen T. Boswell	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	3	Yes	Elect Director Frank W. Baier	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	4	Yes	Elect Director Frank Huttie, III	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	5	Yes	Elect Director Michael Kempner	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	6	Yes	Elect Director Nicholas Minoia	For	For	Withhold	Withhold	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	7	Yes	Elect Director Anson M. Moise	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	8	Yes	Elect Director Katherin Nukk-Freeman	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	9	Yes	Elect Director Joseph Parisi, Jr.	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	10	Yes	Elect Director Daniel Rifkin	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	11	Yes	Elect Director Mark Sokolich	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	12	Yes	Elect Director William A. Thompson	For	For	Withhold	Withhold	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/24/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
ConnectOne Bancorp, Inc.	05/24/2022	Management	14	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Consensus Cloud Solutions, Inc.	06/15/2022	Management	1	Yes	Elect Director Nathaniel (Nate) Simmons	For	For	For	For	A vote FOR the director nominees is warranted.
Consensus Cloud Solutions, Inc.	06/15/2022	Management	2	Yes	Elect Director Douglas Bech	For	For	For	For	A vote FOR the director nominees is warranted.
Consensus Cloud Solutions, Inc.	06/15/2022	Management	3	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CONSOL Energy Inc.	04/26/2022	Management	1	Yes	Elect Director William P. Powell	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chairman Edwin (Ed) Roberson for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
CONSOL Energy Inc.	04/26/2022	Management	2	Yes	Elect Director Sophie Bergeron	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chairman Edwin (Ed) Roberson for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
CONSOL Energy Inc.	04/26/2022	Management	3	Yes	Elect Director James A. Brock	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chairman Edwin (Ed) Roberson for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
CONSOL Energy Inc.	04/26/2022	Management	4	Yes	Elect Director John T. Mills	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chairman Edwin (Ed) Roberson for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
CONSOL Energy Inc.	04/26/2022	Management	5	Yes	Elect Director Joseph P. Platt	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chairman Edwin (Ed) Roberson for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
CONSOL Energy Inc.	04/26/2022	Management	6	Yes	Elect Director Edwin S. Roberson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chairman Edwin (Ed) Roberson for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
CONSOL Energy Inc.	04/26/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CONSOL Energy Inc.	04/26/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company recently amended the CEO's employment agreement to provide for multi-year guaranteed cash bonuses. In addition, the CEO's bonus opportunity is relatively high compared to peers and the company provided limited disclosure on how the quarterly payments of annual incentives were made. Further, long-term incentives utilize annual performance measurement periods.
Consolidated Communications Holdings, Inc.	05/02/2022	Management	1	Yes	Elect Director Robert J. Currey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Currey, Roger Moore, and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/02/2022	Management	2	Yes	Elect Director Andrew S. Frey	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Currey, Roger Moore, and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/02/2022	Management	3	Yes	Elect Director David G. Fuller	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Currey, Roger Moore, and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Consolidated Communications Holdings, Inc.	05/02/2022	Management	4	Yes	Elect Director Thomas A. Gerke		For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Currey, Roger Moore, and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/02/2022	Management	5	Yes	Elect Director Roger H. Moore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Currey, Roger Moore, and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/02/2022	Management	6	Yes	Elect Director Maribeth S. Rahe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Currey, Roger Moore, and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/02/2022	Management	7	Yes	Elect Director Marissa M. Solis	For	For		For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Currey, Roger Moore, and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/02/2022	Management	8	Yes	Elect Director C. Robert Udell, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Currey, Roger Moore, and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/02/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Consolidated Communications Holdings, Inc.	05/02/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Consolidated Water Co. Ltd.	05/23/2022	Management	1	Yes	Elect Director Linda Beidler-D'Aguilar	For	For		For	WITHHOLD votes for non-independent nominee Brian Butler are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes FOR Linda Beidler-D'Aguilar are warranted.
Consolidated Water Co. Ltd.	05/23/2022	Management	2	Yes	Elect Director Brian E. Butler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Brian Butler are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes FOR Linda Beidler-D'Aguilar are warranted.
Consolidated Water Co. Ltd.	05/23/2022	Management	3	Yes	Adopt Amendments to the Memorandum	For	For	For	For	A vote FOR this proposal is warranted as it is primarily administrative in nature and would have no effect on the rights or abilities of shareholders.
Consolidated Water Co. Ltd.	05/23/2022	Management	4	Yes	Adopt Amendments to the Articles	For	For	For	For	A vote FOR this proposal is warranted. The majority of the proposed changes are primarily administrative in nature and will have no effect on the rights or abilities of shareholders while the proposed elimination of the classified board structure would enhance board accountability to shareholders
Consolidated Water Co. Ltd.	05/23/2022	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Consolidated Water Co. Ltd.	05/23/2022	Management	6	Yes	Approve the Amended and Restated Memorandum of Association and Amended and Restated Articles of Association	For	For	For	For	A vote FOR this proposal is warranted as both Items 2 and 3 warrant support.
Consolidated Water Co. Ltd.	05/23/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. In addition, the performance goals for the company's incentive awards are also not disclosed.
Consolidated Water Co. Ltd.	05/23/2022	Management	8	Yes	Approve Marcum LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Corcept Therapeutics Incorporated	05/31/2022	Management	1	Yes	Elect Director Gregg Alton	For	For	For	For	WITHHOLD votes for James Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/31/2022	Management	2	Yes	Elect Director G. Leonard Baker, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for James Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/31/2022	Management	3	Yes	Elect Director Joseph K. Belanoff	For	For	For	For	WITHHOLD votes for James Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/31/2022	Management	4	Yes	Elect Director Gillian M. Cannon	For	For	For	For	WITHHOLD votes for James Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/31/2022	Management	5	Yes	Elect Director David L. Mahoney	For	For	Withhold	Withhold	WITHHOLD votes for James Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/31/2022	Management	6	Yes	Elect Director Joshua M. Murray	For	For	For	For	WITHHOLD votes for James Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/31/2022	Management	7	Yes	Elect Director Kimberly Park	For	For	For	For	WITHHOLD votes for James Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/31/2022	Management	8	Yes	Elect Director Daniel N. Swisher, Jr.	For	For	For	For	WITHHOLD votes for James Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/31/2022	Management	9	Yes	Elect Director James N. Wilson	For	For	Withhold	Withhold	WITHHOLD votes for James Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/31/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 45.02 percent is excessive. " The plan has an automatic share replenishment feature. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Corcept Therapeutics Incorporated	05/31/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cornerstone Building Brands, Inc.	06/24/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the reasonable strategic rationale, significant premium relative to the unaffected date, the potential downside risk of non-approval, and the certainty of value inherent in the cash consideration.
Cornerstone Building Brands, Inc.	06/24/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying merger (Item 1) merits support.
Cornerstone Building Brands, Inc.	06/24/2022	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While the proxy notes the transaction will not constitute a change in control, per NEOs' employment agreements, potential termination-related amounts are not considered to be excessive. Cash severance is reasonably based and equity grants will be converted to cash awards upon the merger, but retain the time-based vesting component.
Covenant Logistics Group, Inc.	05/18/2022	Management	1	Yes	Elect Director David R. Parker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Parker, Robert Bosworth, Bradley Moline and Rachel Parker-Hatchett are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bosworth and Bradley Moline are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/18/2022	Management	2	Yes	Elect Director Robert E. Bosworth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Parker, Robert Bosworth, Bradley Moline and Rachel Parker-Hatchett are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bosworth and Bradley Moline are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/18/2022	Management	3	Yes	Elect Director Benjamin S. Carson, Sr.	For	For	For	For	WITHHOLD votes for non-independent nominees David Parker, Robert Bosworth, Bradley Moline and Rachel Parker-Hatchett are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bosworth and Bradley Moline are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/18/2022	Management	4	Yes	Elect Director D. Michael Kramer	For	For	For	For	WITHHOLD votes for non-independent nominees David Parker, Robert Bosworth, Bradley Moline and Rachel Parker-Hatchett are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bosworth and Bradley Moline are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/18/2022	Management	5	Yes	Elect Director Bradley A. Moline	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Parker, Robert Bosworth, Bradley Moline and Rachel Parker-Hatchett are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bosworth and Bradley Moline are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/18/2022	Management	6	Yes	Elect Director Rachel Parker-Hatchett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Parker, Robert Bosworth, Bradley Moline and Rachel Parker-Hatchett are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bosworth and Bradley Moline are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



					Management	ISS	Voting Policy		B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommend ation	Recommend ation	Recommend ation	Vote Instruction	Voting Policy Rationale
Covenant Logistics Group, Inc.	05/18/2022	Management	7	Yes	Elect Director Herbert J. Schmidt	For	For	For	For	WITHHOLD votes for non-independent nominees David Parker, Robert Bosworth, Bradley Moline and Rachel Parker-Hatchett are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bosworth and Bradley Moline are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/18/2022	Management	8	Yes	Elect Director W. Miller Welborn	For	For	For	For	WITHHOLD votes for non-independent nominees David Parker, Robert Bosworth, Bradley Moline and Rachel Parker-Hatchett are warranted for lack of a majority independent board. WITHHOLD votes for Robert Bosworth and Bradley Moline are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/18/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance concerns are mitigated at this time. CEO pay was elevated primarily due to sizable option grants that are purely performance-conditioned, a portion of which requires significant stock price appreciation to vest. Further, annual incentives are based largely on the achievement of performance measures.
Covenant Logistics Group, Inc.	05/18/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Covetrus, Inc.	05/11/2022	Management	1	Yes	Elect Director Deborah G. Ellinger	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	2	Yes	Elect Director Paul Fonteyne	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	3	Yes	Elect Director Sandra L. Helton	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	4	Yes	Elect Director Philip A. Laskawy	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	5	Yes	Elect Director Mark J. Manoff	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	6	Yes	Elect Director Edward M. McNamara	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	7	Yes	Elect Director Steven Paladino	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	8	Yes	Elect Director Sandra Peterson	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	9	Yes	Elect Director Ravi Sachdev	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	10	Yes	Elect Director Sharon Wienbar	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	11	Yes	Elect Director Benjamin Wolin	For	For	For	For	A vote FOR the director nominees is warranted.
Covetrus, Inc.	05/11/2022	Management	12	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Covetrus, Inc.	05/11/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cowen Inc.	06/23/2022	Management	1	Yes	Elect Director Brett H. Barth	For	For	For	For	WITHHOLD votes for Katherine (Wendy) Dietze and Steven Kotler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cowen Inc.	06/23/2022	Management	2	Yes	Elect Director Katherine E. Dietze	For	For	Withhold	Withhold	WITHHOLD votes for Katherine (Wendy) Dietze and Steven Kotler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cowen Inc.	06/23/2022	Management	3	Yes	Elect Director Gregg A. Gonsalves	For	For	For	For	WITHHOLD votes for Katherine (Wendy) Dietze and Steven Kotler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cowen Inc.	06/23/2022	Management	4	Yes	Elect Director Lorence H. Kim	For	For	For	For	WITHHOLD votes for Katherine (Wendy) Dietze and Steven Kotler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cowen Inc.	06/23/2022	Management	5	Yes	Elect Director Steven Kotler	For	For	Withhold	Withhold	WITHHOLD votes for Katherine (Wendy) Dietze and Steven Kotler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cowen Inc.	06/23/2022	Management	6	Yes	Elect Director Lawrence E. Leibowitz	For	For	For	For	WITHHOLD votes for Katherine (Wendy) Dietze and Steven Kotler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cowen Inc.	06/23/2022	Management	7	Yes	Elect Director Margaret L. Poster	For	For	For	For	WITHHOLD votes for Katherine (Wendy) Dietze and Steven Kotler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cowen Inc.	06/23/2022	Management	8	Yes	Elect Director Douglas A. Rediker	For	For	For	For	WITHHOLD votes for Katherine (Wendy) Dietze and Steven Kotler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cowen Inc.	06/23/2022	Management	9	Yes	Elect Director Jeffrey M. Solomon	For	For	For	For	WITHHOLD votes for Katherine (Wendy) Dietze and Steven Kotler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cowen Inc.	06/23/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The compensation committee demonstrated sufficient responsiveness to a certain degree following last year's low say-on-pay support. However, a vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's relatively high pay consists of a high base salary, an outsized discretionary bonus, and equity awards which were primarily time-vesting. While it is recognized that the equity awards are deferred and based on prior year performance under the bonus program, such program is largely discretionary and there is no specific rationale regarding the size of the deferred awards.
Cowen Inc.	06/23/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cowen Inc.	06/23/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.25 percent is excessive. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The company's three-year average burn rate is excessive.
Cowen Inc.	06/23/2022	Management	13	Yes	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
Cowen Inc.	06/23/2022	Shareholder	14	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as it represents an enhancement of shareholder rights.
Crane Co.	05/16/2022	Management	1	Yes	Elect Director Martin R. Benante	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	2	Yes	Elect Director Michael Dinkins	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	3	Yes	Elect Director Ronald C. Lindsay	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	4	Yes	Elect Director Ellen McClain	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	5	Yes	Elect Director Charles G. McClure, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	6	Yes	Elect Director Max H. Mitchell	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	7	Yes	Elect Director Jennifer M. Pollino	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	8	Yes	Elect Director John S. Stroup	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	9	Yes	Elect Director James L. L. Tullis	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crane Co.	05/16/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Crane Co.	05/16/2022	Management	12	Yes	Approve Formation of Holding Company	For	For	For	For	A vote FOR this proposal is warranted. The formation of a holding company is expected to enhance the company's operational and financial flexibility. Further, the conversion is being consummated on a one-for-one share basis. Additionally, there is no change in the state of incorporation nor any material changes to the company's governing documents that would adversely impact shareholder rights.
Crawford & Company	05/13/2022	Management	1	Yes	Elect Director Inga K. Beale	For	For	For	For	WITHHOLD votes for non-independent nominees Rohit Verma, Joseph Blanco, Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are warranted for lack of a majority independent board. WITHHOLD votes for Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/13/2022	Management	2	Yes	Elect Director Joseph O. Blanco	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rohit Verma, Joseph Blanco, Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are warranted for lack of a majority independent board. WITHHOLD votes for Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/13/2022	Management	3	Yes	Elect Director Jesse C. Crawford	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rohit Verma, Joseph Blanco, Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are warranted for lack of a majority independent board. WITHHOLD votes for Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/13/2022	Management	4	Yes	Elect Director Jesse C. Crawford , Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rohit Verma, Joseph Blanco, Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are warranted for lack of a majority independent board. WITHHOLD votes for Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/13/2022	Management	5	Yes	Elect Director Lisa G. Hannusch	For	For	For	For	WITHHOLD votes for non-independent nominees Rohit Verma, Joseph Blanco, Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are warranted for lack of a majority independent board. WITHHOLD votes for Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation		Vote Instruction	Voting Policy Rationale
								Recommend	Vote		
Crawford & Company	05/13/2022	Management	6	Yes	Elect Director Michelle E. Jarrard	For	For	For	For		WITHHOLD votes for non-independent nominees Rohit Verma, Joseph Blanco, Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are warranted for lack of a majority independent board. WITHHOLD votes for Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/13/2022	Management	7	Yes	Elect Director Charles H. Ogburn	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Rohit Verma, Joseph Blanco, Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are warranted for lack of a majority independent board. WITHHOLD votes for Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/13/2022	Management	8	Yes	Elect Director Rahul Patel	For	For	For	For		WITHHOLD votes for non-independent nominees Rohit Verma, Joseph Blanco, Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are warranted for lack of a majority independent board. WITHHOLD votes for Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/13/2022	Management	9	Yes	Elect Director Rohit Verma	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Rohit Verma, Joseph Blanco, Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are warranted for lack of a majority independent board. WITHHOLD votes for Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/13/2022	Management	10	Yes	Elect Director D. Richard Williams	For	For	For	For		WITHHOLD votes for non-independent nominees Rohit Verma, Joseph Blanco, Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are warranted for lack of a majority independent board. WITHHOLD votes for Jesse Crawford Jr., Jesse Crawford and Charles Ogburn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/13/2022	Management	11	Yes	Require Advance Notice for Shareholder Proposals and Director Nominations	For	For	For	For		A vote FOR this proposal is warranted. The proposed advanced notice deadline for shareholders to submit nominations of directors is reasonable and does not result in an adverse impact on shareholders' rights.
Crawford & Company	05/13/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against		A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.34 percent is excessive; and " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Crawford & Company	05/13/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crinetics Pharmaceuticals, Inc.	06/17/2022	Management	1	Yes	Elect Director R. Scott Struthers	For	Withhold	Withhold	Withhold		WITHHOLD votes are warranted for incumbent director nominee R. Scott Struthers and Matthew (Matt) Fust given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Rogerio Vivaldi Coelho is warranted.
Crinetics Pharmaceuticals, Inc.	06/17/2022	Management	2	Yes	Elect Director Matthew K. Fust	For	Withhold	Withhold	Withhold		WITHHOLD votes are warranted for incumbent director nominee R. Scott Struthers and Matthew (Matt) Fust given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Rogerio Vivaldi Coelho is warranted.
Crinetics Pharmaceuticals, Inc.	06/17/2022	Management	3	Yes	Elect Director Rogerio Vivaldi Coelho	For	For	For	For		WITHHOLD votes are warranted for incumbent director nominee R. Scott Struthers and Matthew (Matt) Fust given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Rogerio Vivaldi Coelho is warranted.
Crinetics Pharmaceuticals, Inc.	06/17/2022	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For		A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Crocs, Inc.	06/14/2022	Management	1	Yes	Elect Director Ian M. Bickley	For	For	For	For		A vote FOR the director nominees is warranted.
Crocs, Inc.	06/14/2022	Management	2	Yes	Elect Director Tracy Gardner	For	For	For	For		A vote FOR the director nominees is warranted.
Crocs, Inc.	06/14/2022	Management	3	Yes	Elect Director Douglas J. Treff	For	For	For	For		A vote FOR the director nominees is warranted.
Crocs, Inc.	06/14/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crocs, Inc.	06/14/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cross Country Healthcare, Inc.	05/17/2022	Management	1	Yes	Elect Director Kevin C. Clark	For	For	Against	Against		Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash, Thomas Dircks and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash, Thomas Dircks and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/17/2022	Management	2	Yes	Elect Director W. Larry Cash	For	For	Against	Against		Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash, Thomas Dircks and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash, Thomas Dircks and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/17/2022	Management	3	Yes	Elect Director Thomas C. Dircks	For	For	Against	Against		Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash, Thomas Dircks and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash, Thomas Dircks and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/17/2022	Management	4	Yes	Elect Director Gale Fitzgerald	For	For	Against	Against		Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash, Thomas Dircks and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash, Thomas Dircks and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/17/2022	Management	5	Yes	Elect Director Darrell S. Freeman, Sr.	For	For	For	For		Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash, Thomas Dircks and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash, Thomas Dircks and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/17/2022	Management	6	Yes	Elect Director John A. Martins	For	For	Against	Against		Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash, Thomas Dircks and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash, Thomas Dircks and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/17/2022	Management	7	Yes	Elect Director Janice E. Nevin	For	For	For	For		Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash, Thomas Dircks and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash, Thomas Dircks and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/17/2022	Management	8	Yes	Elect Director Mark Perlberg	For	For	For	For		Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash, Thomas Dircks and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash, Thomas Dircks and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/17/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For		A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cross Country Healthcare, Inc.	05/17/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
CSP Inc.	02/08/2022	Management	1	Yes	Elect Director Victor Dellovo	For	For	For	For		WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/08/2022	Management	2	Yes	Elect Director Charles Blackmon	For	For	For	For		WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/08/2022	Management	3	Yes	Elect Director Ismail "Izzy" Azeri	For	For	For	For		WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/08/2022	Management	4	Yes	Elect Director C. Shelton James	For	For	Withhold	Withhold		WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/08/2022	Management	5	Yes	Elect Director Marilyn T. Smith	For	For	For	For		WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/08/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		A vote AGAINST this proposal is warranted because:" The company maintains agreements that contain a single trigger change in control provision;" Equity awards allow for auto-accelerated vesting upon a change-in-control event; and" The

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Voting Policy Rationale									
CSP Inc.	02/08/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
CSP Inc.	02/08/2022	Management	8	Yes	Ratify RSM US, LLP as Auditors	For	For	Against	Against
CTS Corporation	05/12/2022	Management	1	Yes	Elect Director Donna M. Costello	For	For	For	For
CTS Corporation	05/12/2022	Management	2	Yes	Elect Director Gordon Hunter	For	For	Withhold	Withhold
CTS Corporation	05/12/2022	Management	3	Yes	Elect Director William S. Johnson	For	For	For	For
CTS Corporation	05/12/2022	Management	4	Yes	Elect Director Ye Jane Li	For	For	For	For
CTS Corporation	05/12/2022	Management	5	Yes	Elect Director Kieran M. O'Sullivan	For	For	For	For
CTS Corporation	05/12/2022	Management	6	Yes	Elect Director Robert A. Profusek	For	For	Withhold	Withhold
CTS Corporation	05/12/2022	Management	7	Yes	Elect Director Alfonso G. Zulueta	For	For	For	For
CTS Corporation	05/12/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
CTS Corporation	05/12/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditor	For	For	Against	Against
CTS Corporation	05/12/2022	Management	10	Yes	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For
Cue Biopharma, Inc.	06/09/2022	Management	1	Yes	Elect Director Daniel R. Passeri	For	For	For	For
Cue Biopharma, Inc.	06/09/2022	Management	2	Yes	Elect Director Frank Morich	For	Withhold	Withhold	Withhold
Cue Biopharma, Inc.	06/09/2022	Management	3	Yes	Elect Director Frederick Driscoll	For	Withhold	Withhold	Withhold
Cue Biopharma, Inc.	06/09/2022	Management	4	Yes	Elect Director Aaron Fletcher	For	For	For	For
Cue Biopharma, Inc.	06/09/2022	Management	5	Yes	Elect Director Cameron Gray	For	For	For	For
Cue Biopharma, Inc.	06/09/2022	Management	6	Yes	Elect Director Tamar Howson	For	Withhold	Withhold	Withhold
Cue Biopharma, Inc.	06/09/2022	Management	7	Yes	Elect Director Peter A. Kiener	For	For	For	For
Cue Biopharma, Inc.	06/09/2022	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	For	For
Cullen/Frost Bankers, Inc.	04/27/2022	Management	1	Yes	Elect Director Carlos Alvarez	For	For	Against	Against
Cullen/Frost Bankers, Inc.	04/27/2022	Management	2	Yes	Elect Director Chris M. Avery	For	For	For	For
Cullen/Frost Bankers, Inc.	04/27/2022	Management	3	Yes	Elect Director Anthony R. "Tony" Chase	For	For	For	For
Cullen/Frost Bankers, Inc.	04/27/2022	Management	4	Yes	Elect Director Cynthia J. Comparin	For	For	For	For
Cullen/Frost Bankers, Inc.	04/27/2022	Management	5	Yes	Elect Director Samuel G. Dawson	For	For	For	For
Cullen/Frost Bankers, Inc.	04/27/2022	Management	6	Yes	Elect Director Crawford H. Edwards	For	For	Against	Against

						Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					Voting Policy Rationale
Cullen/Frost Bankers, Inc.	04/27/2022	Management	7	Yes	Elect Director Patrick B. Frost	For		Against	Against	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/27/2022	Management	8	Yes	Elect Director Phillip D. Green	For	For	Against	Against	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/27/2022	Management	9	Yes	Elect Director David J. Haemisegger	For	For	Against	Against	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/27/2022	Management	10	Yes	Elect Director Charles W. Matthews	For	For	Against	Against	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/27/2022	Management	11	Yes	Elect Director Linda B. Rutherford	For	For	For	For	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/27/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cullen/Frost Bankers, Inc.	04/27/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cumulus Media Inc.	05/03/2022	Management	1	Yes	Elect Director Mary G. Berner	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/03/2022	Management	2	Yes	Elect Director David M. Baum	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/03/2022	Management	3	Yes	Elect Director Matthew C. Blank	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/03/2022	Management	4	Yes	Elect Director Thomas H. Castro	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/03/2022	Management	5	Yes	Elect Director Joan Hoqan Gillman	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/03/2022	Management	6	Yes	Elect Director Andrew W. Hobson	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/03/2022	Management	7	Yes	Elect Director Brian G. Kushner	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	05/03/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Cumulus Media Inc.	05/03/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CURO Group Holdings Corp.	06/15/2022	Management	1	Yes	Elect Director Chad Faulkner	For	For	For	For	A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/15/2022	Management	2	Yes	Elect Director Andrew Frawley	For	For	For	For	A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/15/2022	Management	3	Yes	Elect Director Don Gayhardt	For	For	For	For	A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/15/2022	Management	4	Yes	Elect Director David M. Kirchheimer	For	For	For	For	A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/15/2022	Management	5	Yes	Elect Director Mike McKnight	For	For	For	For	A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/15/2022	Management	6	Yes	Elect Director Gillian Van Schaick	For	For	For	For	A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/15/2022	Management	7	Yes	Elect Director Issac Vaughn	For	For	For	For	A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/15/2022	Management	8	Yes	Elect Director Elizabeth Webster	For	For	For	For	A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/15/2022	Management	9	Yes	Elect Director Karen Winterhof	For	For	For	For	A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/15/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CURO Group Holdings Corp.	06/15/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Curtiss-Wright Corporation	05/05/2022	Management	1	Yes	Elect Director David C. Adams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	2	Yes	Elect Director Lynn M. Bamford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	3	Yes	Elect Director Dean M. Flatt	For	For	For	For	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	4	Yes	Elect Director S. Marce Fuller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	5	Yes	Elect Director Bruce D. Hoechner	For	For	For	For	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	6	Yes	Elect Director Glenda J. Minor	For	For	For	For	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	7	Yes	Elect Director Anthony J. Moraco	For	For	For	For	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	8	Yes	Elect Director John B. Nathman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	9	Yes	Elect Director Robert J. Rivet	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	10	Yes	Elect Director Peter C. Wallace	For	For	For	For	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Curtiss-Wright Corporation	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Cutera, Inc.	06/15/2022	Management	1	Yes	Elect Director Gregory A. Barrett	For	For	For	For	Votes AGAINST Timothy O'Shea are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Daniel (Dan) Plants are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Cutera, Inc.	06/15/2022	Management	2	Yes	Elect Director Sheila A. Hopkins	For	For	For	For	Votes AGAINST Timothy O'Shea are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Daniel (Dan) Plants are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Cutera, Inc.	06/15/2022	Management	3	Yes	Elect Director David H. Mowry	For	For	For	For	Votes AGAINST Timothy O'Shea are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Daniel (Dan) Plants are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cutera, Inc.	06/15/2022	Management	4	Yes	Elect Director Timothy J. O'Shea	For	For	Against	Against	Votes AGAINST Timothy O'Shea are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Daniel (Dan) Plants are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Cutera, Inc.	06/15/2022	Management	5	Yes	Elect Director Juliane T. Park	For	For	For	For	Votes AGAINST Timothy O'Shea are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Daniel (Dan) Plants are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Cutera, Inc.	06/15/2022	Management	6	Yes	Elect Director J. Daniel Plants	For	For	For	For	Votes AGAINST Timothy O'Shea are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Daniel (Dan) Plants are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Cutera, Inc.	06/15/2022	Management	7	Yes	Elect Director Joseph E. Whitters	For	For	For	For	Votes AGAINST Timothy O'Shea are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Daniel (Dan) Plants are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Cutera, Inc.	06/15/2022	Management	8	Yes	Elect Director Janet L. Widmann	For	For	For	For	Votes AGAINST Timothy O'Shea are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Daniel (Dan) Plants are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Cutera, Inc.	06/15/2022	Management	9	Yes	Elect Director Katherine S. Zanotti	For	For	For	For	Votes AGAINST Timothy O'Shea are warranted for serving as a non-independent member of a key board committee. Votes AGAINST J. Daniel (Dan) Plants are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Cutera, Inc.	06/15/2022	Management	10	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cutera, Inc.	06/15/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Cutera, Inc.	06/15/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of stock options. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
CyberOptics Corporation	05/12/2022	Management	1	Yes	Elect Director Craig D. Gates	For	For	For	For	A vote FOR all director nominees is warranted.
CyberOptics Corporation	05/12/2022	Management	2	Yes	Elect Director Subodh Kulkarni	For	For	For	For	A vote FOR all director nominees is warranted.
CyberOptics Corporation	05/12/2022	Management	3	Yes	Elect Director Vivek Mohindra	For	For	For	For	A vote FOR all director nominees is warranted.
CyberOptics Corporation	05/12/2022	Management	4	Yes	Elect Director Cheryl Beranek	For	For	For	For	A vote FOR all director nominees is warranted.
CyberOptics Corporation	05/12/2022	Management	5	Yes	Elect Director Cordell Hardy	For	For	For	For	A vote FOR all director nominees is warranted.
CyberOptics Corporation	05/12/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The plan administrator may provide loans to exercise awards.
CyberOptics Corporation	05/12/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CyberOptics Corporation	05/12/2022	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
CytomX Therapeutics, Inc.	06/15/2022	Management	1	Yes	Elect Director Sean A. McCarthy	For	Against	Against	Against	A vote AGAINST incumbent directors Sean McCarthy and Mani Mohindru is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights
CytomX Therapeutics, Inc.	06/15/2022	Management	2	Yes	Elect Director Mani Mohindru	For	Against	Against	Against	A vote AGAINST incumbent directors Sean McCarthy and Mani Mohindru is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights
CytomX Therapeutics, Inc.	06/15/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CytomX Therapeutics, Inc.	06/15/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The company adjusted the performance goals under its annual incentive plan leading to a near target bonus. That notwithstanding, pay and performance appear to be reasonably aligned at this time.
Daily Journal Corporation	02/16/2022	Management	1	Yes	Elect Director Charles T. Munger	For	Against	Against	Against	Votes AGAINST non-independent nominees Charles Munger and Maryjo Rodriguez are warranted for lack of a majority independent board and the company's lack of a formal nominating committee.Votes AGAINST Charles Munger are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Audit Committee members Charles Munger and Mary Conlin are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years.A vote FOR John B. Frank is warranted.
Daily Journal Corporation	02/16/2022	Management	2	Yes	Elect Director Mary Conlin	For	Against	Against	Against	Votes AGAINST non-independent nominees Charles Munger and Maryjo Rodriguez are warranted for lack of a majority independent board and the company's lack of a formal nominating committee.Votes AGAINST Charles Munger are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Audit Committee members Charles Munger and Mary Conlin are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years.A vote FOR John B. Frank is warranted.
Daily Journal Corporation	02/16/2022	Management	3	Yes	Elect Director John B. Frank	For	For	For	For	Votes AGAINST non-independent nominees Charles Munger and Maryjo Rodriguez are warranted for lack of a majority independent board and the company's lack of a formal nominating committee.Votes AGAINST Charles Munger are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Audit Committee members Charles Munger and Mary Conlin are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years.A vote FOR John B. Frank is warranted.
Daily Journal Corporation	02/16/2022	Management	4	Yes	Elect Director Maryjo Rodriguez	For	Against	Against	Against	Votes AGAINST non-independent nominees Charles Munger and Maryjo Rodriguez are warranted for lack of a majority independent board and the company's lack of a formal nominating committee.Votes AGAINST Charles Munger are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Audit Committee members Charles Munger and Mary Conlin are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years.A vote FOR John B. Frank is warranted.
Daily Journal Corporation	02/16/2022	Management	5	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
DallasNews Corporation	05/12/2022	Management	1	Yes	Elect Director John A. Beckert	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Decherd, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members John Beckert, Louis Caldera, and Ronald (Ron) McCray are warranted given the persistent concerns regarding the company's compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control, legacy arrangements with NEOs that provide for CIC excise tax gross-up payments, and the absence of several risk-mitigating policies.. A vote FOR Dunia A. Shive is warranted.
DallasNews Corporation	05/12/2022	Management	2	Yes	Elect Director Louis E. Caldera	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Decherd, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members John Beckert, Louis Caldera, and Ronald (Ron) McCray are warranted given the persistent concerns regarding the company's compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control, legacy arrangements with NEOs that provide for CIC excise tax gross-up payments, and the absence of several risk-mitigating policies.. A vote FOR Dunia A. Shive is warranted.
DallasNews Corporation	05/12/2022	Management	3	Yes	Elect Director Robert W. Decherd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Decherd, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members John Beckert, Louis Caldera, and Ronald (Ron) McCray are warranted given the persistent concerns regarding the company's compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control, legacy arrangements with NEOs that provide for CIC excise tax gross-up payments, and the absence of several risk-mitigating policies.. A vote FOR Dunia A. Shive is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote		
											Voting Policy Rationale
DallasNews Corporation	05/12/2022	Management	4	Yes	Elect Director Ronald D. McCray	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Decherd, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members John Beckert, Louis Caldera, and Ronald (Ron) McCray are warranted given the persistent concerns regarding the company's compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control, legacy arrangements with NEOs that provide for CIC excise tax gross-up payments, and the absence of several risk-mitigating policies.. A vote FOR Dunia A. Shive is warranted.	
DallasNews Corporation	05/12/2022	Management	5	Yes	Elect Director Dunia A. Shive	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Decherd, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members John Beckert, Louis Caldera, and Ronald (Ron) McCray are warranted given the persistent concerns regarding the company's compensation practices, including the automatic accelerated vesting of equity awards upon a change-in-control, legacy arrangements with NEOs that provide for CIC excise tax gross-up payments, and the absence of several risk-mitigating policies.. A vote FOR Dunia A. Shive is warranted.	
DallasNews Corporation	05/12/2022	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Dana Incorporated	04/20/2022	Management	1	Yes	Elect Director Ernesto M. Hernandez	For	For	FOR	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Dana Incorporated	04/20/2022	Management	2	Yes	Elect Director Gary Hu	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Dana Incorporated	04/20/2022	Management	3	Yes	Elect Director Brett M. Icahn	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Dana Incorporated	04/20/2022	Management	4	Yes	Elect Director James K. Kamsickas	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Dana Incorporated	04/20/2022	Management	5	Yes	Elect Director Virginia A. Kamsky	For	For	Withhold	Withhold	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Dana Incorporated	04/20/2022	Management	6	Yes	Elect Director Bridget E. Karlin	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Dana Incorporated	04/20/2022	Management	7	Yes	Elect Director Michael J. Mack, Jr.	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Dana Incorporated	04/20/2022	Management	8	Yes	Elect Director R. Bruce McDonald	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Dana Incorporated	04/20/2022	Management	9	Yes	Elect Director Diarmuid B. O'Connell	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Dana Incorporated	04/20/2022	Management	10	Yes	Elect Director Keith E. Wandell	For	For	Withhold	Withhold	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Dana Incorporated	04/20/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. In response to the impact of the COVID-19 pandemic, the company adjusted the financial measurement under its FY2019 long-term incentive plan. However, such concern is mitigated at this time given that the final payout under the FY2019 LTIP was earned below target, and CEO pay is reasonably aligned with company performance.	
Dana Incorporated	04/20/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Darling Ingredients Inc.	05/10/2022	Management	1	Yes	Elect Director Randall C. Stuewe	For	For	For	For	A vote FOR all director nominees is warranted.	
Darling Ingredients Inc.	05/10/2022	Management	2	Yes	Elect Director Charles Adair	For	For	For	For	A vote FOR all director nominees is warranted.	
Darling Ingredients Inc.	05/10/2022	Management	3	Yes	Elect Director Beth Albright	For	For	For	For	A vote FOR all director nominees is warranted.	
Darling Ingredients Inc.	05/10/2022	Management	4	Yes	Elect Director Celeste A. Clark	For	For	For	For	A vote FOR all director nominees is warranted.	
Darling Ingredients Inc.	05/10/2022	Management	5	Yes	Elect Director Linda Goodspeed	For	For	For	For	A vote FOR all director nominees is warranted.	
Darling Ingredients Inc.	05/10/2022	Management	6	Yes	Elect Director Anderson Guimaraes	For	For	For	For	A vote FOR all director nominees is warranted.	
Darling Ingredients Inc.	05/10/2022	Management	7	Yes	Elect Director Dirk Kloosterboer	For	For	For	For	A vote FOR all director nominees is warranted.	
Darling Ingredients Inc.	05/10/2022	Management	8	Yes	Elect Director Mary R. Korby	For	For	For	For	A vote FOR all director nominees is warranted.	
Darling Ingredients Inc.	05/10/2022	Management	9	Yes	Elect Director Gary W. Mize	For	For	For	For	A vote FOR all director nominees is warranted.	
Darling Ingredients Inc.	05/10/2022	Management	10	Yes	Elect Director Michael E. Rescoe	For	For	For	For	A vote FOR all director nominees is warranted.	
Darling Ingredients Inc.	05/10/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Darling Ingredients Inc.	05/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	1	Yes	Elect Director James P. Chambers	For	For	For	For	A vote FOR all director nominees is warranted.	
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	2	Yes	Elect Director Hamish A. Dodds	For	For	For	For	A vote FOR all director nominees is warranted.	
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	3	Yes	Elect Director Michael J. Griffith	For	For	For	For	A vote FOR all director nominees is warranted.	
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	4	Yes	Elect Director Gail Mandel	For	For	For	For	A vote FOR all director nominees is warranted.	
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	5	Yes	Elect Director Atish Shah	For	For	For	For	A vote FOR all director nominees is warranted.	
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	6	Yes	Elect Director Kevin M. Sheehan	For	For	For	For	A vote FOR all director nominees is warranted.	
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	7	Yes	Elect Director Jennifer Storms	For	For	For	For	A vote FOR all director nominees is warranted.	
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Deciphera Pharmaceuticals, Inc.	06/23/2022	Management	1	Yes	Elect Director Steven L. Hoerter	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Steven (Steve) Hoerter, Susan Kelley, and John Martin given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights and for lack of ethnic or racial diversity on the board.	
Deciphera Pharmaceuticals, Inc.	06/23/2022	Management	2	Yes	Elect Director Susan L. Kelley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Steven (Steve) Hoerter, Susan Kelley, and John Martin given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights and for lack of ethnic or racial diversity on the board.	
Deciphera Pharmaceuticals, Inc.	06/23/2022	Management	3	Yes	Elect Director John R. Martin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Steven (Steve) Hoerter, Susan Kelley, and John Martin given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights and for lack of ethnic or racial diversity on the board.	
Deciphera Pharmaceuticals, Inc.	06/23/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual incentive is based on pre-set goals, objectives are described in primarily qualitative terms with limited disclosure of achieved results. Further concerns are raised by the entirely time-vesting long-term incentive awards. Although stock options for clinical-stage biopharmaceutical companies may be considered more performance-conditioned compared to other industries, many investors may expect the company to grant a portion of awards in performance shares given both that the company has reported positive revenue for several years and the CEO receives equity awards based on an above-median benchmark.	
Deciphera Pharmaceuticals, Inc.	06/23/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Del Taco Restaurants, Inc.	03/07/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In consideration of the premium, the liquidity and certainty of value inherent in the cash consideration, and the quality of the process that led to the merger, support FOR the transaction is warranted.	
Del Taco Restaurants, Inc.	03/07/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although a majority of outstanding equity will automatically accelerate at the time of merger, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.	
Del Taco Restaurants, Inc.	03/07/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.	
Delek US Holdings, Inc.	05/03/2022	Management	1	Yes	Elect Director Ezra Uzi Yemin	For	For	For	For	A vote FOR the director nominees is warranted.	
Delek US Holdings, Inc.	05/03/2022	Management	2	Yes	Elect Director William J. Finnerty	For	For	For	For	A vote FOR the director nominees is warranted.	
Delek US Holdings, Inc.	05/03/2022	Management	3	Yes	Elect Director Richard J. Marcogliese	For	For	For	For	A vote FOR the director nominees is warranted.	



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Delek US Holdings, Inc.	05/03/2022	Management	4	Yes	Elect Director Leonardo Moreno	For	For	For	For	A vote FOR the director nominees is warranted.		
Delek US Holdings, Inc.	05/03/2022	Management	5	Yes	Elect Director Gary M. Sullivan, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.		
Delek US Holdings, Inc.	05/03/2022	Management	6	Yes	Elect Director Vicky Sutili	For	For	For	For	A vote FOR the director nominees is warranted.		
Delek US Holdings, Inc.	05/03/2022	Management	7	Yes	Elect Director Laurie Z. Tolson	For	For	For	For	A vote FOR the director nominees is warranted.		
Delek US Holdings, Inc.	05/03/2022	Management	8	Yes	Elect Director Shlomo Zohar	For	For	For	For	A vote FOR the director nominees is warranted.		
Delek US Holdings, Inc.	05/03/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on pre-set objective measures and no payouts were made when the goals were not met. In addition, half of the equity awards are performance-conditioned and utilize a multi-year performance period. Shareholders should note that the relative metric utilized for the performance awards targets merely median performance and it does not appear payouts are capped in the event absolute TSR is negative over the performance period.		
Delek US Holdings, Inc.	05/03/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Delek US Holdings, Inc.	05/03/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.		
Delek US Holdings, Inc.	05/03/2022	Management	12	Yes	Amend Certificate of Incorporation to Add Provisions Required by the Jones Act	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments would ensure compliance with a federal statute that applies to the company.		
Delta Apparel, Inc.	02/10/2022	Management	1	Yes	Elect Director Anita D. Britt	For	For	For	For	WITHHOLD votes for George Jay Gogue (G. Jay Gogue) are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.		
Delta Apparel, Inc.	02/10/2022	Management	2	Yes	Elect Director J. Bradley Campbell	For	For	For	For	WITHHOLD votes for George Jay Gogue (G. Jay Gogue) are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.		
Delta Apparel, Inc.	02/10/2022	Management	3	Yes	Elect Director G. Jay Gogue	For	For	Withhold	Withhold	WITHHOLD votes for George Jay Gogue (G. Jay Gogue) are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.		
Delta Apparel, Inc.	02/10/2022	Management	4	Yes	Elect Director Glenda E. Hood	For	For	For	For	WITHHOLD votes for George Jay Gogue (G. Jay Gogue) are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.		
Delta Apparel, Inc.	02/10/2022	Management	5	Yes	Elect Director Robert W. Humphreys	For	For	For	For	WITHHOLD votes for George Jay Gogue (G. Jay Gogue) are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.		
Delta Apparel, Inc.	02/10/2022	Management	6	Yes	Elect Director A. Alexander Taylor, II	For	For	For	For	WITHHOLD votes for George Jay Gogue (G. Jay Gogue) are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.		
Delta Apparel, Inc.	02/10/2022	Management	7	Yes	Elect Director David G. Whalen	For	For	For	For	WITHHOLD votes for George Jay Gogue (G. Jay Gogue) are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.		
Delta Apparel, Inc.	02/10/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
Delta Apparel, Inc.	02/10/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.		
Deluxe Corporation	04/27/2022	Management	1	Yes	Elect Director William C. Cobb	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath, and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Deluxe Corporation	04/27/2022	Management	2	Yes	Elect Director Paul R. Garcia	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath, and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Deluxe Corporation	04/27/2022	Management	3	Yes	Elect Director Cheryl E. Mayberry McKissack	For	For	Withhold	Withhold	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath, and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Deluxe Corporation	04/27/2022	Management	4	Yes	Elect Director Barry C. McCarthy	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath, and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Deluxe Corporation	04/27/2022	Management	5	Yes	Elect Director Don J. McGrath	For	For	Withhold	Withhold	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath, and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Deluxe Corporation	04/27/2022	Management	6	Yes	Elect Director Thomas J. Reddin	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath, and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Deluxe Corporation	04/27/2022	Management	7	Yes	Elect Director Martyn R. Redgrave	For	For	Withhold	Withhold	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath, and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Deluxe Corporation	04/27/2022	Management	8	Yes	Elect Director John L. Stauch	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath, and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Deluxe Corporation	04/27/2022	Management	9	Yes	Elect Director Telisa L. Yancy	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath, and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Deluxe Corporation	04/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		
Deluxe Corporation	04/27/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.		
Deluxe Corporation	04/27/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Denbury Inc.	06/01/2022	Management	1	Yes	Elect Director Kevin O. Meyers	For	For	For	For	Votes AGAINST Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.		
Denbury Inc.	06/01/2022	Management	2	Yes	Elect Director Anthony M. Abate	For	For	For	For	Votes AGAINST Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.		
Denbury Inc.	06/01/2022	Management	3	Yes	Elect Director Caroline G. Angoorly	For	For	For	For	Votes AGAINST Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.		
Denbury Inc.	06/01/2022	Management	4	Yes	Elect Director James N. Chapman	For	For	For	For	Votes AGAINST Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.		
Denbury Inc.	06/01/2022	Management	5	Yes	Elect Director Christian S. Kendall	For	For	For	For	Votes AGAINST Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.		
Denbury Inc.	06/01/2022	Management	6	Yes	Elect Director Lynn A. Peterson	For	For	Against	Against	Votes AGAINST Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.		
Denbury Inc.	06/01/2022	Management	7	Yes	Elect Director Brett R. Wiggs	For	For	For	For	Votes AGAINST Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.		
Denbury Inc.	06/01/2022	Management	8	Yes	Elect Director Cindy A. Yeilding	For	For	For	For	Votes AGAINST Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.		
Denbury Inc.	06/01/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
Denbury Inc.	06/01/2022	Management	10	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.		
Denbury Inc.	06/01/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
DHI Group, Inc.	04/27/2022	Management	1	Yes	Elect Director Brian "Skip" Schipper	For	For	For	For	A vote FOR all director nominees is warranted.		
DHI Group, Inc.	04/27/2022	Management	2	Yes	Elect Director Scipio "Max" Carnechia	For	For	For	For	A vote FOR all director nominees is warranted.		
DHI Group, Inc.	04/27/2022	Management	3	Yes	Elect Director David Windley	For	For	For	For	A vote FOR all director nominees is warranted.		
DHI Group, Inc.	04/27/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
DHI Group, Inc.	04/27/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
DHT Holdings, Inc.	06/16/2022	Management	1	Yes	Elect Director Einar Michael Steimler	For	For	Withhold	Withhold	WITHHOLD votes for Einar Steimler are warranted for serving as a non-independent member of certain key board committees. A vote FOR Joseph Pyne is warranted.		
DHT Holdings, Inc.	06/16/2022	Management	2	Yes	Elect Director Joseph H. Pyne	For	For	For	For	WITHHOLD votes for Einar Steimler are warranted for serving as a non-independent member of certain key board committees. A vote FOR Joseph Pyne is warranted.		
DHT Holdings, Inc.	06/16/2022	Management	3	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.		
DHT Holdings, Inc.	06/16/2022	Management	4	Yes	Ratify Ernst & Young AS as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.		

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Diamond Hill Investment Group, Inc.	04/27/2022	Management	1	Yes	Elect Director Heather E. Brilliant	For	For	For	For
Diamond Hill Investment Group, Inc.	04/27/2022	Management	2	Yes	Elect Director Richard S. Cooley	For	For	For	For
Diamond Hill Investment Group, Inc.	04/27/2022	Management	3	Yes	Elect Director Randolph J. Fortener	For	For	For	For
Diamond Hill Investment Group, Inc.	04/27/2022	Management	4	Yes	Elect Director James F. Laird	For	For	Against	Against
Diamond Hill Investment Group, Inc.	04/27/2022	Management	5	Yes	Elect Director Paula R. Meyer	For	For	For	For
Diamond Hill Investment Group, Inc.	04/27/2022	Management	6	Yes	Elect Director Nicole R. St. Pierre	For	For	For	For
Diamond Hill Investment Group, Inc.	04/27/2022	Management	7	Yes	Elect Director L'Quentus Thomas	For	For	For	For
Diamond Hill Investment Group, Inc.	04/27/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against
Diamond Hill Investment Group, Inc.	04/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Diamond Hill Investment Group, Inc.	04/27/2022	Management	10	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against
Digi International Inc.	01/28/2022	Management	1	Yes	Elect Director Spiro C. Lazarakis	For	For	For	For
Digi International Inc.	01/28/2022	Management	2	Yes	Elect Director Hatem H. Naguib	For	For	For	For
Digi International Inc.	01/28/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Digi International Inc.	01/28/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For
Digi International Inc.	01/28/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
Dillard's, Inc.	05/21/2022	Management	1	Yes	Elect Director James I. Freeman	For	For	Against	Against
Dillard's, Inc.	05/21/2022	Management	2	Yes	Elect Director Rob C. Holmes	For	For	For	For
Dillard's, Inc.	05/21/2022	Management	3	Yes	Elect Director Reynie Rutledge	For	For	For	For
Dillard's, Inc.	05/21/2022	Management	4	Yes	Elect Director J.C. Watts, Jr.	For	For	Against	Against
Dillard's, Inc.	05/21/2022	Management	5	Yes	Elect Director Nick White	For	For	Against	Against
Dillard's, Inc.	05/21/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against
Dillard's, Inc.	05/21/2022	Shareholder	7	Yes	Report on Risks from Company's Use of Real Animal Fur	Against	Against	For	For
Dime Community Bancshares, Inc.	05/26/2022	Management	1	Yes	Elect Director Kenneth J. Mahon	For	For	Withhold	Withhold
Dime Community Bancshares, Inc.	05/26/2022	Management	2	Yes	Elect Director Marcia Z. Hefter	For	For	Withhold	Withhold
Dime Community Bancshares, Inc.	05/26/2022	Management	3	Yes	Elect Director Rosemarie Chen	For	For	For	For
Dime Community Bancshares, Inc.	05/26/2022	Management	4	Yes	Elect Director Michael P. Devine	For	For	Withhold	Withhold
Dime Community Bancshares, Inc.	05/26/2022	Management	5	Yes	Elect Director Matthew A. Lindenbaum	For	For	For	For
Dime Community Bancshares, Inc.	05/26/2022	Management	6	Yes	Elect Director Albert E. McCoy, Jr.	For	For	Withhold	Withhold
Dime Community Bancshares, Inc.	05/26/2022	Management	7	Yes	Elect Director Raymond A. Nielsen	For	For	For	For

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Recommendation	Recommendation	Recommendation	Vote			
					Proposal Text						Voting Policy Rationale
Dime Community Bancshares, Inc.	05/26/2022	Management	8	Yes	Elect Director Kevin M. O'Connor	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Marcia Hefter, Michael Devine, Albert McCoy Jr., Vincent Palagiano, Joseph Perry and Dennis Suskind are warranted for lack of a majority independent board. WITHHOLD votes for Michael Devine, Albert McCoy Jr., Joseph Perry and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/26/2022	Management	9	Yes	Elect Director Vincent F. Palagiano	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Marcia Hefter, Michael Devine, Albert McCoy Jr., Vincent Palagiano, Joseph Perry and Dennis Suskind are warranted for lack of a majority independent board. WITHHOLD votes for Michael Devine, Albert McCoy Jr., Joseph Perry and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/26/2022	Management	10	Yes	Elect Director Joseph J. Perry	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Marcia Hefter, Michael Devine, Albert McCoy Jr., Vincent Palagiano, Joseph Perry and Dennis Suskind are warranted for lack of a majority independent board. WITHHOLD votes for Michael Devine, Albert McCoy Jr., Joseph Perry and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/26/2022	Management	11	Yes	Elect Director Kevin Stein	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Marcia Hefter, Michael Devine, Albert McCoy Jr., Vincent Palagiano, Joseph Perry and Dennis Suskind are warranted for lack of a majority independent board. WITHHOLD votes for Michael Devine, Albert McCoy Jr., Joseph Perry and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/26/2022	Management	12	Yes	Elect Director Dennis A. Suskind	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Marcia Hefter, Michael Devine, Albert McCoy Jr., Vincent Palagiano, Joseph Perry and Dennis Suskind are warranted for lack of a majority independent board. WITHHOLD votes for Michael Devine, Albert McCoy Jr., Joseph Perry and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/26/2022	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dime Community Bancshares, Inc.	05/26/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		A vote AGAINST this proposal is warranted due to the magnitude of one-time cash and equity grants made in conjunction with a merger transaction which lack performance conditions.
Diodes Incorporated	05/25/2022	Management	1	Yes	Elect Director Angie Chen Button	For	For	For	For		Votes AGAINST Michael Tsai and Michael Giordano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/25/2022	Management	2	Yes	Elect Director Warren Chen	For	For	For	For		Votes AGAINST Michael Tsai and Michael Giordano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/25/2022	Management	3	Yes	Elect Director Michael R. Giordano	For	For	Against	Against		Votes AGAINST Michael Tsai and Michael Giordano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/25/2022	Management	4	Yes	Elect Director Keh-Shew Lu	For	For	For	For		Votes AGAINST Michael Tsai and Michael Giordano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/25/2022	Management	5	Yes	Elect Director Peter M. Menard	For	For	For	For		Votes AGAINST Michael Tsai and Michael Giordano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/25/2022	Management	6	Yes	Elect Director Michael K.C. Tsai	For	For	Against	Against		Votes AGAINST Michael Tsai and Michael Giordano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/25/2022	Management	7	Yes	Elect Director Christina Wen-Chi Sung	For	For	For	For		Votes AGAINST Michael Tsai and Michael Giordano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/25/2022	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against		A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.52 percent is excessive. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Diodes Incorporated	05/25/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Diodes Incorporated	05/25/2022	Management	10	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DLH Holdings Corp.	03/10/2022	Management	1	Yes	Elect Director James P. Allen	For	For	For	For		WITHHOLD votes for Frederick (Rick) Wasseman and Martin Delaney are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/10/2022	Management	2	Yes	Elect Director Martin J. Delaney	For	For	Withhold	Withhold		WITHHOLD votes for Frederick (Rick) Wasseman and Martin Delaney are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/10/2022	Management	3	Yes	Elect Director Elder Granger	For	For	For	For		WITHHOLD votes for Frederick (Rick) Wasseman and Martin Delaney are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/10/2022	Management	4	Yes	Elect Director Frances M. Murphy	For	For	For	For		WITHHOLD votes for Frederick (Rick) Wasseman and Martin Delaney are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/10/2022	Management	5	Yes	Elect Director Zachary C. Parker	For	For	For	For		WITHHOLD votes for Frederick (Rick) Wasseman and Martin Delaney are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/10/2022	Management	6	Yes	Elect Director Frederick G. Wasseman	For	For	Withhold	Withhold		WITHHOLD votes for Frederick (Rick) Wasseman and Martin Delaney are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/10/2022	Management	7	Yes	Elect Director Austin J. Yerks, III	For	For	For	For		WITHHOLD votes for Frederick (Rick) Wasseman and Martin Delaney are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/10/2022	Management	8	Yes	Elect Director Stephen J. Zelkowitz	For	For	For	For		WITHHOLD votes for Frederick (Rick) Wasseman and Martin Delaney are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/10/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single-trigger change-in-control provision and lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
DLH Holdings Corp.	03/10/2022	Management	10	Yes	Ratify WithumSmith+Brown, PC as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DMC Global Inc.	05/11/2022	Management	1	Yes	Elect Director David C. Aldous	For	For	For	For		WITHHOLD votes for Robert Cohen and Richard (Dick) Graff are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/11/2022	Management	2	Yes	Elect Director Andrea E. Bertone	For	For	For	For		WITHHOLD votes for Robert Cohen and Richard (Dick) Graff are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/11/2022	Management	3	Yes	Elect Director Robert A. Cohen	For	For	Withhold	Withhold		WITHHOLD votes for Robert Cohen and Richard (Dick) Graff are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/11/2022	Management	4	Yes	Elect Director Ruth I. Dreesen	For	For	For	For		WITHHOLD votes for Robert Cohen and Richard (Dick) Graff are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/11/2022	Management	5	Yes	Elect Director Richard P. Graff	For	For	Withhold	Withhold		WITHHOLD votes for Robert Cohen and Richard (Dick) Graff are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DMC Global Inc.	05/11/2022	Management	6	Yes	Elect Director Michael A. Kelly	For	For	Withhold	Withhold	WITHHOLD votes for Robert Cohen and Richard (Dick) Graff are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/11/2022	Management	7	Yes	Elect Director Kevin T. Longe	For	For	For	For	WITHHOLD votes for Robert Cohen and Richard (Dick) Graff are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/11/2022	Management	8	Yes	Elect Director Clifton Peter Rose	For	For	For	For	WITHHOLD votes for Robert Cohen and Richard (Dick) Graff are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/11/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
DMC Global Inc.	05/11/2022	Management	10	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the size of the proposed increase in the number of authorized shares of common stock is reasonable.
DMC Global Inc.	05/11/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Donegal Group Inc.	04/21/2022	Management	1	Yes	Elect Director Scott A. Berlucchi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee S. Trezevant Moore Jr. are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. As no members of the nominating committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for incumbent director nominees Scott Berlucchi, Barry Huber and S. Trezevant Moore Jr. for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for Compensation Committee member S. Trezevant Moore Jr. are further warranted as the company maintains employment agreements with certain executives that contain problematic change-in-control provisions. In addition, the company does not disclose metrics used in the long-term incentive program and has not adopted risk-mitigating features that may benefit shareholders.
Donegal Group Inc.	04/21/2022	Management	2	Yes	Elect Director Barry C. Huber	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee S. Trezevant Moore Jr. are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. As no members of the nominating committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for incumbent director nominees Scott Berlucchi, Barry Huber and S. Trezevant Moore Jr. for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for Compensation Committee member S. Trezevant Moore Jr. are further warranted as the company maintains employment agreements with certain executives that contain problematic change-in-control provisions. In addition, the company does not disclose metrics used in the long-term incentive program and has not adopted risk-mitigating features that may benefit shareholders.
Donegal Group Inc.	04/21/2022	Management	3	Yes	Elect Director S. Trezevant Moore, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee S. Trezevant Moore Jr. are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. As no members of the nominating committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for incumbent director nominees Scott Berlucchi, Barry Huber and S. Trezevant Moore Jr. for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for Compensation Committee member S. Trezevant Moore Jr. are further warranted as the company maintains employment agreements with certain executives that contain problematic change-in-control provisions. In addition, the company does not disclose metrics used in the long-term incentive program and has not adopted risk-mitigating features that may benefit shareholders.
Donegal Group Inc.	04/21/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dorman Products, Inc.	05/25/2022	Management	1	Yes	Elect Director Steven L. Berman	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/25/2022	Management	2	Yes	Elect Director Kevin M. Olsen	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/25/2022	Management	3	Yes	Elect Director Lisa M. Bachmann	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/25/2022	Management	4	Yes	Elect Director John J. Gavin	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/25/2022	Management	5	Yes	Elect Director Richard T. Riley	For	For	Against	Against	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/25/2022	Management	6	Yes	Elect Director Kelly A. Romano	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/25/2022	Management	7	Yes	Elect Director G. Michael Stakias	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/25/2022	Management	8	Yes	Elect Director J. Darrell Thomas	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/25/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Dorman Products, Inc.	05/25/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DoubleVerify Holdings, Inc.	06/14/2022	Management	1	Yes	Elect Director Laura B. Desmond	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Laura Desmond and Joshua Selp given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for nominating committee chair Laura Desmond for lack of racial/ethnic diversity on the board. A vote FOR Rosie Perez is warranted.
DoubleVerify Holdings, Inc.	06/14/2022	Management	2	Yes	Elect Director Joshua L. Selp	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Laura Desmond and Joshua Selp given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for nominating committee chair Laura Desmond for lack of racial/ethnic diversity on the board. A vote FOR Rosie Perez is warranted.
DoubleVerify Holdings, Inc.	06/14/2022	Management	3	Yes	Elect Director Rosie Perez	For	For	For	For	WITHHOLD votes are warranted for incumbent directors Laura Desmond and Joshua Selp given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for nominating committee chair Laura Desmond for lack of racial/ethnic diversity on the board. A vote FOR Rosie Perez is warranted.
DoubleVerify Holdings, Inc.	06/14/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Douglas Dynamics, Inc.	04/26/2022	Management	1	Yes	Elect Director Margaret S. Dano	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) McCormick and Donald Sturdivant are warranted for lack of a majority independent board. WITHHOLD votes for Donald Sturdivant are also warranted for serving as a non-independent member of a key board committee. A vote FOR Margaret S. Dano is warranted.
Douglas Dynamics, Inc.	04/26/2022	Management	2	Yes	Elect Director Donald W. Sturdivant	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) McCormick and Donald Sturdivant are warranted for lack of a majority independent board. WITHHOLD votes for Donald Sturdivant are also warranted for serving as a non-independent member of a key board committee. A vote FOR Margaret S. Dano is warranted.
Douglas Dynamics, Inc.	04/26/2022	Management	3	Yes	Elect Director Robert L. McCormick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) McCormick and Donald Sturdivant are warranted for lack of a majority independent board. WITHHOLD votes for Donald Sturdivant are also warranted for serving as a non-independent member of a key board committee. A vote FOR Margaret S. Dano is warranted.
Douglas Dynamics, Inc.	04/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Douglas Dynamics, Inc.	04/26/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Dril-Quip, Inc.	05/17/2022	Management	1	Yes	Elect Director Terence B. Jupp	For	For	For	For	A vote FOR all director nominees is warranted.
Dril-Quip, Inc.	05/17/2022	Management	2	Yes	Elect Director Carri A. Lockhart	For	For	For	For	A vote FOR all director nominees is warranted.
Dril-Quip, Inc.	05/17/2022	Management	3	Yes	Elect Director Darryl K. Willis	For	For	For	For	A vote FOR all director nominees is warranted.



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dril-Quip, Inc.	05/17/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dril-Quip, Inc.	05/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance misalignment concerns are sufficiently mitigated at this time in light of the fact that most of former CEO DeBerry's 2021 compensation consisted of accelerated equity values (\$3.4 million) and contractual severance (\$1.4 million). The new CEO pay's package does not raise concerns at this time although it will be analyzed again next year when all components of his FY2022 compensation are disclosed in the company's proxy statement.
DT Midstream, Inc.	05/06/2022	Management	1	Yes	Elect Director Robert Skagos, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
DT Midstream, Inc.	05/06/2022	Management	2	Yes	Elect Director David Slater	For	For	For	For	A vote FOR all director nominees is warranted.
DT Midstream, Inc.	05/06/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DT Midstream, Inc.	05/06/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Duck Creek Technologies, Inc.	02/22/2022	Management	1	Yes	Elect Director Julie Dodd	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Roy Mackenzie are warranted for lack of a majority independent board.WITHHOLD votes for director nominees Julie Dodd, Roy Mackenzie, and Francis (Frank) Pelzer V are warranted for the following reasons:" for failure to establish racial and/or ethnic diversity on the board, and" given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Duck Creek Technologies, Inc.	02/22/2022	Management	2	Yes	Elect Director Roy Mackenzie	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Roy Mackenzie are warranted for lack of a majority independent board.WITHHOLD votes for director nominees Julie Dodd, Roy Mackenzie, and Francis (Frank) Pelzer V are warranted for the following reasons:" for failure to establish racial and/or ethnic diversity on the board, and" given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Duck Creek Technologies, Inc.	02/22/2022	Management	3	Yes	Elect Director Francis Pelzer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Roy Mackenzie are warranted for lack of a majority independent board.WITHHOLD votes for director nominees Julie Dodd, Roy Mackenzie, and Francis (Frank) Pelzer V are warranted for the following reasons:" for failure to establish racial and/or ethnic diversity on the board, and" given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Duck Creek Technologies, Inc.	02/22/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Duck Creek Technologies, Inc.	02/22/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ducommun Incorporated	04/20/2022	Management	1	Yes	Elect Director Robert C. Ducommun	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dean Flatt, Robert Ducommun and Jay Haberland are warranted for lack of a majority independent board. WITHHOLD votes for Dean Flatt, Robert Ducommun and Jay Haberland are also warranted for serving as non-independent members of a key board committee.
Ducommun Incorporated	04/20/2022	Management	2	Yes	Elect Director Dean M. Flatt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dean Flatt, Robert Ducommun and Jay Haberland are warranted for lack of a majority independent board. WITHHOLD votes for Dean Flatt, Robert Ducommun and Jay Haberland are also warranted for serving as non-independent members of a key board committee.
Ducommun Incorporated	04/20/2022	Management	3	Yes	Elect Director Jay L. Haberland	For	For	Against	Against	WITHHOLD votes for non-independent nominees Dean Flatt, Robert Ducommun and Jay Haberland are warranted for lack of a majority independent board. WITHHOLD votes for Dean Flatt, Robert Ducommun and Jay Haberland are also warranted for serving as non-independent members of a key board committee.
Ducommun Incorporated	04/20/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were aligned for the year in review, the company paid severance to an NEO upon her retirement. The payment of severance upon a voluntary retirement is not a common market practice, as severance is intended as a protection against involuntary job loss.
Ducommun Incorporated	04/20/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The plan administrator may provide loans to exercise awards. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ducommun Incorporated	04/20/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Duluth Holdings Inc.	06/14/2022	Management	1	Yes	Elect Director Stephen L. Schlecht	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Stephen Schlecht for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	06/14/2022	Management	2	Yes	Elect Director Francesca M. Edwardson	For	For	For	For	WITHHOLD votes are warranted for Stephen Schlecht for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	06/14/2022	Management	3	Yes	Elect Director David C. Finch	For	For	For	For	WITHHOLD votes are warranted for Stephen Schlecht for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	06/14/2022	Management	4	Yes	Elect Director Thomas G. Foliard	For	For	For	For	WITHHOLD votes are warranted for Stephen Schlecht for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	06/14/2022	Management	5	Yes	Elect Director Brett L. Paschke	For	For	For	For	WITHHOLD votes are warranted for Stephen Schlecht for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	06/14/2022	Management	6	Yes	Elect Director Samuel M. Sato	For	For	For	For	WITHHOLD votes are warranted for Stephen Schlecht for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	06/14/2022	Management	7	Yes	Elect Director Scott K. Williams	For	For	For	For	WITHHOLD votes are warranted for Stephen Schlecht for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	06/14/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Duluth Holdings Inc.	06/14/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Duluth Holdings Inc.	06/14/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DURECT Corporation	06/15/2022	Management	1	Yes	Elect Director Terrence F. Blaschke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Terrence Blaschke are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Blaschke are also warranted for serving as a non-independent member of a key board committee. A vote FOR Gail J. Maderis is warranted.
DURECT Corporation	06/15/2022	Management	2	Yes	Elect Director Gail J. Maderis	For	For	For	For	WITHHOLD votes for non-independent nominee Terrence Blaschke are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Blaschke are also warranted for serving as a non-independent member of a key board committee. A vote FOR Gail J. Maderis is warranted.
DURECT Corporation	06/15/2022	Management	3	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
DURECT Corporation	06/15/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.05 percent is excessive. " The plan administrator may provide loans to exercise awards. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
DURECT Corporation	06/15/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
DURECT Corporation	06/15/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



						Management	ISS	Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Recommend ation	Recommend ation	Recommend ation	Vote	
			Number	Proposal						
DXP Enterprises, Inc.	06/10/2022	Management	1	Yes	Elect Director David R. Little	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees David Little, Timothy (Tim) Halter, Joseph Mannes, David Patton, and Kent Yee for failing to disclose sufficient information about shareholder feedback to allow shareholders to determine whether it has adequately responded to the lack of majority support for director David Patton at the 2021 annual meeting. WITHHOLD votes are further warranted for governance committee members Timothy (Tim) Halter, Joseph Mannes, and David Patton for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR new director nominee Karen Hoffman is warranted.
DXP Enterprises, Inc.	06/10/2022	Management	2	Yes	Elect Director Kent Yee	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees David Little, Timothy (Tim) Halter, Joseph Mannes, David Patton, and Kent Yee for failing to disclose sufficient information about shareholder feedback to allow shareholders to determine whether it has adequately responded to the lack of majority support for director David Patton at the 2021 annual meeting. WITHHOLD votes are further warranted for governance committee members Timothy (Tim) Halter, Joseph Mannes, and David Patton for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR new director nominee Karen Hoffman is warranted.
DXP Enterprises, Inc.	06/10/2022	Management	3	Yes	Elect Director Joseph R. Mannes	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees David Little, Timothy (Tim) Halter, Joseph Mannes, David Patton, and Kent Yee for failing to disclose sufficient information about shareholder feedback to allow shareholders to determine whether it has adequately responded to the lack of majority support for director David Patton at the 2021 annual meeting. WITHHOLD votes are further warranted for governance committee members Timothy (Tim) Halter, Joseph Mannes, and David Patton for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR new director nominee Karen Hoffman is warranted.
DXP Enterprises, Inc.	06/10/2022	Management	4	Yes	Elect Director Timothy P. Halter	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees David Little, Timothy (Tim) Halter, Joseph Mannes, David Patton, and Kent Yee for failing to disclose sufficient information about shareholder feedback to allow shareholders to determine whether it has adequately responded to the lack of majority support for director David Patton at the 2021 annual meeting. WITHHOLD votes are further warranted for governance committee members Timothy (Tim) Halter, Joseph Mannes, and David Patton for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR new director nominee Karen Hoffman is warranted.
DXP Enterprises, Inc.	06/10/2022	Management	5	Yes	Elect Director David Patton	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees David Little, Timothy (Tim) Halter, Joseph Mannes, David Patton, and Kent Yee for failing to disclose sufficient information about shareholder feedback to allow shareholders to determine whether it has adequately responded to the lack of majority support for director David Patton at the 2021 annual meeting. WITHHOLD votes are further warranted for governance committee members Timothy (Tim) Halter, Joseph Mannes, and David Patton for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR new director nominee Karen Hoffman is warranted.
DXP Enterprises, Inc.	06/10/2022	Management	6	Yes	Elect Director Karen Hoffman	For	For	For	For	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees David Little, Timothy (Tim) Halter, Joseph Mannes, David Patton, and Kent Yee for failing to disclose sufficient information about shareholder feedback to allow shareholders to determine whether it has adequately responded to the lack of majority support for director David Patton at the 2021 annual meeting. WITHHOLD votes are further warranted for governance committee members Timothy (Tim) Halter, Joseph Mannes, and David Patton for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR new director nominee Karen Hoffman is warranted.
DXP Enterprises, Inc.	06/10/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions and lacks risk-mitigating provisions.
DXP Enterprises, Inc.	06/10/2022	Management	8	Yes	Ratify PricewaterhouseCoopers, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Dycom Industries Inc.	05/26/2022	Management	1	Yes	Elect Director Eitan Gertel	For	For	For	For	A vote FOR all director nominees is warranted.
Dycom Industries Inc.	05/26/2022	Management	2	Yes	Elect Director Stephen C. Robinson	For	For	For	For	A vote FOR all director nominees is warranted.
Dycom Industries Inc.	05/26/2022	Management	3	Yes	Elect Director Carmen M. Sabater	For	For	For	For	A vote FOR all director nominees is warranted.
Dycom Industries Inc.	05/26/2022	Management	4	Yes	Elect Director Richard K. Sykes	For	For	For	For	A vote FOR all director nominees is warranted.
Dycom Industries Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Dycom Industries Inc.	05/26/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dycom Industries Inc.	05/26/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
DZS Inc.	06/02/2022	Management	1	Yes	Elect Director Min Woo Nam	For	For	For	For	Votes FOR both nominees are warranted at this time.
DZS Inc.	06/02/2022	Management	2	Yes	Elect Director Charles D. Vogt	For	For	For	For	Votes FOR both nominees are warranted at this time.
DZS Inc.	06/02/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Eagle Bancorp, Inc.	05/19/2022	Management	1	Yes	Elect Director Mathew D. Brockwell	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	2	Yes	Elect Director Steven Freidkin	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	3	Yes	Elect Director Ernest D. Jarvis	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	4	Yes	Elect Director Theresa G. LaPlaca	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	5	Yes	Elect Director A. Leslie Ludwig	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	6	Yes	Elect Director Norman R. Pozez	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	7	Yes	Elect Director Kathy A. Raffa	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	8	Yes	Elect Director Susan G. Riel	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	9	Yes	Elect Director James A. Soltesz	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	10	Yes	Elect Director Benjamin M. Soto	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	11	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Eagle Bancorp, Inc.	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The STI and half of LTI awards are based on objective metrics, and the LTI utilizes multi-year goals that target outperformance. However, there are unmitigated concerns regarding the CEO's high target and maximum STI opportunities and STI program disclosure. The CEO's target STI opportunity is considerably larger than the median opportunity of peers, and her large maximum payout under the program contributed to a quantitative pay-for-performance misalignment. Further, the proxy does not clearly disclose maximum STI goals on a per-metric basis, or how NEOs can achieve payouts above "target plus" opportunities, which is particularly concerning given that maximum payouts were earned in 2021 even though results for three of five metrics were achieved below target. Lastly, for the LTIP, the proxy does not disclose a vesting cap for negative absolute TSR. In light of the concerns noted above, a vote AGAINST this proposal is warranted.
Ecovyst Inc.	05/26/2022	Management	1	Yes	Elect Director Bryan K. Brown	For	For	For	For	WITHHOLD votes are warranted for director nominees Robert Coxon, Susan Ward, and Mark McFadden given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. WITHHOLD votes for Robert Coxon are warranted for serving as a non-independent member of a key board committee. A vote FOR Bryan K. Brown is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ecovyst Inc.	05/26/2022	Management	2	Yes	Elect Director Robert Coxon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Robert Coxon, Susan Ward, and Mark McFadden given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. WITHHOLD votes for Robert Coxon are warranted for serving as a non-independent member of a key board committee. A vote FOR Bryan K. Brown is warranted.
Ecovyst Inc.	05/26/2022	Management	3	Yes	Elect Director Mark McFadden	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Robert Coxon, Susan Ward, and Mark McFadden given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. WITHHOLD votes for Robert Coxon are warranted for serving as a non-independent member of a key board committee. A vote FOR Bryan K. Brown is warranted.
Ecovyst Inc.	05/26/2022	Management	4	Yes	Elect Director Susan F. Ward	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Robert Coxon, Susan Ward, and Mark McFadden given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. WITHHOLD votes for Robert Coxon are warranted for serving as a non-independent member of a key board committee. A vote FOR Bryan K. Brown is warranted.
Ecovyst Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Majority of equity awards are time-vesting and the special equity awards vested in full after one year. Further, specific goals with respect to the performance-based portion of the equity awards are not disclosed. In addition, the company provided severance payments to the CEO upon a voluntary resignation. The payment of severance for a voluntary resignation is not a common market practice, as severance is intended as a protection against involuntary job loss.
Ecovyst Inc.	05/26/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Edgewell Personal Care Company	02/04/2022	Management	1	Yes	Elect Director Robert W. Black	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/04/2022	Management	2	Yes	Elect Director George R. Corbin	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/04/2022	Management	3	Yes	Elect Director Carla C. Hendra	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/04/2022	Management	4	Yes	Elect Director John C. Hunter, III	For	For	Against	Against	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/04/2022	Management	5	Yes	Elect Director James C. Johnson	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/04/2022	Management	6	Yes	Elect Director Rod R. Little	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/04/2022	Management	7	Yes	Elect Director Joseph D. O'Leary	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/04/2022	Management	8	Yes	Elect Director Rakesh Sachdev	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/04/2022	Management	9	Yes	Elect Director Swan Sit	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/04/2022	Management	10	Yes	Elect Director Gary K. Waring	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/04/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Edgewell Personal Care Company	02/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance concerns for the year in review are sufficiently mitigated, as executive compensation is reasonably performance-based. While there are concerns regarding performance equity goal rigor, disclosure of forward-looking performance goals improved, a majority of granted equity included performance conditions, and annual incentives were based entirely on objective financial metrics.
Eiger BioPharmaceuticals, Inc.	06/16/2022	Management	1	Yes	Elect Director David A. Cory	For	For	For	For	A vote FOR the director nominees is warranted.
Eiger BioPharmaceuticals, Inc.	06/16/2022	Management	2	Yes	Elect Director David Apelian	For	For	For	For	A vote FOR the director nominees is warranted.
Eiger BioPharmaceuticals, Inc.	06/16/2022	Management	3	Yes	Elect Director Christine Murray	For	For	For	For	A vote FOR the director nominees is warranted.
Eiger BioPharmaceuticals, Inc.	06/16/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Eiger BioPharmaceuticals, Inc.	06/16/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
El Pollo Loco Holdings, Inc.	06/07/2022	Management	1	Yes	Elect Director Nancy Fagnas-Cody	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Douglas Babb, William (Bill) Floyd, and Dean Kehler given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Dean Kehler for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Nancy Fagnas-Cody is warranted.
El Pollo Loco Holdings, Inc.	06/07/2022	Management	2	Yes	Elect Director Douglas J. Babb	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Douglas Babb, William (Bill) Floyd, and Dean Kehler given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Dean Kehler for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Nancy Fagnas-Cody is warranted.
El Pollo Loco Holdings, Inc.	06/07/2022	Management	3	Yes	Elect Director William R. Floyd	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Douglas Babb, William (Bill) Floyd, and Dean Kehler given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Dean Kehler for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Nancy Fagnas-Cody is warranted.
El Pollo Loco Holdings, Inc.	06/07/2022	Management	4	Yes	Elect Director Dean C. Kehler	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Douglas Babb, William (Bill) Floyd, and Dean Kehler given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Dean Kehler for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Nancy Fagnas-Cody is warranted.
El Pollo Loco Holdings, Inc.	06/07/2022	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
El Pollo Loco Holdings, Inc.	06/07/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Element Solutions Inc	06/07/2022	Management	1	Yes	Elect Director Martin E. Franklin	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	2	Yes	Elect Director Benjamin Gliklich	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	3	Yes	Elect Director Ian G.H. Ashken	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	4	Yes	Elect Director Elyse Napoli Filon	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	5	Yes	Elect Director Christopher T. Fraser	For	Against	Against	Against	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

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						Recommendation	Recommendation	Recommendation		
Voting Policy Rationale										
Element Solutions Inc	06/07/2022	Management	6	Yes	Elect Director Michael F. Goss	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	7	Yes	Elect Director Nichelle Maynard-Elliott	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	8	Yes	Elect Director E. Stanley O'Neal	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.
Element Solutions Inc	06/07/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Element Solutions Inc	06/07/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EMCOR Group, Inc.	06/02/2022	Management	1	Yes	Elect Director John W. Altmeyer	For	For	For	For	Votes AGAINST David Laidley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/02/2022	Management	2	Yes	Elect Director Anthony J. Guzzi	For	For	For	For	Votes AGAINST David Laidley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/02/2022	Management	3	Yes	Elect Director Ronald L. Johnson	For	For	For	For	Votes AGAINST David Laidley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/02/2022	Management	4	Yes	Elect Director David H. Laidley	For	For	Against	Against	Votes AGAINST David Laidley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/02/2022	Management	5	Yes	Elect Director Carol P. Lowe	For	For	For	For	Votes AGAINST David Laidley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/02/2022	Management	6	Yes	Elect Director M. Kevin McEvoy	For	For	For	For	Votes AGAINST David Laidley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/02/2022	Management	7	Yes	Elect Director William P. Reid	For	For	For	For	Votes AGAINST David Laidley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/02/2022	Management	8	Yes	Elect Director Steven B. Schwarzwaelder	For	For	For	For	Votes AGAINST David Laidley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/02/2022	Management	9	Yes	Elect Director Robin Walker-Lee	For	For	For	For	Votes AGAINST David Laidley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/02/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company maintains change-in-control agreements with certain executives that provide for excise tax gross-up payment. " Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. " The company provided sizable perquisites and significant tax gross-ups on perks to the CEO.
EMCOR Group, Inc.	06/02/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EMCOR Group, Inc.	06/02/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
EMCORE Corporation	03/11/2022	Management	1	Yes	Elect Director Stephen L. Domenik	For	For	For	For	A vote FOR all director nominees is warranted.
EMCORE Corporation	03/11/2022	Management	2	Yes	Elect Director Rex S. Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
EMCORE Corporation	03/11/2022	Management	3	Yes	Elect Director Jeffrey Rittichier	For	For	For	For	A vote FOR all director nominees is warranted.
EMCORE Corporation	03/11/2022	Management	4	Yes	Elect Director Bruce E. Grooms	For	For	For	For	A vote FOR all director nominees is warranted.
EMCORE Corporation	03/11/2022	Management	5	Yes	Elect Director Noel Heiks	For	For	For	For	A vote FOR all director nominees is warranted.
EMCORE Corporation	03/11/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EMCORE Corporation	03/11/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.92 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
EMCORE Corporation	03/11/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned.
Emergent BioSolutions Inc.	05/26/2022	Management	1	Yes	Elect Director Keith Katkin	For	For	For	For	Votes AGAINST Ronald Richard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Emergent BioSolutions Inc.	05/26/2022	Management	2	Yes	Elect Director Ronald Richard	For	For	Against	Against	Votes AGAINST Ronald Richard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Emergent BioSolutions Inc.	05/26/2022	Management	3	Yes	Elect Director Kathryn Zoon	For	For	For	For	Votes AGAINST Ronald Richard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Emergent BioSolutions Inc.	05/26/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Emergent BioSolutions Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While CEO pay and company performance are reasonably aligned for the year in review, there are noted pay program design concerns. Further, shareholders are advised to closely monitor ongoing inquiries related to quality challenges at one of its facilities, to make sure that compensation arrangements going forward account for the outcome of those probes.
Employers Holdings, Inc.	05/26/2022	Management	1	Yes	Elect Director Katherine H. Antonello	For	For	For	For	Votes AGAINST Valerie Glenn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/26/2022	Management	2	Yes	Elect Director Joao (John) M. de Figueiredo	For	For	For	For	Votes AGAINST Valerie Glenn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/26/2022	Management	3	Yes	Elect Director Prasanna G. Dhore	For	For	For	For	Votes AGAINST Valerie Glenn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/26/2022	Management	4	Yes	Elect Director Valerie R. Glenn	For	For	Against	Against	Votes AGAINST Valerie Glenn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/26/2022	Management	5	Yes	Elect Director Barbara A. Higgins	For	For	For	For	Votes AGAINST Valerie Glenn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/26/2022	Management	6	Yes	Elect Director James R. Kroner	For	For	For	For	Votes AGAINST Valerie Glenn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/26/2022	Management	7	Yes	Elect Director Michael J. McColgan	For	For	For	For	Votes AGAINST Valerie Glenn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/26/2022	Management	8	Yes	Elect Director Michael J. McSally	For	For	For	For	Votes AGAINST Valerie Glenn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/26/2022	Management	9	Yes	Elect Director Jeanne L. Mockard	For	For	For	For	Votes AGAINST Valerie Glenn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/26/2022	Management	10	Yes	Elect Director Alejandro (Alex) Perez-Tenessa	For	For	For	For	Votes AGAINST Valerie Glenn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation benefits.
Employers Holdings, Inc.	05/26/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enanta Pharmaceuticals, Inc.	03/03/2022	Management	1	Yes	Elect Director Mark G. Foletta	For	For	For	For	A vote FOR the director nominees is warranted.
Enanta Pharmaceuticals, Inc.	03/03/2022	Management	2	Yes	Elect Director Lesley Russell	For	For	For	For	A vote FOR the director nominees is warranted.
Enanta Pharmaceuticals, Inc.	03/03/2022	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 23.26 percent is excessive; and" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommend ation	Recommend ation	Recommend ation	Vote Instruction	Voting Policy Rationale		
Enanta Pharmaceuticals, Inc.	03/03/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
Enanta Pharmaceuticals, Inc.	03/03/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Encompass Health Corporation	05/05/2022	Management	1	Yes	Elect Director Greg D. Carmichael	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	2	Yes	Elect Director John W. Chidsey	For	For	Against	Against	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	3	Yes	Elect Director Donald L. Correll	For	For	Against	Against	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	4	Yes	Elect Director Joan E. Herman	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	5	Yes	Elect Director Leslye G. Katz	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	6	Yes	Elect Director Patricia A. Maryland	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	7	Yes	Elect Director Kevin J. O'Connor	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	8	Yes	Elect Director Christopher R. Reidy	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	9	Yes	Elect Director Nancy M. Schlichting	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	10	Yes	Elect Director Mark J. Tarr	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	11	Yes	Elect Director Terrance Williams	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Encompass Health Corporation	05/05/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Encompass Health Corporation	05/05/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.		
Energizer Holdings, Inc.	01/31/2022	Management	1	Yes	Elect Director Carlos Abrams-Rivera	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	2	Yes	Elect Director Bill G. Armstrong	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	3	Yes	Elect Director Cynthia J. Brinkley	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	4	Yes	Elect Director Rebecca Frankiewicz	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	5	Yes	Elect Director Kevin J. Hunt	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	6	Yes	Elect Director James C. Johnson	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	7	Yes	Elect Director Mark S. LaVigne	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	8	Yes	Elect Director Patrick J. Moore	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	9	Yes	Elect Director Donal L. Mulligan	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	10	Yes	Elect Director Nneka L. Rimmer	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	11	Yes	Elect Director Robert V. Vitale	For	For	Against	Against	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.		
Energizer Holdings, Inc.	01/31/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Energizer Holdings, Inc.	01/31/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		
Energizer Holdings, Inc.	01/31/2022	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.		
Enerpac Tool Group Corp.	01/25/2022	Management	1	Yes	Elect Director Alfredo Altavilla	For	For	For	For	A vote FOR all director nominees is warranted.		
Enerpac Tool Group Corp.	01/25/2022	Management	2	Yes	Elect Director Judy L. Altmaier	For	For	For	For	A vote FOR all director nominees is warranted.		
Enerpac Tool Group Corp.	01/25/2022	Management	3	Yes	Elect Director J. Palmer Clarkson	For	For	For	For	A vote FOR all director nominees is warranted.		
Enerpac Tool Group Corp.	01/25/2022	Management	4	Yes	Elect Director Danny L. Cunningham	For	For	For	For	A vote FOR all director nominees is warranted.		
Enerpac Tool Group Corp.	01/25/2022	Management	5	Yes	Elect Director E. James Ferland	For	For	For	For	A vote FOR all director nominees is warranted.		
Enerpac Tool Group Corp.	01/25/2022	Management	6	Yes	Elect Director Richard D. Holder	For	For	For	For	A vote FOR all director nominees is warranted.		
Enerpac Tool Group Corp.	01/25/2022	Management	7	Yes	Elect Director Sidney S. Simmons	For	For	For	For	A vote FOR all director nominees is warranted.		
Enerpac Tool Group Corp.	01/25/2022	Management	8	Yes	Elect Director Paul E. Sternlieb	For	For	For	For	A vote FOR all director nominees is warranted.		
Enerpac Tool Group Corp.	01/25/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
Enerpac Tool Group Corp.	01/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.		
Eneti Inc.	06/01/2022	Management	1	Yes	Elect Director Christian M. Gut	For	For	For	For	A vote FOR the director nominees is warranted.		
Eneti Inc.	06/01/2022	Management	2	Yes	Elect Director James B. Nish	For	For	For	For	A vote FOR the director nominees is warranted.		
Eneti Inc.	06/01/2022	Management	3	No	Elect Director Peter Niklaj "Withdrawn Resolution"	For	For	For	For	A vote FOR the director nominees is warranted.		
Eneti Inc.	06/01/2022	Management	4	Yes	Ratify PricewaterhouseCoopers Audit as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Enova International, Inc.	05/10/2022	Management	1	Yes	Elect Director Ellen Carnahan	For	For	For	For	Votes FOR the director nominees are warranted.		
Enova International, Inc.	05/10/2022	Management	2	Yes	Elect Director Daniel R. Feehan	For	For	For	For	Votes FOR the director nominees are warranted.		
Enova International, Inc.	05/10/2022	Management	3	Yes	Elect Director David Fisher	For	For	For	For	Votes FOR the director nominees are warranted.		
Enova International, Inc.	05/10/2022	Management	4	Yes	Elect Director William M. Goodyear	For	For	For	For	Votes FOR the director nominees are warranted.		
Enova International, Inc.	05/10/2022	Management	5	Yes	Elect Director James A. Gray	For	For	For	For	Votes FOR the director nominees are warranted.		
Enova International, Inc.	05/10/2022	Management	6	Yes	Elect Director Gregg A. Kaplan	For	For	For	For	Votes FOR the director nominees are warranted.		
Enova International, Inc.	05/10/2022	Management	7	Yes	Elect Director Mark P. McGowan	For	For	For	For	Votes FOR the director nominees are warranted.		
Enova International, Inc.	05/10/2022	Management	8	Yes	Elect Director Linda Johnson Rice	For	For	For	For	Votes FOR the director nominees are warranted.		
Enova International, Inc.	05/10/2022	Management	9	Yes	Elect Director Mark A. Tebbe	For	For	For	For	Votes FOR the director nominees are warranted.		
Enova International, Inc.	05/10/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
Enova International, Inc.	05/10/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.		
Enova International, Inc.	05/10/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.		
Enovis Corporation	06/07/2022	Management	1	Yes	Elect Director Mitchell P. Rales	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.		



B.1.a									
Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Enovis Corporation	06/07/2022	Management	2	Yes	Elect Director Matthew L. Trerotola	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	3	Yes	Elect Director Barbara W. Bodem	For	For	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	4	Yes	Elect Director Liam J. Kelly	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	5	Yes	Elect Director Angela S. Lalor	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	6	Yes	Elect Director Philip A. Okala	For	For	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	7	Yes	Elect Director Christine Ortiz	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	8	Yes	Elect Director A. Clayton Perfall	For	For	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	9	Yes	Elect Director Brady Shirley	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	10	Yes	Elect Director Rajiv Vinnakota	For	For	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	11	Yes	Elect Director Sharon Wienbar	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enovis Corporation	06/07/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	* Clayton Perfall and Rajiv Vinnakota are non-independent members of a key board committee. * The significant pledging activity at the company persists and it represents a material risk to shareholders. * The company has retained the same audit firm in excess of seven years. * The company provided an excessively inordinate amount of personal use of corporate aircraft perquisites to the CEO. * The equity granted to the named executives during the last fiscal year is excessive.
Enovis Corporation	06/07/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
EnPro Industries, Inc.	04/29/2022	Management	1	Yes	Elect Director Eric A. Vaillancourt	For	For	For	WITHHOLD votes for David Hauser and Diane Creel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/29/2022	Management	2	Yes	Elect Director Thomas M. Botts	For	For	For	WITHHOLD votes for David Hauser and Diane Creel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/29/2022	Management	3	Yes	Elect Director Felix M. Brueck	For	For	For	WITHHOLD votes for David Hauser and Diane Creel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/29/2022	Management	4	Yes	Elect Director B. Bernard Burns, Jr.	For	For	For	WITHHOLD votes for David Hauser and Diane Creel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/29/2022	Management	5	Yes	Elect Director Diane C. Creel	For	For	Withhold	WITHHOLD votes for David Hauser and Diane Creel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/29/2022	Management	6	Yes	Elect Director Adele M. Gulfo	For	For	For	WITHHOLD votes for David Hauser and Diane Creel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/29/2022	Management	7	Yes	Elect Director David L. Hauser	For	For	Withhold	WITHHOLD votes for David Hauser and Diane Creel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/29/2022	Management	8	Yes	Elect Director John Humphrey	For	For	For	WITHHOLD votes for David Hauser and Diane Creel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/29/2022	Management	9	Yes	Elect Director Judith A. Reinsdorf	For	For	For	WITHHOLD votes for David Hauser and Diane Creel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/29/2022	Management	10	Yes	Elect Director Kees van der Graaf	For	For	For	WITHHOLD votes for David Hauser and Diane Creel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/29/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
EnPro Industries, Inc.	04/29/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enstar Group Limited	06/01/2022	Management	1	Yes	Amend Omnibus Stock Plan	For	For	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Enstar Group Limited	06/01/2022	Management	2	Yes	Elect Director Sharon A. Beesley	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee members Robert Campbell, Hans-Peter Gerhardt, and Poul Winslow are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Enstar Group Limited	06/01/2022	Management	3	Yes	Elect Director Robert Campbell	For	Against	Against	Against	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee members Robert Campbell, Hans-Peter Gerhardt, and Poul Winslow are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/01/2022	Management	4	Yes	Elect Director Susan L. Cross	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee members Robert Campbell, Hans-Peter Gerhardt, and Poul Winslow are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/01/2022	Management	5	Yes	Elect Director Hans-Peter Gerhardt	For	Against	Against	Against	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee members Robert Campbell, Hans-Peter Gerhardt, and Poul Winslow are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/01/2022	Management	6	Yes	Elect Director Orla Gregory	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee members Robert Campbell, Hans-Peter Gerhardt, and Poul Winslow are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/01/2022	Management	7	Yes	Elect Director Paul O'Shea	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee members Robert Campbell, Hans-Peter Gerhardt, and Poul Winslow are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/01/2022	Management	8	Yes	Elect Director Dominic Silvester	For	For	For	For	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee members Robert Campbell, Hans-Peter Gerhardt, and Poul Winslow are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/01/2022	Management	9	Yes	Elect Director Poul Winslow	For	Against	Against	Against	Votes AGAINST Robert Campbell are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee members Robert Campbell, Hans-Peter Gerhardt, and Poul Winslow are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
Enstar Group Limited	06/01/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Furthermore, concerns are raised with respect to the single-trigger provision in change-in-control agreements and the auto-accelerated vesting of equity upon a change in control event.
Enstar Group Limited	06/01/2022	Management	11	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	1	Yes	Elect Director Michael A. DeCola	For	For	Withhold	Withhold	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	2	Yes	Elect Director John S. Eulich	For	For	Withhold	Withhold	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	3	Yes	Elect Director Robert E. Guest, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	4	Yes	Elect Director James M. Havel	For	For	For	For	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	5	Yes	Elect Director Michael R. Holmes	For	For	For	For	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	6	Yes	Elect Director Peter H. Hui	For	For	For	For	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	7	Yes	Elect Director Nevada A. Kent, IV	For	For	For	For	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	8	Yes	Elect Director James B. Lally	For	For	For	For	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	9	Yes	Elect Director Stephen P. Marsh	For	For	For	For	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	10	Yes	Elect Director Daniel A. Rodrigues	For	For	For	For	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	11	Yes	Elect Director Richard M. Sanborn	For	For	For	For	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	12	Yes	Elect Director Anthony R. Scavuzzo	For	For	For	For	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	13	Yes	Elect Director Eloise E. Schmitz	For	For	For	For	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	14	Yes	Elect Director Sandra A. Van Trease	For	For	Withhold	Withhold	WITHHOLD votes for John Eulich, Michael DeCola, Robert Guest Jr. and Sandra Van Trease are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/03/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enterprise Financial Services Corp	05/03/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Entravision Communications Corporation	05/26/2022	Management	1	Yes	Elect Director Walter F. Ulloa	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Ulloa, Paul Zevnik, Juan Saldívar von Wuthenau and Gilbert Vasquez are warranted for lack of a majority independent board. WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Patricia Diaz Dennis, Gilbert Vasquez and Fehmi Zeko are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Martha Diaz is warranted.
Entravision Communications Corporation	05/26/2022	Management	2	Yes	Elect Director Paul Anton Zevnik	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Ulloa, Paul Zevnik, Juan Saldívar von Wuthenau and Gilbert Vasquez are warranted for lack of a majority independent board. WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Patricia Diaz Dennis, Gilbert Vasquez and Fehmi Zeko are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Martha Diaz is warranted.
Entravision Communications Corporation	05/26/2022	Management	3	Yes	Elect Director Gilbert R. Vasquez	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Ulloa, Paul Zevnik, Juan Saldívar von Wuthenau and Gilbert Vasquez are warranted for lack of a majority independent board. WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Patricia Diaz Dennis, Gilbert Vasquez and Fehmi Zeko are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Martha Diaz is warranted.
Entravision Communications Corporation	05/26/2022	Management	4	Yes	Elect Director Patricia Diaz Dennis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Ulloa, Paul Zevnik, Juan Saldívar von Wuthenau and Gilbert Vasquez are warranted for lack of a majority independent board. WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Patricia Diaz Dennis, Gilbert Vasquez and Fehmi Zeko are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Martha Diaz is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Entravision Communications Corporation	05/26/2022	Management	5	Yes	Elect Director Juan Saldivar von Wuthenau	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Ulloa, Paul Zevnik, Juan Saldivar von Wuthenau and Gilbert Vasquez are warranted for lack of a majority independent board. WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Patricia Diaz Dennis, Gilbert Vasquez and Fehmi Zeko are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Martha Diaz is warranted.
Entravision Communications Corporation	05/26/2022	Management	6	Yes	Elect Director Martha Elena Diaz	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Ulloa, Paul Zevnik, Juan Saldivar von Wuthenau and Gilbert Vasquez are warranted for lack of a majority independent board. WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Patricia Diaz Dennis, Gilbert Vasquez and Fehmi Zeko are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Martha Diaz is warranted.
Entravision Communications Corporation	05/26/2022	Management	7	Yes	Elect Director Fehmi Zeko	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Ulloa, Paul Zevnik, Juan Saldivar von Wuthenau and Gilbert Vasquez are warranted for lack of a majority independent board. WITHHOLD votes for Paul Zevnik and Gilbert Vasquez are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Patricia Diaz Dennis, Gilbert Vasquez and Fehmi Zeko are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Martha Diaz is warranted.
Envestnet, Inc.	05/18/2022	Management	1	Yes	Elect Director William Crager	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Envestnet, Inc.	05/18/2022	Management	2	Yes	Elect Director Gayle Crowell	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Envestnet, Inc.	05/18/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Envestnet, Inc.	05/18/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Envista Holdings Corporation	05/24/2022	Management	1	Yes	Elect Director Amir Aghdai	For	For	For	For	A vote FOR all director nominees is warranted.
Envista Holdings Corporation	05/24/2022	Management	2	Yes	Elect Director Vivek Jain	For	For	For	For	A vote FOR all director nominees is warranted.
Envista Holdings Corporation	05/24/2022	Management	3	Yes	Elect Director Daniel A. Raskas	For	For	For	For	A vote FOR all director nominees is warranted.
Envista Holdings Corporation	05/24/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Envista Holdings Corporation	05/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Enzo Biochem, Inc.	04/08/2022	Management	1	Yes	Amend Certificate of Incorporation to change the Purpose of the Company to Carry On Any Lawful Business	For	For	For	For	A vote FOR the proposed amendment is warranted as it appears housekeeping in nature and would not diminish the rights of shareholders.
Enzo Biochem, Inc.	04/08/2022	Management	2	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Enzo Biochem, Inc.	04/08/2022	Management	3	Yes	Amend Certificate of Incorporation to Remove Article 7 Regarding the Company's First Accounting Period for 1976	For	For	For	For	A vote FOR the proposed amendment is warranted as it appears housekeeping in nature and would not diminish the rights of shareholders.
Enzo Biochem, Inc.	04/08/2022	Management	4	Yes	Amend Certificate to Adopt Majority Voting Requirement re: Mergers, Asset Sales, and Dissolution	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Enzo Biochem, Inc.	04/08/2022	Management	5	Yes	Amend Certificate to Adopt Majority Voting Requirement for Amendments to the Certificate of	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Enzo Biochem, Inc.	04/08/2022	Management	6	Yes	Amend Certificate to Adopt Majority Voting Requirement for Amendments to By-Laws	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Enzo Biochem, Inc.	04/08/2022	Management	7	Yes	Elect Director Hamid Erfanian	For	For	For	For	A vote FOR the director nominees is warranted.
Enzo Biochem, Inc.	04/08/2022	Management	8	Yes	Elect Director Bradley L. Radoff	For	For	For	For	A vote FOR the director nominees is warranted.
Enzo Biochem, Inc.	04/08/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's failed say-on-pay vote; " The company maintains legacy agreements that contain excise tax gross-up provisions; " Excessive amounts of life insurance perquisites were provided to executives; and " The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Enzo Biochem, Inc.	04/08/2022	Management	10	Yes	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EQT Corporation	04/20/2022	Management	1	Yes	Elect Director Lydia I. Beebe	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	2	Yes	Elect Director Lee M. Canaan	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	3	Yes	Elect Director Janet L. Carrig	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	4	Yes	Elect Director Frank C. Hu	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	5	Yes	Elect Director Kathryn J. Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	6	Yes	Elect Director John F. McCartney	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	7	Yes	Elect Director James T. McManus, II	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	8	Yes	Elect Director Anita M. Powers	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	9	Yes	Elect Director Daniel J. Rice, IV	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	10	Yes	Elect Director Toby Z. Rice	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	11	Yes	Elect Director Hallie A. Vanderhider	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
EQT Corporation	04/20/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
EQT Corporation	04/20/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equitrans Midstream Corporation	04/26/2022	Management	1	Yes	Elect Director Vicky A. Bailey	For	For	For	For	Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/26/2022	Management	2	Yes	Elect Director Sarah M. Barpoulis	For	For	For	For	Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/26/2022	Management	3	Yes	Elect Director Kenneth M. Burke	For	For	For	For	Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/26/2022	Management	4	Yes	Elect Director Patricia K. Collawn	For	For	Against	Against	Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/26/2022	Management	5	Yes	Elect Director Thomas F. Karam	For	For	For	For	Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/26/2022	Management	6	Yes	Elect Director D. Mark Leland	For	For	For	For	Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/26/2022	Management	7	Yes	Elect Director Norman J. Szydlowski	For	For	For	For	Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/26/2022	Management	8	Yes	Elect Director Robert F. Vagt	For	For	For	For	Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/26/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Equitrans Midstream Corporation	04/26/2022	Management	10	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: " The purchase price is reasonable; " The shares reserved is relatively conservative; and " The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Equitrans Midstream Corporation	04/26/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Equity Bancshares, Inc.	04/26/2022	Management	1	Yes	Elect Director R. Renee Koger	For	Against	Against	Against	Votes AGAINST non-independent nominees Randee Koger and Shawn Penner are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST incumbent director nominees Randee Koger, Jerry Maland, and Shawn Penner are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR James S. Loving is warranted.
Equity Bancshares, Inc.	04/26/2022	Management	2	Yes	Elect Director James S. Loving	For	For	For	For	Votes AGAINST non-independent nominees Randee Koger and Shawn Penner are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST incumbent director nominees Randee Koger, Jerry Maland, and Shawn Penner are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR James S. Loving is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
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Essent Group Ltd.	05/04/2022	Management	3	Yes	Elect Director Allan Levine	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Glanville are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essent Group Ltd.	05/04/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Essent Group Ltd.	05/04/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal.
Essent Group Ltd.	05/04/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Euronet Worldwide, Inc.	05/18/2022	Management	1	Yes	Elect Director Michael J. Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Brown, Andrew Schmitt and M. Jeannine Strandjord are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Schmitt and M. Jeannine Strandjord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Andrew Schmitt and M. Jeannine Strandjord are further warranted for lack of racial/ethnic diversity on the board.
Euronet Worldwide, Inc.	05/18/2022	Management	2	Yes	Elect Director Andrew B. Schmitt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Brown, Andrew Schmitt and M. Jeannine Strandjord are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Schmitt and M. Jeannine Strandjord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Andrew Schmitt and M. Jeannine Strandjord are further warranted for lack of racial/ethnic diversity on the board.
Euronet Worldwide, Inc.	05/18/2022	Management	3	Yes	Elect Director M. Jeannine Strandjord	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Brown, Andrew Schmitt and M. Jeannine Strandjord are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Schmitt and M. Jeannine Strandjord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Andrew Schmitt and M. Jeannine Strandjord are further warranted for lack of racial/ethnic diversity on the board.
Euronet Worldwide, Inc.	05/18/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Euronet Worldwide, Inc.	05/18/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Evans Bancorp, Inc.	05/03/2022	Management	1	Yes	Elect Director David J. Nasca	For	For	For	For	WITHHOLD votes for Lee Wortham and Thomas Waring Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Evans Bancorp, Inc.	05/03/2022	Management	2	Yes	Elect Director David R. Pfalzgraf, Jr.	For	For	For	For	WITHHOLD votes for Lee Wortham and Thomas Waring Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Evans Bancorp, Inc.	05/03/2022	Management	3	Yes	Elect Director Thomas H. Waring, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Lee Wortham and Thomas Waring Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Evans Bancorp, Inc.	05/03/2022	Management	4	Yes	Elect Director Lee C. Wortham	For	For	Withhold	Withhold	WITHHOLD votes for Lee Wortham and Thomas Waring Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Evans Bancorp, Inc.	05/03/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Evans Bancorp, Inc.	05/03/2022	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Evercore Inc.	06/16/2022	Management	1	Yes	Elect Director Roger C. Altman	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	2	Yes	Elect Director Richard I. Beattie	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	3	Yes	Elect Director Pamela G. Carlton	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	4	Yes	Elect Director Ellen V. Futter	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	5	Yes	Elect Director Gail B. Harris	For	For	Withhold	Withhold	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	6	Yes	Elect Director Robert B. Millard	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	7	Yes	Elect Director Willard J. Overlock, Jr.	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	8	Yes	Elect Director Simon M. Robertson	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	9	Yes	Elect Director John S. Weinberg	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	10	Yes	Elect Director William J. Wheeler	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	11	Yes	Elect Director Sarah K. Williamson	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains an employment agreement with an executive that provides for excise tax gross-ups on change-in-control severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards.
Evercore Inc.	06/16/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Evercore Inc.	06/16/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 28.22 percent is excessive. * The company's three-year average burn rate is excessive.
Evercore Inc.	06/16/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EverQuote, Inc.	06/09/2022	Management	1	Yes	Elect Director Darryl Auguste	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Darryl Auguste, Sanju Bansal, Paul Deninger, John Francis Lunny Jr., George Nebel, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent director nominees David Blundin, Jayme Mendal, Darryl Auguste and Mira Wilczek are further warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee.
EverQuote, Inc.	06/09/2022	Management	2	Yes	Elect Director David Blundin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Darryl Auguste, Sanju Bansal, Paul Deninger, John Francis Lunny Jr., George Nebel, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent director nominees David Blundin, Jayme Mendal, Darryl Auguste and Mira Wilczek are further warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee.



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Company Name	Meeting Date	Proponent	Proposal	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation		Vote	
			Sequence Number					Instruction	Voting Policy Rationale		
EverQuote, Inc.	06/09/2022	Management	3	Yes	Elect Director Sanju Bansal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Darryl Auguste, Sanju Bansal, Paul Deninger, John Francis Lunny Jr., George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent director nominees David Blundin, Jayme Mendal, Darryl Auguste and Mira Wilczek are further warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee.	
EverQuote, Inc.	06/09/2022	Management	4	Yes	Elect Director Paul Deninger	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Darryl Auguste, Sanju Bansal, Paul Deninger, John Francis Lunny Jr., George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent director nominees David Blundin, Jayme Mendal, Darryl Auguste and Mira Wilczek are further warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee.	
EverQuote, Inc.	06/09/2022	Management	5	Yes	Elect Director John Lunny	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Darryl Auguste, Sanju Bansal, Paul Deninger, John Francis Lunny Jr., George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent director nominees David Blundin, Jayme Mendal, Darryl Auguste and Mira Wilczek are further warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee.	
EverQuote, Inc.	06/09/2022	Management	6	Yes	Elect Director Jayme Mendal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Darryl Auguste, Sanju Bansal, Paul Deninger, John Francis Lunny Jr., George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent director nominees David Blundin, Jayme Mendal, Darryl Auguste and Mira Wilczek are further warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee.	
EverQuote, Inc.	06/09/2022	Management	7	Yes	Elect Director George Neble	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Darryl Auguste, Sanju Bansal, Paul Deninger, John Francis Lunny Jr., George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent director nominees David Blundin, Jayme Mendal, Darryl Auguste and Mira Wilczek are further warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee.	
EverQuote, Inc.	06/09/2022	Management	8	Yes	Elect Director John Shields	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Darryl Auguste, Sanju Bansal, Paul Deninger, John Francis Lunny Jr., George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent director nominees David Blundin, Jayme Mendal, Darryl Auguste and Mira Wilczek are further warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee.	
EverQuote, Inc.	06/09/2022	Management	9	Yes	Elect Director Mira Wilczek	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Darryl Auguste, Sanju Bansal, Paul Deninger, John Francis Lunny Jr., George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent director nominees David Blundin, Jayme Mendal, Darryl Auguste and Mira Wilczek are further warranted due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee.	
EverQuote, Inc.	06/09/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
EVERTEC, Inc.	05/20/2022	Management	1	Yes	Elect Director Frank G. D'Angelo	For	For	For	For	A vote FOR the director nominees is warranted.	
EVERTEC, Inc.	05/20/2022	Management	2	Yes	Elect Director Morgan M. Schuessler, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.	
EVERTEC, Inc.	05/20/2022	Management	3	Yes	Elect Director Kelly Barrett	For	For	For	For	A vote FOR the director nominees is warranted.	
EVERTEC, Inc.	05/20/2022	Management	4	Yes	Elect Director Olga Botero	For	For	For	For	A vote FOR the director nominees is warranted.	
EVERTEC, Inc.	05/20/2022	Management	5	Yes	Elect Director Jorge A. Junquera	For	For	For	For	A vote FOR the director nominees is warranted.	
EVERTEC, Inc.	05/20/2022	Management	6	Yes	Elect Director Ivan Pagan	For	For	For	For	A vote FOR the director nominees is warranted.	
EVERTEC, Inc.	05/20/2022	Management	7	Yes	Elect Director Aldo J. Polak	For	For	For	For	A vote FOR the director nominees is warranted.	
EVERTEC, Inc.	05/20/2022	Management	8	Yes	Elect Director Alan H. Schumacher	For	For	For	For	A vote FOR the director nominees is warranted.	
EVERTEC, Inc.	05/20/2022	Management	9	Yes	Elect Director Brian J. Smith	For	For	For	For	A vote FOR the director nominees is warranted.	
EVERTEC, Inc.	05/20/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
EVERTEC, Inc.	05/20/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	
EVERTEC, Inc.	05/20/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
EVO Payments, Inc.	06/08/2022	Management	1	Yes	Elect Director Mark A. Chancy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Mark Chancy, John Garabedian, and David Leeds given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights.	
EVO Payments, Inc.	06/08/2022	Management	2	Yes	Elect Director John S. Garabedian	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Mark Chancy, John Garabedian, and David Leeds given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights.	
EVO Payments, Inc.	06/08/2022	Management	3	Yes	Elect Director David W. Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Mark Chancy, John Garabedian, and David Leeds given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights.	
EVO Payments, Inc.	06/08/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	While the CEO's short- and long-term incentives are primarily performance-based, concerns are raised with the CEO's relatively high bonus opportunity and the long-term performance goals not being particularly rigorous given that they only required 10 percent stock price appreciation over a performance period of five years. In addition, the other NEOs received solely time-vesting awards. However, these concerns are somewhat mitigated given that in 2022 half of all NEO awards will be performance-based, and the awards will be subject to more rigorous performance goals. As such, a cautionary vote FOR this proposal is warranted.	
EVO Payments, Inc.	06/08/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Evolut Health, Inc.	06/09/2022	Management	1	Yes	Elect Director Craig Barbarosh	For	For	For	For	A vote FOR the director nominees is warranted.	
Evolut Health, Inc.	06/09/2022	Management	2	Yes	Elect Director Kim Keck	For	For	For	For	A vote FOR the director nominees is warranted.	
Evolut Health, Inc.	06/09/2022	Management	3	Yes	Elect Director Cheryl Scott	For	For	For	For	A vote FOR the director nominees is warranted.	
Evolut Health, Inc.	06/09/2022	Management	4	Yes	Elect Director Frank Williams	For	For	For	For	A vote FOR the director nominees is warranted.	
Evolut Health, Inc.	06/09/2022	Management	5	Yes	Elect Director Seth Blackley	For	For	For	For	A vote FOR the director nominees is warranted.	
Evolut Health, Inc.	06/09/2022	Management	6	Yes	Elect Director David Famer	For	For	For	For	A vote FOR the director nominees is warranted.	
Evolut Health, Inc.	06/09/2022	Management	7	Yes	Elect Director Peter Grua	For	For	For	For	A vote FOR the director nominees is warranted.	



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Evolut Health, Inc.	06/09/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditor	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Evolut Health, Inc.	06/09/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Evoqua Water Technologies Corp.	02/16/2022	Management	1	Yes	Elect Director Harbhajan (Nick) Bhambri	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Harbhajan (Nick) Bhambri and Lynn Swann are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.A vote FOR new director Sherrese Clarke Soares is warranted.
Evoqua Water Technologies Corp.	02/16/2022	Management	2	Yes	Elect Director Sherrese Clarke Soares	For	For	For	For	WITHHOLD votes for incumbent director nominees Harbhajan (Nick) Bhambri and Lynn Swann are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.A vote FOR new director Sherrese Clarke Soares is warranted.
Evoqua Water Technologies Corp.	02/16/2022	Management	3	Yes	Elect Director Lynn C. Swann	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Harbhajan (Nick) Bhambri and Lynn Swann are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.A vote FOR new director Sherrese Clarke Soares is warranted.
Evoqua Water Technologies Corp.	02/16/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although annual LTI awards remained entirely time-based, the company will move to a 50 percent performance-based LTI grant in FY22. Further, CEO Keating's retention grant was majority performance-based, with rigorous goals, a multi-year vesting period, and clear committee rationale, including shareholder feedback. However, continued monitoring is warranted to ensure future long-term incentives are reasonable.
Evoqua Water Technologies Corp.	02/16/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelixis, Inc.	05/25/2022	Management	1	Yes	Elect Director Carl B. Feldbaum	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	2	Yes	Elect Director Maria C. Freire	For	For	For	For	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	3	Yes	Elect Director Alan M. Garber	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	4	Yes	Elect Director Vincent T. Marchesi	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	5	Yes	Elect Director Michael M. Morrissey	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	6	Yes	Elect Director Stelios Papadopoulos	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	7	Yes	Elect Director George Poste	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	8	Yes	Elect Director Julie Anne Smith	For	For	For	For	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	9	Yes	Elect Director Lance Wilsey	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	10	Yes	Elect Director Jacqueline (Jacky) Wright	For	For	For	For	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	11	Yes	Elect Director Jack L. Wyszomierski	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Wilsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Wilsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelixis, Inc.	05/25/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelixis, Inc.	05/25/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 16.37 percent is excessive.
Exelixis, Inc.	05/25/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
eXp World Holdings, Inc.	06/20/2022	Management	1	Yes	Elect Director Daniel Cahir	For	For	For	For	Votes AGAINST non-independent nominees Glenn Sanford, Eugene (Gene) Frederick, Jason Gesing and Monica Weakley are warranted for lack of a majority independent board. Votes AGAINST Glenn Sanford and Jason Gesing are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chair Jason Gesing is warranted for failure to establish racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

					Management		ISS		Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommend ation	Recommend ation	Recommend ation	Vote Instruction	Voting Policy Rationale	
eXp World Holdings, Inc.	06/20/2022	Management	2	Yes	Elect Director Eugene Frederick	For	Against	Against	Against	Votes AGAINST non-independent nominees Glenn Sanford, Eugene (Gene) Frederick, Jason Gesing and Monica Weakley are warranted for lack of a majority independent board. Votes AGAINST Glenn Sanford and Jason Gesing are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chair Jason Gesing is warranted for failure to establish racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
eXp World Holdings, Inc.	06/20/2022	Management	3	Yes	Elect Director Jason Gesing	For	Against	Against	Against	Votes AGAINST non-independent nominees Glenn Sanford, Eugene (Gene) Frederick, Jason Gesing and Monica Weakley are warranted for lack of a majority independent board. Votes AGAINST Glenn Sanford and Jason Gesing are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chair Jason Gesing is warranted for failure to establish racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
eXp World Holdings, Inc.	06/20/2022	Management	4	Yes	Elect Director Darren Jacklin	For	For	For	For	Votes AGAINST non-independent nominees Glenn Sanford, Eugene (Gene) Frederick, Jason Gesing and Monica Weakley are warranted for lack of a majority independent board. Votes AGAINST Glenn Sanford and Jason Gesing are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chair Jason Gesing is warranted for failure to establish racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
eXp World Holdings, Inc.	06/20/2022	Management	5	Yes	Elect Director Randall Miles	For	For	For	For	Votes AGAINST non-independent nominees Glenn Sanford, Eugene (Gene) Frederick, Jason Gesing and Monica Weakley are warranted for lack of a majority independent board. Votes AGAINST Glenn Sanford and Jason Gesing are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chair Jason Gesing is warranted for failure to establish racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
eXp World Holdings, Inc.	06/20/2022	Management	6	Yes	Elect Director Glenn Sanford	For	Against	Against	Against	Votes AGAINST non-independent nominees Glenn Sanford, Eugene (Gene) Frederick, Jason Gesing and Monica Weakley are warranted for lack of a majority independent board. Votes AGAINST Glenn Sanford and Jason Gesing are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chair Jason Gesing is warranted for failure to establish racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
eXp World Holdings, Inc.	06/20/2022	Management	7	Yes	Elect Director Monica Weakley	For	Against	Against	Against	Votes AGAINST non-independent nominees Glenn Sanford, Eugene (Gene) Frederick, Jason Gesing and Monica Weakley are warranted for lack of a majority independent board. Votes AGAINST Glenn Sanford and Jason Gesing are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating Committee chair Jason Gesing is warranted for failure to establish racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
eXp World Holdings, Inc.	06/20/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
eXp World Holdings, Inc.	06/20/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Exponent, Inc.	06/02/2022	Management	1	Yes	Elect Director George H. Brown	For	For	For	For	Votes AGAINST non-independent nominees Paul Johnston, Catherine Corrigan and John Shoven are warranted for lack of a majority independent board. Votes AGAINST John Shoven are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exponent, Inc.	06/02/2022	Management	2	Yes	Elect Director Catherine Ford Corrigan	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Johnston, Catherine Corrigan and John Shoven are warranted for lack of a majority independent board. Votes AGAINST John Shoven are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exponent, Inc.	06/02/2022	Management	3	Yes	Elect Director Paul R. Johnston	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Johnston, Catherine Corrigan and John Shoven are warranted for lack of a majority independent board. Votes AGAINST John Shoven are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exponent, Inc.	06/02/2022	Management	4	Yes	Elect Director Carol Lindstrom	For	For	For	For	Votes AGAINST non-independent nominees Paul Johnston, Catherine Corrigan and John Shoven are warranted for lack of a majority independent board. Votes AGAINST John Shoven are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exponent, Inc.	06/02/2022	Management	5	Yes	Elect Director John B. Shoven	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Johnston, Catherine Corrigan and John Shoven are warranted for lack of a majority independent board. Votes AGAINST John Shoven are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exponent, Inc.	06/02/2022	Management	6	Yes	Elect Director Debra L. Zumwalt	For	For	For	For	Votes AGAINST non-independent nominees Paul Johnston, Catherine Corrigan and John Shoven are warranted for lack of a majority independent board. Votes AGAINST John Shoven are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exponent, Inc.	06/02/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Exponent, Inc.	06/02/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Expro Group Holdings N.V.	05/25/2022	Management	1	Yes	Elect Director Michael C. Kearney	For	For	For	For	A vote AGAINST nominating committee chair Brian Truelove is warranted for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Expro Group Holdings N.V.	05/25/2022	Management	2	Yes	Elect Director Michael Jardon	For	For	For	For	A vote AGAINST nominating committee chair Brian Truelove is warranted for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Expro Group Holdings N.V.	05/25/2022	Management	3	Yes	Elect Director Eitan Arbeter	For	For	For	For	A vote AGAINST nominating committee chair Brian Truelove is warranted for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Expro Group Holdings N.V.	05/25/2022	Management	4	Yes	Elect Director Robert W. Drummond	For	For	For	For	A vote AGAINST nominating committee chair Brian Truelove is warranted for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Expro Group Holdings N.V.	05/25/2022	Management	5	Yes	Elect Director Erich L. Mosing	For	For	For	For	A vote AGAINST nominating committee chair Brian Truelove is warranted for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Expro Group Holdings N.V.	05/25/2022	Management	6	Yes	Elect Director Alan Schrager	For	For	For	For	A vote AGAINST nominating committee chair Brian Truelove is warranted for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Expro Group Holdings N.V.	05/25/2022	Management	7	Yes	Elect Director Lisa L. Troe	For	For	For	For	A vote AGAINST nominating committee chair Brian Truelove is warranted for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Expro Group Holdings N.V.	05/25/2022	Management	8	Yes	Elect Director Brian Truelove	For	Against	Against	Against	A vote AGAINST nominating committee chair Brian Truelove is warranted for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Expro Group Holdings N.V.	05/25/2022	Management	9	Yes	Elect Director Eileen G. Whelley	For	For	For	For	A vote AGAINST nominating committee chair Brian Truelove is warranted for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Expro Group Holdings N.V.	05/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Expro Group Holdings N.V.	05/25/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Expro Group Holdings N.V.	05/25/2022	Management	12	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR is warranted in the absence of concerns over the financial statements and the company's independent auditor has issued an unqualified opinion over the financial statements.	
Expro Group Holdings N.V.	05/25/2022	Management	13	Yes	Approve Discharge of Board Members	For	For	For	For	A vote FOR is warranted in the absence of any information about significant and compelling controversies that the management and supervisory board is not fulfilling its fiduciary duties.	
Expro Group Holdings N.V.	05/25/2022	Management	14	Yes	Ratify Deloitte Accountants B.V. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	
Expro Group Holdings N.V.	05/25/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Expro Group Holdings N.V.	05/25/2022	Management	16	Yes	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	For	A vote FOR this proposal is warranted given the current suspension of the buyback program as well as the lack of a history of inappropriate buybacks.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Expro Group Holdings N.V.	05/25/2022	Management	17	Yes	Approve the Issuance of Up to 20 Percent of the Company's Issued Capital	For	For		For
Expro Group Holdings N.V.	05/25/2022	Management	18	Yes	Approve Omnibus Stock Plan	For	For	Against	Against
F.N.B. Corporation	05/10/2022	Management	1	Yes	Elect Director Pamela A. Bena	For	For	For	For
F.N.B. Corporation	05/10/2022	Management	2	Yes	Elect Director William B. Campbell	For	For	Withhold	Withhold
F.N.B. Corporation	05/10/2022	Management	3	Yes	Elect Director James D. Chiafullo	For	For	For	For
F.N.B. Corporation	05/10/2022	Management	4	Yes	Elect Director Vincent J. Delle, Jr.	For	For	For	For
F.N.B. Corporation	05/10/2022	Management	5	Yes	Elect Director Mary Jo Dively	For	For	For	For
F.N.B. Corporation	05/10/2022	Management	6	Yes	Elect Director David J. Malone	For	For	Withhold	Withhold
F.N.B. Corporation	05/10/2022	Management	7	Yes	Elect Director Frank C. Mencini	For	For	For	For
F.N.B. Corporation	05/10/2022	Management	8	Yes	Elect Director David L. Motley	For	For	For	For
F.N.B. Corporation	05/10/2022	Management	9	Yes	Elect Director Heidi A. Nicholas	For	For	For	For
F.N.B. Corporation	05/10/2022	Management	10	Yes	Elect Director John S. Stanik	For	For	For	For
F.N.B. Corporation	05/10/2022	Management	11	Yes	Elect Director William J. Strimbu	For	For	Withhold	Withhold
F.N.B. Corporation	05/10/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against
F.N.B. Corporation	05/10/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
F.N.B. Corporation	05/10/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditor	For	For	Against	Against
Falcon Minerals Corporation	06/03/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For
Falcon Minerals Corporation	06/03/2022	Management	2	Yes	Approve Reverse Stock Split	For	For	For	For
Falcon Minerals Corporation	06/03/2022	Management	3	Yes	Amend Charter	For	For	For	For
Falcon Minerals Corporation	06/03/2022	Management	4	Yes	Amend Charter to Eliminate Obsolete Provisions	For	For	For	For
Falcon Minerals Corporation	06/03/2022	Management	5	Yes	Declassify the Board of Directors	For	For	For	For
Falcon Minerals Corporation	06/03/2022	Management	6	Yes	Amend Certificate of Incorporation to Provide Directors May Be Removed With or Without Cause	For	For	For	For
Falcon Minerals Corporation	06/03/2022	Management	7	Yes	Provide Right to Act by Written Consent	For	For	For	For
Falcon Minerals Corporation	06/03/2022	Management	8	Yes	Amend Charter to Remove Waiver of Corporate Opportunity Doctrine	For	Against	Against	Against
Falcon Minerals Corporation	06/03/2022	Management	9	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against
Falcon Minerals Corporation	06/03/2022	Management	10	Yes	Elect Director William D. Anderson	For	For	Against	Against
Falcon Minerals Corporation	06/03/2022	Management	11	Yes	Elect Director Mark C. Henle	For	Against	Against	Against
Falcon Minerals Corporation	06/03/2022	Management	12	Yes	Elect Director Adam M. Jenkins	For	Against	Against	Against
Falcon Minerals Corporation	06/03/2022	Management	13	Yes	Adjourn Meeting	For	For	For	For
Farmers National Banc Corp.	04/21/2022	Management	1	Yes	Elect Director Ralph D. Macali	For	Withhold	Withhold	Withhold
Farmers National Banc Corp.	04/21/2022	Management	2	Yes	Elect Director Frank J. Monaco	For	For	For	For
Farmers National Banc Corp.	04/21/2022	Management	3	Yes	Elect Director Edward W. Muransky	For	For	For	For
Farmers National Banc Corp.	04/21/2022	Management	4	Yes	Elect Director Richard B. Thompson	For	For	For	For
Farmers National Banc Corp.	04/21/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Farmers National Banc Corp.	04/21/2022	Management	6	Yes	Ratify CliftonLarsonAllen LLP as Auditors	For	For	For	For
Farmers National Banc Corp.	04/21/2022	Management	7	Yes	Approve Restricted Stock Plan	For	For	Against	Against
FARO Technologies, Inc.	05/26/2022	Management	1	Yes	Elect Director Moonhie Chin	For	For	For	For
FARO Technologies, Inc.	05/26/2022	Management	2	Yes	Elect Director John Donofrio	For	For	Withhold	Withhold

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FARO Technologies, Inc.	05/26/2022	Management	3	Yes	Elect Director Yuval Wasserman	For	For	For	For	WITHHOLD votes for non-independent nominee John Donofrio are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FARO Technologies, Inc.	05/26/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FARO Technologies, Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company accelerated the vesting of an NEO's equity awards upon her departure from the company.
FARO Technologies, Inc.	05/26/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
FB Financial Corporation	05/19/2022	Management	1	Yes	Elect Director Jimmy E. Allen	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	2	Yes	Elect Director J. Jonathan (Jon) Ayers	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	3	Yes	Elect Director William (Bill) F. Carpenter, III	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	4	Yes	Elect Director Agenia W. Clark	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	5	Yes	Elect Director James (Jim) W. Cross, IV	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	6	Yes	Elect Director James (Jimmy) L. Exum	For	For	Withhold	Withhold	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	7	Yes	Elect Director Christopher (Chris) T. Holmes	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	8	Yes	Elect Director Orrin H. Ingram	For	For	Withhold	Withhold	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	9	Yes	Elect Director Raja J. Jubran	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	10	Yes	Elect Director Stuart C. McWhorter	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	11	Yes	Elect Director C. Wright Pinson	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	12	Yes	Elect Director Emily J. Reynolds	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	13	Yes	Elect Director Melody J. Sullivan	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum and Orrin Ingram II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/19/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
FB Financial Corporation	05/19/2022	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FB Financial Corporation	05/19/2022	Management	16	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement, if approved, would enhance shareholder rights.
FB Financial Corporation	05/19/2022	Management	17	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Federal Signal Corporation	04/26/2022	Management	1	Yes	Elect Director Eugene J. Lowe, III	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/26/2022	Management	2	Yes	Elect Director Dennis J. Martin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/26/2022	Management	3	Yes	Elect Director Bill Owens	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/26/2022	Management	4	Yes	Elect Director Shashank Patel	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/26/2022	Management	5	Yes	Elect Director Brenda L. Reichelderfer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/26/2022	Management	6	Yes	Elect Director Jennifer L. Sherman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/26/2022	Management	7	Yes	Elect Director John L. Workman	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/26/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Federal Signal Corporation	04/26/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ferroglobe PLC	06/30/2022	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
Ferroglobe PLC	06/30/2022	Management	2	Yes	Authorise Issue of Equity without Pre-emptive Rights	For	Against	Against	Against	A vote AGAINST this resolution is warranted because: " The proposed amount exceeds the recommended limit of 10 percent of issued share capital; and " The duration of the proposal is longer than 18 months, contrary to the recommended
Ferroglobe PLC	06/30/2022	Management	3	Yes	Approve Remuneration Policy	For	Against	Against	Against	A vote AGAINST this resolution is warranted because: " Retention bonuses may be paid fully in cash with no performance conditions attached; and " The termination provisions include the payment of the three-year average bonus in lieu of notice
Ferroglobe PLC	06/30/2022	Management	4	Yes	Approve Remuneration Report	For	Against	Against	Against	A vote AGAINST this resolution is warranted because: " Long-term incentive awards granted to executive directors during the year feature a vesting period of less than three years; and " The CEO was granted a 33% salary increase, without any explanation from the company.
Ferroglobe PLC	06/30/2022	Management	5	Yes	Elect Director Javier Lopez Madrid	For	Against	Against	Against	Votes AGAINST Francisco Javier Lopez Madrid and Silvia Villar-Mir de Fuentes are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/30/2022	Management	6	Yes	Elect Director Marco Levi	For	For	For	For	Votes AGAINST Francisco Javier Lopez Madrid and Silvia Villar-Mir de Fuentes are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/30/2022	Management	7	Yes	Elect Director Marta de Amusategui y Vergara	For	For	For	For	Votes AGAINST Francisco Javier Lopez Madrid and Silvia Villar-Mir de Fuentes are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/30/2022	Management	8	Yes	Elect Director Bruce L. Crockett	For	For	For	For	Votes AGAINST Francisco Javier Lopez Madrid and Silvia Villar-Mir de Fuentes are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/30/2022	Management	9	Yes	Elect Director Stuart E. Eizenstat	For	For	For	For	Votes AGAINST Francisco Javier Lopez Madrid and Silvia Villar-Mir de Fuentes are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote Instruction
			Number	Proposal		Recommendation	Recommendation	Recommendation	
Ferroglobe PLC	06/30/2022	Management	10	Yes	Elect Director Manuel Garrido y Ruano	For	For	For	For
Ferroglobe PLC	06/30/2022	Management	11	Yes	Elect Director Juan Villar-Mir de Fuentes	For	For	For	For
Ferroglobe PLC	06/30/2022	Management	12	Yes	Elect Director Belen Villalonga Morenes	For	For	For	For
Ferroglobe PLC	06/30/2022	Management	13	Yes	Elect Director Silvia Villar-Mir de Fuentes	For	Against	Against	Against
Ferroglobe PLC	06/30/2022	Management	14	Yes	Elect Director Nicolas De Santis	For	For	For	For
Ferroglobe PLC	06/30/2022	Management	15	Yes	Elect Director Rafael Barrilero Yarnoz	For	For	For	For
Ferroglobe PLC	06/30/2022	Management	16	Yes	Appoint Deloitte LLP as Auditors	For	For	Against	Against
Ferroglobe PLC	06/30/2022	Management	17	Yes	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	Against	Against
Fiesta Restaurant Group, Inc.	06/16/2022	Management	1	Yes	Elect Director Stacey Rauch	For	For	For	For
Fiesta Restaurant Group, Inc.	06/16/2022	Management	2	Yes	Elect Director Nicholas Daraviras	For	For	For	For
Fiesta Restaurant Group, Inc.	06/16/2022	Management	3	Yes	Elect Director Stephen P. Elker	For	For	For	For
Fiesta Restaurant Group, Inc.	06/16/2022	Management	4	Yes	Elect Director Nicholas P. Shepherd	For	For	For	For
Fiesta Restaurant Group, Inc.	06/16/2022	Management	5	Yes	Elect Director Richard C. Stockinger	For	For	For	For
Fiesta Restaurant Group, Inc.	06/16/2022	Management	6	Yes	Elect Director Paul E. Twohig	For	For	For	For
Fiesta Restaurant Group, Inc.	06/16/2022	Management	7	Yes	Elect Director Sherrill Kaplan	For	For	For	For
Fiesta Restaurant Group, Inc.	06/16/2022	Management	8	Yes	Elect Director Andrew V. Rechtschaffen	For	For	For	For
Fiesta Restaurant Group, Inc.	06/16/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Fiesta Restaurant Group, Inc.	06/16/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
Fiesta Restaurant Group, Inc.	06/16/2022	Management	11	Yes	Other Business	For	Against	Against	Against
Financial Institutions, Inc.	06/14/2022	Management	1	Yes	Elect Director Martin K. Birmingham	For	For	For	For
Financial Institutions, Inc.	06/14/2022	Management	2	Yes	Elect Director Samuel M. Gullo	For	For	Withhold	Withhold
Financial Institutions, Inc.	06/14/2022	Management	3	Yes	Elect Director Kim E. VanGelder	For	For	For	For
Financial Institutions, Inc.	06/14/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Financial Institutions, Inc.	06/14/2022	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	For	For
First American Financial Corporation	05/10/2022	Management	1	Yes	Elect Director Reginald H. Gilyard	For	For	For	For
First American Financial Corporation	05/10/2022	Management	2	Yes	Elect Director Parker S. Kennedy	For	For	Against	Against
First American Financial Corporation	05/10/2022	Management	3	Yes	Elect Director Mark C. Oman	For	For	For	For
First American Financial Corporation	05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
First American Financial Corporation	05/10/2022	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For
First American Financial Corporation	05/10/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditor	For	For	Against	Against
First BanCorp (Puerto Rico)	05/20/2022	Management	1	Yes	Elect Director Juan Acosta Reboyras	For	For	For	For
First BanCorp (Puerto Rico)	05/20/2022	Management	2	Yes	Elect Director Aurelio Aleman	For	For	For	For
First BanCorp (Puerto Rico)	05/20/2022	Management	3	Yes	Elect Director Luz A. Crespo	For	For	For	For
First BanCorp (Puerto Rico)	05/20/2022	Management	4	Yes	Elect Director Tracey Dedrick	For	For	For	For
First BanCorp (Puerto Rico)	05/20/2022	Management	5	Yes	Elect Director Patricia M. Eaves	For	For	For	For
First BanCorp (Puerto Rico)	05/20/2022	Management	6	Yes	Elect Director Daniel E. Frye	For	For	For	For
First BanCorp (Puerto Rico)	05/20/2022	Management	7	Yes	Elect Director John A. Heffern	For	For	For	For
First BanCorp (Puerto Rico)	05/20/2022	Management	8	Yes	Elect Director Roberto R. Herencia	For	For	Against	Against
First BanCorp (Puerto Rico)	05/20/2022	Management	9	Yes	Elect Director Felix M. Villamil	For	For	For	For
First BanCorp (Puerto Rico)	05/20/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
First BanCorp (Puerto Rico)	05/20/2022	Management	11	Yes	Ratify Crowe LLP as Auditors	For	For	For	For
First Bancorp	05/05/2022	Management	1	Yes	Elect Director Mary Clara Capel	For	For	Withhold	Withhold
First Bancorp	05/05/2022	Management	2	Yes	Elect Director James C. Crawford, III	For	For	Withhold	Withhold
First Bancorp	05/05/2022	Management	3	Yes	Elect Director Suzanne S. DeFerie	For	For	Withhold	Withhold
First Bancorp	05/05/2022	Management	4	Yes	Elect Director Abby J. Donnelly	For	For	For	For



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation		Voting Policy Rationale
								Recommendation	Vote Instruction	
First Bancorp	05/05/2022	Management	5	Yes	Elect Director John B. Gould	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/05/2022	Management	6	Yes	Elect Director Michael G. Mayer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/05/2022	Management	7	Yes	Elect Director Carlie C. McLamb, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/05/2022	Management	8	Yes	Elect Director John W. McCauley	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/05/2022	Management	9	Yes	Elect Director Richard H. Moore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/05/2022	Management	10	Yes	Elect Director Dexter V. Perry	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/05/2022	Management	11	Yes	Elect Director O. Temple Sloan, III	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/05/2022	Management	12	Yes	Elect Director Frederick L. Taylor, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/05/2022	Management	13	Yes	Elect Director Virginia Thomasson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/05/2022	Management	14	Yes	Elect Director Dennis A. Wicker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. WITHHOLD votes for James Crawford III, Mary Clara Capel, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/05/2022	Management	15	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First Bancorp	05/05/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned.
First Bancorp	05/05/2022	Management	17	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the request is reasonable and the company has shown no concern regarding these requests in the past.
First Bank	04/27/2022	Management	1	Yes	Elect Director Patrick M. Ryan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Ryan, Patrick Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/27/2022	Management	2	Yes	Elect Director Leslie E. Goodman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Ryan, Patrick Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/27/2022	Management	3	Yes	Elect Director Patrick L. Ryan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Ryan, Patrick Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/27/2022	Management	4	Yes	Elect Director Douglas C. Borden	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Ryan, Patrick Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/27/2022	Management	5	Yes	Elect Director Scott R. Gamble	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick Ryan, Patrick Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/27/2022	Management	6	Yes	Elect Director Deborah Paige Hanson	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick Ryan, Patrick Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Bank	04/27/2022	Management	7	Yes	Elect Director Glenn M. Josephs	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Ryan, Patrick Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/27/2022	Management	8	Yes	Elect Director Peter Pantages	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Ryan, Patrick Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/27/2022	Management	9	Yes	Elect Director Michael E. Salz	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick Ryan, Patrick Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/27/2022	Management	10	Yes	Elect Director John E. Strydesky	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Ryan, Patrick Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Bank	04/27/2022	Management	12	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First Busey Corporation	05/25/2022	Management	1	Yes	Elect Director Samuel P. Banks	For	For	For	For	A vote FOR the director nominees is warranted.
First Busey Corporation	05/25/2022	Management	2	Yes	Elect Director George Barr	For	For	For	For	A vote FOR the director nominees is warranted.
First Busey Corporation	05/25/2022	Management	3	Yes	Elect Director Stanley J. Bradshaw	For	For	For	For	A vote FOR the director nominees is warranted.
First Busey Corporation	05/25/2022	Management	4	Yes	Elect Director Michael D. Cassens	For	For	For	For	A vote FOR the director nominees is warranted.
First Busey Corporation	05/25/2022	Management	5	Yes	Elect Director Van A. Dukeman	For	For	For	For	A vote FOR the director nominees is warranted.
First Busey Corporation	05/25/2022	Management	6	Yes	Elect Director Karen M. Jensen	For	For	For	For	A vote FOR the director nominees is warranted.
First Busey Corporation	05/25/2022	Management	7	Yes	Elect Director Frederic L. Kenney	For	For	For	For	A vote FOR the director nominees is warranted.
First Busey Corporation	05/25/2022	Management	8	Yes	Elect Director Stephen V. King	For	For	For	For	A vote FOR the director nominees is warranted.
First Busey Corporation	05/25/2022	Management	9	Yes	Elect Director Gregory B. Lykins	For	For	For	For	A vote FOR the director nominees is warranted.
First Busey Corporation	05/25/2022	Management	10	Yes	Elect Director Cassandra R. Sanford	For	For	For	For	A vote FOR the director nominees is warranted.
First Busey Corporation	05/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up and modified single-trigger change-in-control provisions.
First Busey Corporation	05/25/2022	Management	12	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Business Financial Services, Inc.	04/29/2022	Management	1	Yes	Elect Director W. Kent Lorenz	For	For	For	For	A vote FOR the director nominees is warranted.
First Business Financial Services, Inc.	04/29/2022	Management	2	Yes	Elect Director Carol P. Sanders	For	For	For	For	A vote FOR the director nominees is warranted.
First Business Financial Services, Inc.	04/29/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Business Financial Services, Inc.	04/29/2022	Management	4	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
First Citizens BancShares, Inc.	04/26/2022	Management	1	Yes	Elect Director Ellen R. Alemany	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	2	Yes	Elect Director John M. Alexander, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	3	Yes	Elect Director Victor E. Bell, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	4	Yes	Elect Director Peter M. Bristow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	5	Yes	Elect Director Hope H. Bryant	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	6	Yes	Elect Director Michael A. Carpenter	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Citizens BancShares, Inc.		Management	7	Yes	Elect Director H. Lee Durham, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is
First Citizens BancShares, Inc.	04/26/2022	Management	8	Yes	Elect Director Daniel L. Heavner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is
First Citizens BancShares, Inc.	04/26/2022	Management	9	Yes	Elect Director Frank B. Holding, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is
First Citizens BancShares, Inc.	04/26/2022	Management	10	Yes	Elect Director Robert R. Hoppe	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is
First Citizens BancShares, Inc.	04/26/2022	Management	11	Yes	Elect Director Floyd L. Keels	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is
First Citizens BancShares, Inc.	04/26/2022	Management	12	Yes	Elect Director Robert E. Mason, IV	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is
First Citizens BancShares, Inc.	04/26/2022	Management	13	Yes	Elect Director Robert T. Newcomb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is
First Citizens BancShares, Inc.	04/26/2022	Management	14	Yes	Elect Director John R. Ryan	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is
First Citizens BancShares, Inc.	04/26/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
First Citizens BancShares, Inc.	04/26/2022	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
First Commonwealth Financial Corporation	04/26/2022	Management	1	Yes	Elect Director Julie A. Caponi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	2	Yes	Elect Director Ray T. Charley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	3	Yes	Elect Director Gary R. Claus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	4	Yes	Elect Director David S. Dahlmann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	5	Yes	Elect Director Johnston A. Glass	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	6	Yes	Elect Director Jon L. Gorney	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommendation	Recommendation	Recommendation		
First Commonwealth Financial Corporation	04/26/2022	Management	7	Yes	Elect Director Jane Grebenc	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	8	Yes	Elect Director David W. Greenfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	9	Yes	Elect Director Bart E. Johnson	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	10	Yes	Elect Director Luke A. Latimer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	11	Yes	Elect Director Aradhna M. Oliphant	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	12	Yes	Elect Director T. Michael Price	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	13	Yes	Elect Director Robert J. Ventura	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	14	Yes	Elect Director Stephen A. Wolfe	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/26/2022	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First Commonwealth Financial Corporation	04/26/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
First Community Bankshares, Inc.	04/26/2022	Management	1	Yes	Elect Director Samuel L. Elmore	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Richard Johnson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance and nominating committee chair Samuel Elmore are warranted for lack of ethnic or racial minority diversity on the board. A vote FOR Beth Taylor is warranted.
First Community Bankshares, Inc.	04/26/2022	Management	2	Yes	Elect Director Richard S. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Richard Johnson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance and nominating committee chair Samuel Elmore are warranted for lack of ethnic or racial minority diversity on the board. A vote FOR Beth Taylor is warranted.
First Community Bankshares, Inc.	04/26/2022	Management	3	Yes	Elect Director Beth A. Taylor	For	For	For	For	WITHHOLD votes for non-independent nominee Richard Johnson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance and nominating committee chair Samuel Elmore are warranted for lack of ethnic or racial minority diversity on the board. A vote FOR Beth Taylor is warranted.
First Community Bankshares, Inc.	04/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Community Bankshares, Inc.	04/26/2022	Management	5	Yes	Ratify Elliott Davis, PLLC as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
First Community Bankshares, Inc.	04/26/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Financial Bankshares, Inc.	04/26/2022	Management	1	Yes	Elect Director April K. Anthony	For	For	For	For	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	2	Yes	Elect Director Vianei Lopez Braun	For	For	For	For	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	3	Yes	Elect Director David L. Copeland	For	For	Withhold	Withhold	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	4	Yes	Elect Director Mike B. Denny	For	For	For	For	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	5	Yes	Elect Director F. Scott Dueser	For	For	For	For	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	6	Yes	Elect Director Murray H. Edwards	For	For	Withhold	Withhold	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	7	Yes	Elect Director Eli Jones	For	For	For	For	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	8	Yes	Elect Director I. Tim Lancaster	For	For	For	For	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	9	Yes	Elect Director Kade L. Matthews	For	For	Withhold	Withhold	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	10	Yes	Elect Director Robert C. Nickles, Jr.	For	For	For	For	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	11	Yes	Elect Director Johnny E. Trotter	For	For	Withhold	Withhold	WITHHOLD votes for Murray Edwards, David Copeland, Kade Matthews and Johnny Trotter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bankshares, Inc.	04/26/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Financial Bankshares, Inc.	04/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Financial Corporation	04/20/2022	Management	1	Yes	Elect Director W. Curtis Brighton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ronald Rich, W. Curtis Brighton and William Kriebel are warranted for lack of a majority independent board. WITHHOLD votes for Ronald Rich, W. Curtis Brighton and William Kriebel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



B.1.a					Voting Policy						
Meeting		Proposal		Management		ISS		Recommend		Vote	
Company Name	Date	Proponent	Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Instruction	Voting Policy Rationale	
First Financial Corporation	04/20/2022	Management	2	Yes	Elect Director Michael A. Carty	For	For	For	For	WITHHOLD votes for non-independent nominees Ronald Rich, W. Curtis Brighton and William Kriebel are warranted for lack of a majority independent board. WITHHOLD votes for Ronald Rich, W. Curtis Brighton and William Kriebel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Financial Corporation	04/20/2022	Management	3	Yes	Elect Director William R. Kriebel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ronald Rich, W. Curtis Brighton and William Kriebel are warranted for lack of a majority independent board. WITHHOLD votes for Ronald Rich, W. Curtis Brighton and William Kriebel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Financial Corporation	04/20/2022	Management	4	Yes	Elect Director Tina J. Maher	For	For	For	For	WITHHOLD votes for non-independent nominees Ronald Rich, W. Curtis Brighton and William Kriebel are warranted for lack of a majority independent board. WITHHOLD votes for Ronald Rich, W. Curtis Brighton and William Kriebel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Financial Corporation	04/20/2022	Management	5	Yes	Elect Director Ronald K. Rich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ronald Rich, W. Curtis Brighton and William Kriebel are warranted for lack of a majority independent board. WITHHOLD votes for Ronald Rich, W. Curtis Brighton and William Kriebel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Financial Corporation	04/20/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Short-term incentives were based solely on pre-set objective measure and long-term incentives are entirely performance-	
First Financial Corporation	04/20/2022	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
First Financial Northwest, Inc.	06/08/2022	Management	1	Yes	Elect Director Joann E. Lee	For	For	Withhold	Withhold	WITHHOLD votes for Joann Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Financial Northwest, Inc.	06/08/2022	Management	2	Yes	Elect Director Roger H. Molvar	For	For	For	For	WITHHOLD votes for Joann Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Financial Northwest, Inc.	06/08/2022	Management	3	Yes	Elect Director Cindy L. Runger	For	For	For	For	WITHHOLD votes for Joann Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Financial Northwest, Inc.	06/08/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
First Financial Northwest, Inc.	06/08/2022	Management	5	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
First Foundation Inc.	06/07/2022	Management	1	Yes	Elect Director Max Briggs	For	For	For	For	WITHHOLD votes for non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, John Hakopian, Mitchell Rosenberg, Jacob (Coby) Sonenshine and Gary Tice are warranted for lack of a majority independent board. WITHHOLD votes for Mitchell Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Mitchell Rosenberg are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
First Foundation Inc.	06/07/2022	Management	2	Yes	Elect Director John Hakopian	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, John Hakopian, Mitchell Rosenberg, Jacob (Coby) Sonenshine and Gary Tice are warranted for lack of a majority independent board. WITHHOLD votes for Mitchell Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Mitchell Rosenberg are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
First Foundation Inc.	06/07/2022	Management	3	Yes	Elect Director Scott F. Kavanaugh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, John Hakopian, Mitchell Rosenberg, Jacob (Coby) Sonenshine and Gary Tice are warranted for lack of a majority independent board. WITHHOLD votes for Mitchell Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Mitchell Rosenberg are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
First Foundation Inc.	06/07/2022	Management	4	Yes	Elect Director Ulrich E. Keller, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, John Hakopian, Mitchell Rosenberg, Jacob (Coby) Sonenshine and Gary Tice are warranted for lack of a majority independent board. WITHHOLD votes for Mitchell Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Mitchell Rosenberg are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
First Foundation Inc.	06/07/2022	Management	5	Yes	Elect Director David Lake	For	For	For	For	WITHHOLD votes for non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, John Hakopian, Mitchell Rosenberg, Jacob (Coby) Sonenshine and Gary Tice are warranted for lack of a majority independent board. WITHHOLD votes for Mitchell Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Mitchell Rosenberg are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
First Foundation Inc.	06/07/2022	Management	6	Yes	Elect Director Elizabeth A. Pagliarini	For	For	For	For	WITHHOLD votes for non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, John Hakopian, Mitchell Rosenberg, Jacob (Coby) Sonenshine and Gary Tice are warranted for lack of a majority independent board. WITHHOLD votes for Mitchell Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Mitchell Rosenberg are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
First Foundation Inc.	06/07/2022	Management	7	Yes	Elect Director Mitchell M. Rosenberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, John Hakopian, Mitchell Rosenberg, Jacob (Coby) Sonenshine and Gary Tice are warranted for lack of a majority independent board. WITHHOLD votes for Mitchell Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Mitchell Rosenberg are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
First Foundation Inc.	06/07/2022	Management	8	Yes	Elect Director Diane M. Rubin	For	For	For	For	WITHHOLD votes for non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, John Hakopian, Mitchell Rosenberg, Jacob (Coby) Sonenshine and Gary Tice are warranted for lack of a majority independent board. WITHHOLD votes for Mitchell Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Mitchell Rosenberg are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
First Foundation Inc.	06/07/2022	Management	9	Yes	Elect Director Jacob Sonenshine	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, John Hakopian, Mitchell Rosenberg, Jacob (Coby) Sonenshine and Gary Tice are warranted for lack of a majority independent board. WITHHOLD votes for Mitchell Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Mitchell Rosenberg are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
First Foundation Inc.	06/07/2022	Management	10	Yes	Elect Director Gary Tice	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ulrich (Rick) Keller Jr., Scott Kavanaugh, John Hakopian, Mitchell Rosenberg, Jacob (Coby) Sonenshine and Gary Tice are warranted for lack of a majority independent board. WITHHOLD votes for Mitchell Rosenberg and Jacob (Coby) Sonenshine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Mitchell Rosenberg are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
First Foundation Inc.	06/07/2022	Management	11	Yes	Ratify Eide Bailly LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
First Foundation Inc.	06/07/2022	Management	12	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR the proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.	
First Foundation Inc.	06/07/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	



B.1.a										
Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
First Hawaiian, Inc.	04/20/2022	Management	1	Yes	Elect Director W. Allen Doane	For	For	Against	Against	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	2	Yes	Elect Director Robert S. Harrison	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	3	Yes	Elect Director Faye Watanabe Kurren	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	4	Yes	Elect Director James S. Moffatt	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	5	Yes	Elect Director Kelly A. Thompson	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	6	Yes	Elect Director Allen B. Uyeda	For	For	Against	Against	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	7	Yes	Elect Director Vanessa L. Washington	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	8	Yes	Elect Director C. Scott Wo	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Hawaiian, Inc.	04/20/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
First Horizon Corporation	04/26/2022	Management	1	Yes	Elect Director Harry V. Barton, Jr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	2	Yes	Elect Director Kenneth A. Burdick	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	3	Yes	Elect Director Daryl G. Byrd	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	4	Yes	Elect Director John N. Casbon	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	5	Yes	Elect Director John C. Compton	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	6	Yes	Elect Director Wendy P. Davidson	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	7	Yes	Elect Director William H. Fenstermaker	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	8	Yes	Elect Director D. Bryan Jordan	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	9	Yes	Elect Director J. Michael Kemp, Sr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	10	Yes	Elect Director Rick E. Maples	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	11	Yes	Elect Director Vicki R. Palmer	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	12	Yes	Elect Director Colin V. Reed	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	13	Yes	Elect Director E. Stewart Shea, III	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	14	Yes	Elect Director Cecelia D. Stewart	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	15	Yes	Elect Director Rajesh Subramaniam	For	Against	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	16	Yes	Elect Director Rosa Sugranes	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	17	Yes	Elect Director R. Eugene Taylor	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	18	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Horizon Corporation	04/26/2022	Management	19	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Horizon Corporation	05/31/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the 37.0 percent premium to the unaffected price, as well as the premium to the prior 10-year closing high, the cash form of consideration, which provides liquidity and certainty of value, and the potential downside risk of non-approval given FHN's outperformance since announcement, support FOR the proposed transaction is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	
			Number	Proposal		Recommendation	Recommendation	Recommendation		
Voting Policy Rationale										
First Horizon Corporation	05/31/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	The board seeks shareholder approval to be acquired by The Toronto-Dominion Bank (TD). Under the terms of the agreement, FHN shareholders will receive \$25.00 in cash per share, or \$13.9 billion in aggregate. In light of the 37.0 percent premium to the unaffected price, as well as the premium to the prior 10-year closing high, the cash form of consideration, which provides liquidity and certainty of value, and the potential downside risk of non-approval given FHN's outperformance since announcement, support for the proposed transaction is warranted. Support for the golden parachute proposal is not warranted. The CEO is entitled to receive a significant golden parachute excise tax gross-up payment pursuant to his change in control agreement.
First Horizon Corporation	05/31/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying merger transaction merits support.
First Internet Bancorp	05/16/2022	Management	1	Yes	Elect Director Aasif M. Bade	For	For	For	For	WITHHOLD votes for David Lovejoy and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/16/2022	Management	2	Yes	Elect Director David B. Becker	For	For	For	For	WITHHOLD votes for David Lovejoy and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/16/2022	Management	3	Yes	Elect Director Justin P. Christian	For	For	For	For	WITHHOLD votes for David Lovejoy and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/16/2022	Management	4	Yes	Elect Director Anna Colussi Dee	For	For	For	For	WITHHOLD votes for David Lovejoy and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/16/2022	Management	5	Yes	Elect Director Ana Dutra	For	For	Withhold	Withhold	WITHHOLD votes for David Lovejoy and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/16/2022	Management	6	Yes	Elect Director John K. Keach, Jr.	For	For	For	For	WITHHOLD votes for David Lovejoy and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/16/2022	Management	7	Yes	Elect Director David R. Lovejoy	For	For	Withhold	Withhold	WITHHOLD votes for David Lovejoy and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/16/2022	Management	8	Yes	Elect Director Jean L. Wojtowicz	For	For	Withhold	Withhold	WITHHOLD votes for David Lovejoy and Jean Wojtowicz are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/16/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision.
First Internet Bancorp	05/16/2022	Management	10	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Internet Bancorp	05/16/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Interstate BancSystem, Inc.	05/25/2022	Management	1	Yes	Elect Director Stephen B. Bowman	For	For	For	For	A vote FOR the director nominees is warranted.
First Interstate BancSystem, Inc.	05/25/2022	Management	2	Yes	Elect Director Frances P. Grieb	For	For	For	For	A vote FOR the director nominees is warranted.
First Interstate BancSystem, Inc.	05/25/2022	Management	3	Yes	Elect Director Stephen M. Lacy	For	For	For	For	A vote FOR the director nominees is warranted.
First Interstate BancSystem, Inc.	05/25/2022	Management	4	Yes	Elect Director Joyce A. Phillips	For	For	For	For	A vote FOR the director nominees is warranted.
First Interstate BancSystem, Inc.	05/25/2022	Management	5	Yes	Elect Director Jonathan R. Scott	For	For	For	For	A vote FOR the director nominees is warranted.
First Interstate BancSystem, Inc.	05/25/2022	Management	6	Yes	Elect Director James P. Brannen	For	For	For	For	A vote FOR the director nominees is warranted.
First Interstate BancSystem, Inc.	05/25/2022	Management	7	Yes	Elect Director Thomas E. Henning	For	For	For	For	A vote FOR the director nominees is warranted.
First Interstate BancSystem, Inc.	05/25/2022	Management	8	Yes	Elect Director Daniel A. Rykhus	For	For	For	For	A vote FOR the director nominees is warranted.
First Interstate BancSystem, Inc.	05/25/2022	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Merchants Corporation	05/10/2022	Management	1	Yes	Elect Director F. Howard Halderman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Charles Schalliol, F. Howard Halderman, and Clark Kellogg for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. WITHHOLD votes for non-independent nominees Charles Schalliol, F. Howard Halderman and Michael Rechin are warranted for lack of a majority independent board. WITHHOLD votes for Charles Schalliol and F. Howard Halderman are also warranted for serving as non-independent members of a key board committee.
First Merchants Corporation	05/10/2022	Management	2	Yes	Elect Director Clark C. Kellogg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Charles Schalliol, F. Howard Halderman, and Clark Kellogg for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. WITHHOLD votes for non-independent nominees Charles Schalliol, F. Howard Halderman and Michael Rechin are warranted for lack of a majority independent board. WITHHOLD votes for Charles Schalliol and F. Howard Halderman are also warranted for serving as non-independent members of a key board committee.
First Merchants Corporation	05/10/2022	Management	3	Yes	Elect Director Michael C. Rechin	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Charles Schalliol, F. Howard Halderman, and Clark Kellogg for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. WITHHOLD votes for non-independent nominees Charles Schalliol, F. Howard Halderman and Michael Rechin are warranted for lack of a majority independent board. WITHHOLD votes for Charles Schalliol and F. Howard Halderman are also warranted for serving as non-independent members of a key board committee.
First Merchants Corporation	05/10/2022	Management	4	Yes	Elect Director Charles E. Schalliol	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Charles Schalliol, F. Howard Halderman, and Clark Kellogg for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. WITHHOLD votes for non-independent nominees Charles Schalliol, F. Howard Halderman and Michael Rechin are warranted for lack of a majority independent board. WITHHOLD votes for Charles Schalliol and F. Howard Halderman are also warranted for serving as non-independent members of a key board committee.
First Merchants Corporation	05/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned.
First Merchants Corporation	05/10/2022	Management	6	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Mid Bancshares, Inc.	04/27/2022	Management	1	Yes	Elect Director Robert S. Cook	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members Robert Cook and James (Jim) Zimmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Gisele Marcus is warranted at this time.
First Mid Bancshares, Inc.	04/27/2022	Management	2	Yes	Elect Director Gisele A. Marcus	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Robert Cook and James (Jim) Zimmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Gisele Marcus is warranted at this time.
First Mid Bancshares, Inc.	04/27/2022	Management	3	Yes	Elect Director James E. Zimmer	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members Robert Cook and James (Jim) Zimmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR new director nominee Gisele Marcus is warranted at this time.
First Northwest Bancorp	05/24/2022	Management	1	Yes	Elect Director Gabriel S. Galanda	For	For	For	For	A vote FOR all director nominees is warranted.
First Northwest Bancorp	05/24/2022	Management	2	Yes	Elect Director Sherilyn G. Anderson	For	For	For	For	A vote FOR all director nominees is warranted.
First Northwest Bancorp	05/24/2022	Management	3	Yes	Elect Director Dana D. Behar	For	For	For	For	A vote FOR all director nominees is warranted.
First Northwest Bancorp	05/24/2022	Management	4	Yes	Elect Director Cindy H. Finnie	For	For	For	For	A vote FOR all director nominees is warranted.
First Northwest Bancorp	05/24/2022	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and the company's second attempt to achieve passage of this proposal after it failed last year demonstrates a commitment to shareholders' interests on the part of management.
First Northwest Bancorp	05/24/2022	Management	6	Yes	Eliminate Supermajority Voting Provisions	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Northwest Bancorp	05/24/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.
First Northwest Bancorp	05/24/2022	Management	8	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First United Corporation	05/12/2022	Management	1	Yes	Elect Director I. Robert Rudy	For	For	Against	Against	Votes AGAINST Irvin Rudy are warranted for serving as a non-independent member of a key board committee. Votes FOR Hoye Walls III are warranted.
First United Corporation	05/12/2022	Management	2	Yes	Elect Director H. Andrew Walls, III	For	For	For	For	Votes AGAINST Irvin Rudy are warranted for serving as a non-independent member of a key board committee. Votes FOR Hoye Walls III are warranted.
First United Corporation	05/12/2022	Management	3	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that a majority vote requirement to amend the charter would improve shareholder rights.
First United Corporation	05/12/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First United Corporation	05/12/2022	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First United Corporation	05/12/2022	Management	6	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as all covered ballot items warrant shareholder support.
First Western Financial, Inc.	06/08/2022	Management	1	Yes	Elect Director Julie A. Caponi	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	2	Yes	Elect Director Julie A. Courkamp	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	3	Yes	Elect Director David R. Duncan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	4	Yes	Elect Director Thomas A. Gart	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	5	Yes	Elect Director Patrick H. Hamill	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	6	Yes	Elect Director Luke A. Latimer	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	7	Yes	Elect Director Scott C. Mitchell	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	8	Yes	Elect Director Eric D. Sipl	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	9	Yes	Elect Director Mark L. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	10	Yes	Elect Director Scott C. Wylie	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	11	Yes	Elect Director Joseph C. Zimlich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipl and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/08/2022	Management	12	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FirstCash Holdings, Inc.	06/16/2022	Management	1	Yes	Elect Director Daniel R. Feehan	For	For	Against	Against	Votes AGAINST non-independent nominee Daniel Feehan are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
FirstCash Holdings, Inc.	06/16/2022	Management	2	Yes	Elect Director Paula K. Garrett	For	For	For	For	Votes AGAINST non-independent nominee Daniel Feehan are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
FirstCash Holdings, Inc.	06/16/2022	Management	3	Yes	Elect Director Marthea Davis	For	For	For	For	Votes AGAINST non-independent nominee Daniel Feehan are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
FirstCash Holdings, Inc.	06/16/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
FirstCash Holdings, Inc.	06/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Five Point Holdings, LLC	05/18/2022	Management	1	Yes	Elect Director William Browning	For	For	For	For	WITHHOLD votes are warranted for Compensation Committee member Michael Rossi. Concerns are raised as the NEOs received sizable discretionary bonuses and solely time-vesting equity awards. A vote FOR director nominee William Browning is warranted.
Five Point Holdings, LLC	05/18/2022	Management	2	Yes	Elect Director Michael Rossi	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Compensation Committee member Michael Rossi. Concerns are raised as the NEOs received sizable discretionary bonuses and solely time-vesting equity awards. A vote FOR director nominee William Browning is warranted.
Five Point Holdings, LLC	05/18/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flagstar Bancorp, Inc.	05/24/2022	Management	1	Yes	Elect Director Alessandro P. DiNello	For	For	For	For	Votes AGAINST Jay Hansen, James Ovenden and David Treadwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flagstar Bancorp, Inc.	05/24/2022	Management	2	Yes	Elect Director Jay J. Hansen	For	For	Against	Against	Votes AGAINST Jay Hansen, James Ovenden and David Treadwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flagstar Bancorp, Inc.	05/24/2022	Management	3	Yes	Elect Director Toan Huynh	For	For	For	For	Votes AGAINST Jay Hansen, James Ovenden and David Treadwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flagstar Bancorp, Inc.	05/24/2022	Management	4	Yes	Elect Director Lori Jordan	For	For	For	For	Votes AGAINST Jay Hansen, James Ovenden and David Treadwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flagstar Bancorp, Inc.	05/24/2022	Management	5	Yes	Elect Director John D. Lewis	For	For	For	For	Votes AGAINST Jay Hansen, James Ovenden and David Treadwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flagstar Bancorp, Inc.	05/24/2022	Management	6	Yes	Elect Director Bruce E. Nyberg	For	For	For	For	Votes AGAINST Jay Hansen, James Ovenden and David Treadwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Flagstar Bancorp, Inc.	05/24/2022	Management	7	Yes	Elect Director James A. Ovenden	For	For	Against	Against	Votes AGAINST Jay Hansen, James Ovenden and David Treadwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flagstar Bancorp, Inc.	05/24/2022	Management	8	Yes	Elect Director Peter Schoels	For	For	For	For	Votes AGAINST Jay Hansen, James Ovenden and David Treadwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flagstar Bancorp, Inc.	05/24/2022	Management	9	Yes	Elect Director David L. Treadwell	For	For	Against	Against	Votes AGAINST Jay Hansen, James Ovenden and David Treadwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flagstar Bancorp, Inc.	05/24/2022	Management	10	Yes	Elect Director Jennifer R. Whip	For	For	For	For	Votes AGAINST Jay Hansen, James Ovenden and David Treadwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flagstar Bancorp, Inc.	05/24/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Flagstar Bancorp, Inc.	05/24/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted because pay and performance are reasonably aligned at this time.
Flowserve Corporation	05/12/2022	Management	1	Yes	Elect Director R. Scott Rowe	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	2	Yes	Elect Director Sujeet Chand	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	3	Yes	Elect Director Ruby R. Chandy	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	4	Yes	Elect Director Gayla J. Delly	For	For	Against	Against	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	5	Yes	Elect Director John R. Friedery	For	For	Against	Against	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	6	Yes	Elect Director John L. Garrison	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	7	Yes	Elect Director Michael C. McMurray	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	8	Yes	Elect Director David E. Roberts	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	9	Yes	Elect Director Carlyn R. Taylor	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company's regular annual and long-term incentive programs appear to be strongly performance-based, with the entire annual incentive and half of the long-term incentive tied to objective and quantifiable performance measures, and below-target payouts under both programs were aligned with the company's performance. However, one-time retention equity grants made to all of the NEOs in FY21 raise significant concerns given that none of the grants are tied to performance conditions, and the grants were in addition to regular LTI awards. Further, the CEO's retention grant significantly elevated his total pay at a time when performance lagged comparators and shareholders experienced losses.
Flowserve Corporation	05/12/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flowserve Corporation	05/12/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
Flushing Financial Corporation	05/17/2022	Management	1	Yes	Elect Director John R. Buran	For	For	Against	Against	Votes AGAINST non-independent nominees John Buran, James Bennett and Douglas Manditch are warranted for lack of a majority independent board. Votes AGAINST James Bennett are also warranted for serving as a non-independent member of a key board committee. A vote FOR Alfred A. DellIBovi is warranted.
Flushing Financial Corporation	05/17/2022	Management	2	Yes	Elect Director James D. Bennett	For	For	Against	Against	Votes AGAINST non-independent nominees John Buran, James Bennett and Douglas Manditch are warranted for lack of a majority independent board. Votes AGAINST James Bennett are also warranted for serving as a non-independent member of a key board committee. A vote FOR Alfred A. DellIBovi is warranted.
Flushing Financial Corporation	05/17/2022	Management	3	Yes	Elect Director Alfred A. DellIBovi	For	For	For	For	Votes AGAINST non-independent nominees John Buran, James Bennett and Douglas Manditch are warranted for lack of a majority independent board. Votes AGAINST James Bennett are also warranted for serving as a non-independent member of a key board committee. A vote FOR Alfred A. DellIBovi is warranted.
Flushing Financial Corporation	05/17/2022	Management	4	Yes	Elect Director Douglas C. Manditch	For	For	Against	Against	Votes AGAINST non-independent nominees John Buran, James Bennett and Douglas Manditch are warranted for lack of a majority independent board. Votes AGAINST James Bennett are also warranted for serving as a non-independent member of a key board committee. A vote FOR Alfred A. DellIBovi is warranted.
Flushing Financial Corporation	05/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements with certain executives that contain a modified single trigger change in control provision, and the auto-accelerated vesting of equity upon a change in control.
Flushing Financial Corporation	05/17/2022	Management	6	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
FONAR Corporation	05/23/2022	Management	1	Yes	Elect Director Raymond V. Damadian	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Raymond Damadian and Claudette Chan are warranted due to the company's lack of formal compensation and nominating committees. A vote FOR the remaining director nominees is warranted.
FONAR Corporation	05/23/2022	Management	2	Yes	Elect Director Claudette J.V. Chan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Raymond Damadian and Claudette Chan are warranted due to the company's lack of formal compensation and nominating committees. A vote FOR the remaining director nominees is warranted.
FONAR Corporation	05/23/2022	Management	3	Yes	Elect Director Ronald G. Lehman	For	For	For	For	WITHHOLD votes for non-independent nominees Raymond Damadian and Claudette Chan are warranted due to the company's lack of formal compensation and nominating committees. A vote FOR the remaining director nominees is warranted.
FONAR Corporation	05/23/2022	Management	4	Yes	Elect Director Richard E. Turk	For	For	For	For	WITHHOLD votes for non-independent nominees Raymond Damadian and Claudette Chan are warranted due to the company's lack of formal compensation and nominating committees. A vote FOR the remaining director nominees is warranted.
FONAR Corporation	05/23/2022	Management	5	Yes	Elect Director John Collins	For	For	For	For	WITHHOLD votes for non-independent nominees Raymond Damadian and Claudette Chan are warranted due to the company's lack of formal compensation and nominating committees. A vote FOR the remaining director nominees is warranted.
FONAR Corporation	05/23/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
FONAR Corporation	05/23/2022	Management	7	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FONAR Corporation	05/23/2022	Management	8	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Forestar Group Inc.	01/24/2022	Management	1	Yes	Elect Director Samuel R. Fuller	For	For	For	For	A vote FOR the director nominees is warranted.
Forestar Group Inc.	01/24/2022	Management	2	Yes	Elect Director Lisa H. Jamieson	For	For	For	For	A vote FOR the director nominees is warranted.
Forestar Group Inc.	01/24/2022	Management	3	Yes	Elect Director G.F. (Rick) Ringler, III	For	For	For	For	A vote FOR the director nominees is warranted.
Forestar Group Inc.	01/24/2022	Management	4	Yes	Elect Director Donald C. Spitzer	For	For	For	For	A vote FOR the director nominees is warranted.
Forestar Group Inc.	01/24/2022	Management	5	Yes	Elect Director Donald J. Tomnitz	For	For	For	For	A vote FOR the director nominees is warranted.
Forestar Group Inc.	01/24/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Forestar Group Inc.	01/24/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Forma Therapeutics Holdings, Inc.	06/08/2022	Management	1	Yes	Elect Director Peter Wirth	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Peter Wirth and Timothy (Tim) Clackson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Timothy (Tim) Clackson are further warranted for serving on more than two public boards while serving as a CEO of an outside company.



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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommendation	Recommendation	Recommendation		
Forma Therapeutics Holdings, Inc.	06/08/2022	Management	2	Yes	Elect Director Timothy P. Clackson	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Peter Wirth and Timothy (Tim) Clackson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Timothy (Tim) Clackson are further warranted for serving on more than two public boards while serving as a CEO of an outside company.
Forma Therapeutics Holdings, Inc.	06/08/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Forma Therapeutics Holdings, Inc.	06/08/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Forma Therapeutics Holdings, Inc.	06/08/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FormFactor, Inc.	05/27/2022	Management	1	Yes	Elect Director Lothar Maier	For	For	Against	Against	Votes AGAINST Lothar Maier are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FormFactor, Inc.	05/27/2022	Management	2	Yes	Elect Director Sheri Rhodes	For	For	For	For	Votes AGAINST Lothar Maier are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FormFactor, Inc.	05/27/2022	Management	3	Yes	Elect Director Jorge Titingier	For	For	For	For	Votes AGAINST Lothar Maier are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FormFactor, Inc.	05/27/2022	Management	4	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
FormFactor, Inc.	05/27/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
FormFactor, Inc.	05/27/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FormFactor, Inc.	05/27/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
FormFactor, Inc.	05/27/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Forrester Research, Inc.	05/10/2022	Management	1	Yes	Elect Director Jean M. Birch	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/10/2022	Management	2	Yes	Elect Director David Boyce	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/10/2022	Management	3	Yes	Elect Director Neil Bradford	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/10/2022	Management	4	Yes	Elect Director George F. Colony	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/10/2022	Management	5	Yes	Elect Director Anthony Friscia	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/10/2022	Management	6	Yes	Elect Director Robert M. Galford	For	For	Withhold	Withhold	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/10/2022	Management	7	Yes	Elect Director Warren Romine	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/10/2022	Management	8	Yes	Elect Director Gretchen G. Teichgraeber	For	For	Withhold	Withhold	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/10/2022	Management	9	Yes	Elect Director Yvonne Wassenaar	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/10/2022	Management	10	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Forrester Research, Inc.	05/10/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Forrester Research, Inc.	05/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Fortitude Gold Corp.	05/18/2022	Management	1	Yes	Elect Director Jason D. Reid	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jason Reid are warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and due to the company's lack of formal compensation and nominating committees. A vote FOR Bill M. Conrad is warranted.
Fortitude Gold Corp.	05/18/2022	Management	2	Yes	Elect Director Bill M. Conrad	For	For	For	For	WITHHOLD votes for non-independent nominee Jason Reid are warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and due to the company's lack of formal compensation and nominating committees. A vote FOR Bill M. Conrad is warranted.
Fortitude Gold Corp.	05/18/2022	Management	3	Yes	Ratify Haynie & Company as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Forum Energy Technologies, Inc.	05/10/2022	Management	1	Yes	Elect Director C. Christopher Gaut	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee C. Christopher (Cris) Gaut are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Forum Energy Technologies, Inc.	05/10/2022	Management	2	Yes	Elect Director Louis A. Raspino, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominee C. Christopher (Cris) Gaut are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Forum Energy Technologies, Inc.	05/10/2022	Management	3	Yes	Elect Director Emily Reichert	For	For	For	For	WITHHOLD votes for non-independent nominee C. Christopher (Cris) Gaut are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Forum Energy Technologies, Inc.	05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance misalignment concerns are sufficiently mitigated at this time given that a substantial portion of the short-term and long-term incentive programs consist of performance-conditioned awards.
Forum Energy Technologies, Inc.	05/10/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Forum Energy Technologies, Inc.	05/10/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Forward Air Corporation	05/10/2022	Management	1	Yes	Elect Director Ronald W. Allen	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/10/2022	Management	2	Yes	Elect Director Ana B. Amicarella	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/10/2022	Management	3	Yes	Elect Director Valerie A. Bonebrake	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/10/2022	Management	4	Yes	Elect Director C. Robert Campbell	For	For	Withhold	Withhold	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/10/2022	Management	5	Yes	Elect Director R. Craig Carlock	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/10/2022	Management	6	Yes	Elect Director G. Michael Lynch	For	For	Withhold	Withhold	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/10/2022	Management	7	Yes	Elect Director George S. Mayes, Jr.	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/10/2022	Management	8	Yes	Elect Director Chitra Nayak	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/10/2022	Management	9	Yes	Elect Director Scott M. Niswonger	For	Withhold	Withhold	Withhold	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/10/2022	Management	10	Yes	Elect Director Javier Polit	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction		
										Voting Policy Rationale	
Forward Air Corporation	05/10/2022	Management	11	Yes	Elect Director Richard H. Roberts	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Forward Air Corporation	05/10/2022	Management	12	Yes	Elect Director Thomas Schmitt	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Forward Air Corporation	05/10/2022	Management	13	Yes	Elect Director Laurie A. Tucker	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Forward Air Corporation	05/10/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Forward Air Corporation	05/10/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Certain factors have been identified that mitigate a quantitative pay-for-performance misalignment for the year under review. Annual and long-term incentives are overall predominantly tied to objective performance measures, and the primary annual incentive metric appears rigorous. Payouts under both the annual and long-term incentive programs are supported by the company's strong TSR and financial performance. Continued monitoring of the CEO's pay outcomes is warranted given his relatively high pay opportunities.	
Fox Factory Holding Corp.	05/06/2022	Management	1	Yes	Elect Director Thomas E. Duncan	For	For	For	For	A vote FOR the director nominees is warranted.	
Fox Factory Holding Corp.	05/06/2022	Management	2	Yes	Elect Director Jean H. Hlay	For	For	For	For	A vote FOR the director nominees is warranted.	
Fox Factory Holding Corp.	05/06/2022	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Fox Factory Holding Corp.	05/06/2022	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Fox Factory Holding Corp.	05/06/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Franchise Group, Inc.	05/17/2022	Management	1	Yes	Elect Director Matthew Avril	For	For	For	For	A vote FOR all director nominees is warranted.	
Franchise Group, Inc.	05/17/2022	Management	2	Yes	Elect Director Cynthia S. Dubin	For	For	For	For	A vote FOR all director nominees is warranted.	
Franchise Group, Inc.	05/17/2022	Management	3	Yes	Elect Director Lisa M. Fairfax	For	For	For	For	A vote FOR all director nominees is warranted.	
Franchise Group, Inc.	05/17/2022	Management	4	Yes	Elect Director Thomas Herskovits	For	For	For	For	A vote FOR all director nominees is warranted.	
Franchise Group, Inc.	05/17/2022	Management	5	Yes	Elect Director Brian R. Kahn	For	For	For	For	A vote FOR all director nominees is warranted.	
Franchise Group, Inc.	05/17/2022	Management	6	Yes	Elect Director Gary S. Rich	For	For	For	For	A vote FOR all director nominees is warranted.	
Franchise Group, Inc.	05/17/2022	Management	7	Yes	Elect Director Nanhi Singh	For	For	For	For	A vote FOR all director nominees is warranted.	
Franchise Group, Inc.	05/17/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal given that pay and performance are reasonably aligned.	
Franchise Group, Inc.	05/17/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Franklin Covey Co.	01/14/2022	Management	1	Yes	Elect Director Anne H. Chow	For	For	For	For	WITHHOLD votes for Donald McNamara are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
Franklin Covey Co.	01/14/2022	Management	2	Yes	Elect Director Craig Cuffie	For	For	For	For	WITHHOLD votes for Donald McNamara are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
Franklin Covey Co.	01/14/2022	Management	3	Yes	Elect Director Donald J. McNamara	For	For	Withhold	Withhold	WITHHOLD votes for Donald McNamara are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
Franklin Covey Co.	01/14/2022	Management	4	Yes	Elect Director Joel C. Peterson	For	For	For	For	WITHHOLD votes for Donald McNamara are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
Franklin Covey Co.	01/14/2022	Management	5	Yes	Elect Director Nancy Phillips	For	For	For	For	WITHHOLD votes for Donald McNamara are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
Franklin Covey Co.	01/14/2022	Management	6	Yes	Elect Director Derek C.M. van Bever	For	For	For	For	WITHHOLD votes for Donald McNamara are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
Franklin Covey Co.	01/14/2022	Management	7	Yes	Elect Director Robert A. Whitman	For	For	For	For	WITHHOLD votes for Donald McNamara are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
Franklin Covey Co.	01/14/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Franklin Covey Co.	01/14/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Franklin Covey Co.	01/14/2022	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and" The company's three-year average burn rate is excessive.	
Franklin Electric Co., Inc.	05/06/2022	Management	1	Yes	Elect Director Renee J. Peterson	For	For	For	For	A vote FOR all director nominees is warranted.	
Franklin Electric Co., Inc.	05/06/2022	Management	2	Yes	Elect Director Jennifer L. Sherman	For	For	For	For	A vote FOR all director nominees is warranted.	
Franklin Electric Co., Inc.	05/06/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Franklin Electric Co., Inc.	05/06/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Frequency Therapeutics, Inc.	06/21/2022	Management	1	Yes	Elect Director Timothy J. Barberich	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Timothy (Tim) Barberich and Robert Langer Jr.: " given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; " for the board's failure to address the majority withhold vote with respect to the re-election of Kevin Finnerty at last year's annual meeting; and " in their capacity as members of the Compensation Committee due to a pay-for-performance misalignment. Bonuses paid out to NEOs were largely discretionary and LTI awards lack performance criteria, with RSUs granted to certain NEOs having a relatively short vesting period. WITHHOLD votes for Robert Langer Jr. are also warranted for serving as a non-independent member of a key board committee, and for serving as a director on more than four public company boards.	
Frequency Therapeutics, Inc.	06/21/2022	Management	2	Yes	Elect Director Robert S. Langer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Timothy (Tim) Barberich and Robert Langer Jr.: " given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; " for the board's failure to address the majority withhold vote with respect to the re-election of Kevin Finnerty at last year's annual meeting; and " in their capacity as members of the Compensation Committee due to a pay-for-performance misalignment. Bonuses paid out to NEOs were largely discretionary and LTI awards lack performance criteria, with RSUs granted to certain NEOs having a relatively short vesting period. WITHHOLD votes for Robert Langer Jr. are also warranted for serving as a non-independent member of a key board committee, and for serving as a director on more than four public company boards.	
Frequency Therapeutics, Inc.	06/21/2022	Management	3	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Fresh Del Monte Produce Inc.	06/02/2022	Management	1	Yes	Elect Director Amir Abu-Ghazaleh	For	For	Against	Against	Votes AGAINST non-independent nominee Amir Abu-Ghazaleh are warranted for lack of a majority independent board. Votes AGAINST audit committee member Mary Ann Cloyd are warranted in light of the material risk associated with the significant number of pledged shares by the CEO and a non-independent director. A vote FOR Charles Beard Jr. is warranted.	
Fresh Del Monte Produce Inc.	06/02/2022	Management	2	Yes	Elect Director Mary Ann Cloyd	For	Against	Against	Against	Votes AGAINST non-independent nominee Amir Abu-Ghazaleh are warranted for lack of a majority independent board. Votes AGAINST audit committee member Mary Ann Cloyd are warranted in light of the material risk associated with the significant number of pledged shares by the CEO and a non-independent director. A vote FOR Charles Beard Jr. is warranted.	
Fresh Del Monte Produce Inc.	06/02/2022	Management	3	Yes	Elect Director Charles Beard, Jr.	For	For	For	For	Votes AGAINST non-independent nominee Amir Abu-Ghazaleh are warranted for lack of a majority independent board. Votes AGAINST audit committee member Mary Ann Cloyd are warranted in light of the material risk associated with the significant number of pledged shares by the CEO and a non-independent director. A vote FOR Charles Beard Jr. is warranted.	
Fresh Del Monte Produce Inc.	06/02/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Fresh Del Monte Produce Inc.	06/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted: " The company maintains agreements that contain excise tax gross-up provisions and excessive severance basis; and " The company provided a large life insurance perquisite to the CEO.	
Fresh Del Monte Produce Inc.	06/02/2022	Management	6	Yes	Amend Articles of Association	For	For	For	For	A vote FOR this proposal is warranted. The proposed changes appear to be primarily administrative in nature, and do not adversely reflect the rights or abilities of shareholders.	
Fresh Del Monte Produce Inc.	06/02/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Frontdoor, Inc.	05/11/2022	Management	1	Yes	Elect Director William C. Cobb	For	For	For	For	A vote FOR all director nominees is warranted.	
Frontdoor, Inc.	05/11/2022	Management	2	Yes	Elect Director D. Steve Boland	For	For	For	For	A vote FOR all director nominees is warranted.	
Frontdoor, Inc.	05/11/2022	Management	3	Yes	Elect Director Anna C. Catalano	For	For	For	For	A vote FOR all director nominees is warranted.	
Frontdoor, Inc.	05/11/2022	Management	4	Yes	Elect Director Peter L. Cella	For	For	For	For	A vote FOR all director nominees is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Instruction
			Number	Recommend		Recommend	Recommend			
Frontdoor, Inc.	05/11/2022	Management	5	Yes	Elect Director Christopher L. Clipper	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	6	Yes	Elect Director Richard P. Fox	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	7	Yes	Elect Director Brian P. McAndrews	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	8	Yes	Elect Director Liane J. Pelletier	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	9	Yes	Elect Director Rexford J. Tibbens	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Frontdoor, Inc.	05/11/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
FRP Holdings, Inc.	05/11/2022	Management	1	Yes	Elect Director John D. Baker, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Harold (Mike) Shad III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III, Harold (Mike) Shad III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/11/2022	Management	2	Yes	Elect Director Charles E. Commander, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Harold (Mike) Shad III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III, Harold (Mike) Shad III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/11/2022	Management	3	Yes	Elect Director H.W. 'Mike' Shad, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Harold (Mike) Shad III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III, Harold (Mike) Shad III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/11/2022	Management	4	Yes	Elect Director Martin E. 'Hap' Stein, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Harold (Mike) Shad III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III, Harold (Mike) Shad III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/11/2022	Management	5	Yes	Elect Director John S. Surface	For	For	For	For	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Harold (Mike) Shad III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III, Harold (Mike) Shad III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/11/2022	Management	6	Yes	Elect Director Nicole B. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Harold (Mike) Shad III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III, Harold (Mike) Shad III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/11/2022	Management	7	Yes	Elect Director William H. Walton, III	For	For	For	For	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Harold (Mike) Shad III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III, Harold (Mike) Shad III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/11/2022	Management	8	Yes	Elect Director Margaret B. Wetherbee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Harold (Mike) Shad III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III, Harold (Mike) Shad III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/11/2022	Management	9	Yes	Ratify Hancock Askew & Co., LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FRP Holdings, Inc.	05/11/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
FS Bancorp, Inc.	05/26/2022	Management	1	Yes	Elect Director Ted A. Leech	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Ted Leech are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. A vote FOR Marina Cofer-Wildsmith is warranted.
FS Bancorp, Inc.	05/26/2022	Management	2	Yes	Elect Director Marina Cofer-Wildsmith	For	For	For	For	WITHHOLD votes for non-independent nominee Ted Leech are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. A vote FOR Marina Cofer-Wildsmith is warranted.
FS Bancorp, Inc.	05/26/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's change-in-control agreements with certain executives provide for single-trigger cash severance payment. Furthermore, equity awards to the CEO in the most recent fiscal year lack performance vesting conditions.
FS Bancorp, Inc.	05/26/2022	Management	4	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted given that the number of shares reserved would cause excessive voting power dilution.
FS Bancorp, Inc.	05/26/2022	Management	5	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FTI Consulting, Inc.	06/01/2022	Management	1	Yes	Elect Director Brenda J. Bacon	For	For	Withhold	Withhold	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	2	Yes	Elect Director Mark S. Bartlett	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	3	Yes	Elect Director Claudio Costamagna	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	4	Yes	Elect Director Vernon Ellis	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	5	Yes	Elect Director Nicholas C. Fanandakis	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	6	Yes	Elect Director Steven H. Gunby	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	7	Yes	Elect Director Gerard E. Holthaus	For	For	Withhold	Withhold	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	8	Yes	Elect Director Nicole S. Jones	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	9	Yes	Elect Director Stephen C. Robinson	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	10	Yes	Elect Director Laureen E. Seeger	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FTI Consulting, Inc.	06/01/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
FTS International, Inc.	03/03/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The consideration represents a near-zero premium to FTSI's share price at announcement and a discount to the historical trading multiple of FTSI shares. However, the offer price is a double-digit premium to the post-bankruptcy VWAP of FTSI shares through the unaffected date, the process was adequate, and the cash form of consideration provides certainty of value and liquidity to FTSI shareholders. On balance, support FOR the transaction is warranted.
FTS International, Inc.	03/03/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although unvested equity awards are subject to single-trigger vesting, performance awards are not expected to be earned. Further, cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable.
FTS International, Inc.	03/03/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	1	Yes	Elect Director Jennifer Craighead Carey	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FULTON FINANCIAL CORPORATION	05/17/2022	Management	2	Yes	Elect Director Lisa Crutchfield	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	3	Yes	Elect Director Denise L. Devine	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	4	Yes	Elect Director Steven S. Etter	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	5	Yes	Elect Director George W. Hodges	For	For	Against	Against	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	6	Yes	Elect Director George K. Martin	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	7	Yes	Elect Director James R. Moxley, III	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	8	Yes	Elect Director Curtis J. Myers	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	9	Yes	Elect Director Antoinette M. Pergolin	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	10	Yes	Elect Director Scott A. Snyder	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	11	Yes	Elect Director Ronald H. Spair	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	12	Yes	Elect Director Mark F. Strauss	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	13	Yes	Elect Director E. Philip Wenger	For	For	For	For	Votes AGAINST George Hodges are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
FULTON FINANCIAL CORPORATION	05/17/2022	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Funko, Inc.	05/24/2022	Management	1	Yes	Elect Director Michael Lunsford	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominee Michael (Mike) Lunsford are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR new director nominee Andrew Perlmutter is warranted.
Funko, Inc.	05/24/2022	Management	2	Yes	Elect Director Andrew Perlmutter	For	For	For	For	WITHHOLD votes for incumbent director nominee Michael (Mike) Lunsford are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR new director nominee Andrew Perlmutter is warranted.
Funko, Inc.	05/24/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
G-III Apparel Group, Ltd.	06/09/2022	Management	1	Yes	Elect Director Morris Goldfarb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	2	Yes	Elect Director Sammy Aaron	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	3	Yes	Elect Director Thomas J. Brosig	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	4	Yes	Elect Director Alan Feller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	5	Yes	Elect Director Jeffrey Goldfarb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	6	Yes	Elect Director Victor Herrero	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	7	Yes	Elect Director Robert L. Johnson	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
G-III Apparel Group, Ltd.	06/09/2022	Management	8	Yes	Elect Director Patti H. Ongman	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	9	Yes	Elect Director Laura Pomerantz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	10	Yes	Elect Director Cheryl L. Vitali	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	11	Yes	Elect Director Lisa Warner Wardell	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	12	Yes	Elect Director Richard White	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb and Laura Pomerantz are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller and Laura Pomerantz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent compensation committee members Richard White and Laura Pomerantz are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/09/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's failed say-on-pay vote, the committee demonstrated only limited responsiveness to shareholder concerns, with changes to the compensation program failing to address the major shareholder concerns regarding the structure and magnitude of annual bonuses and total compensation for CEO Goldfarb and NEO Aaron. Further concerns are raised by the pay program for the year in review. Although the committee implemented formulaic bonuses for two NEOs, disclosure of metric goals and payout formulas was incomplete, and CEO Goldfarb and NEO Aaron earned significantly outsized annual bonuses paid partially in fully-vested stock subject to relatively short holding periods. Although the committee modified FY22 long-term incentive awards from entirely time-vesting to half performance-based, forward-looking metrics were not disclosed. Lastly, concerns remain with respect to the large life insurance perquisite provided to the CEO.
G-III Apparel Group, Ltd.	06/09/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
G-III Apparel Group, Ltd.	06/09/2022	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Gaia, Inc.	04/28/2022	Management	1	Yes	Elect Director Jirka Rysavy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Jirka Rysavy and James Colquhoun are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James Colquhoun are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank, and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Gaia, Inc.	04/28/2022	Management	2	Yes	Elect Director Kristin Frank	For	For	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Jirka Rysavy and James Colquhoun are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James Colquhoun are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank, and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Gaia, Inc.	04/28/2022	Management	3	Yes	Elect Director James Colquhoun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Jirka Rysavy and James Colquhoun are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James Colquhoun are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank, and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Gaia, Inc.	04/28/2022	Management	4	Yes	Elect Director David Maisel	For	For	For	For	WITHHOLD votes for non-independent director nominees Jirka Rysavy and James Colquhoun are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James Colquhoun are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank, and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Gaia, Inc.	04/28/2022	Management	5	Yes	Elect Director Keyur Patel	For	For	For	For	WITHHOLD votes for non-independent director nominees Jirka Rysavy and James Colquhoun are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James Colquhoun are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank, and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Gaia, Inc.	04/28/2022	Management	6	Yes	Elect Director Paul Sutherland	For	For	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Jirka Rysavy and James Colquhoun are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James Colquhoun are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank, and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Gaia, Inc.	04/28/2022	Management	7	Yes	Elect Director Anaal Udaybabu	For	For	For	For	WITHHOLD votes for non-independent director nominees Jirka Rysavy and James Colquhoun are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for James Colquhoun are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank, and Paul Sutherland are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	
			Number	Proposal		Recommendation	Recommendation	Recommendation		
Voting Policy Rationale										
GAMCO Investors, Inc.	06/02/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Garrett Motion Inc.	05/26/2022	Management	1	Yes	Elect Director Daniel Ninivaggi	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/26/2022	Management	2	Yes	Elect Director Olivier Rabiller	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/26/2022	Management	3	Yes	Elect Director D'aun Norman	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/26/2022	Management	4	Yes	Elect Director John Petry	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/26/2022	Management	5	Yes	Elect Director Tina Pierce	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/26/2022	Management	6	Yes	Elect Director Robert Shanks	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/26/2022	Management	7	Yes	Elect Director Steven Silver	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/26/2022	Management	8	Yes	Elect Director Julia Stevn	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/26/2022	Management	9	Yes	Elect Director Steven Tesoriere	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion Inc.	05/26/2022	Management	10	Yes	Ratify Deloitte SA as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Garrett Motion Inc.	05/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A review of the company's executive pay program does not raise significant concerns at this time. Therefore, support FOR this proposal is warranted.
GCP Applied Technologies Inc.	03/08/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	* The sales process was competitive, the merger consideration is a 37.1 percent premium to the unaffected date price and a 5.2 percent premium to GCP's three-year high price before the unaffected date, there is a potential downside risk of non-approval, and the cash form of consideration provides liquidity and certainty of value. As such, support FOR the transaction is warranted.* Support is also warranted for the golden parachute compensation proposal. While equity awards will automatically vest upon the merger, cash severance is double trigger and reasonably based. Further, no problematic excise tax gross-ups are payable.
GCP Applied Technologies Inc.	03/08/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
GCP Applied Technologies Inc.	03/08/2022	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While equity awards, including performance shares, will be automatically accelerated upon the merger close, cash severance is double trigger and of a reasonable basis. Further, no excise tax gross-ups are payable.
GCP Applied Technologies Inc.	05/03/2022	Management	1	Yes	Elect Director Simon M. Bates	For	For	For	For	Votes AGAINST nominating committee chair Robert Yanker are warranted for an apparent lack of racial or ethnic diversity on the board. Votes AGAINST governance committee members Janet Giesselman, Marran Ogilvie, Linda Welty, and Robert Yanker are warranted, due to the board's unilateral adoption of a federal forum selection bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
GCP Applied Technologies Inc.	05/03/2022	Management	2	Yes	Elect Director Peter A. Feld	For	For	For	For	Votes AGAINST nominating committee chair Robert Yanker are warranted for an apparent lack of racial or ethnic diversity on the board. Votes AGAINST governance committee members Janet Giesselman, Marran Ogilvie, Linda Welty, and Robert Yanker are warranted, due to the board's unilateral adoption of a federal forum selection bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
GCP Applied Technologies Inc.	05/03/2022	Management	3	Yes	Elect Director Janet Plaut Giesselman	For	For	Against	Against	Votes AGAINST nominating committee chair Robert Yanker are warranted for an apparent lack of racial or ethnic diversity on the board. Votes AGAINST governance committee members Janet Giesselman, Marran Ogilvie, Linda Welty, and Robert Yanker are warranted, due to the board's unilateral adoption of a federal forum selection bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
GCP Applied Technologies Inc.	05/03/2022	Management	4	Yes	Elect Director Clay H. Kiefaber	For	For	For	For	Votes AGAINST nominating committee chair Robert Yanker are warranted for an apparent lack of racial or ethnic diversity on the board. Votes AGAINST governance committee members Janet Giesselman, Marran Ogilvie, Linda Welty, and Robert Yanker are warranted, due to the board's unilateral adoption of a federal forum selection bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
GCP Applied Technologies Inc.	05/03/2022	Management	5	Yes	Elect Director Armand F. Lauzon	For	For	For	For	Votes AGAINST nominating committee chair Robert Yanker are warranted for an apparent lack of racial or ethnic diversity on the board. Votes AGAINST governance committee members Janet Giesselman, Marran Ogilvie, Linda Welty, and Robert Yanker are warranted, due to the board's unilateral adoption of a federal forum selection bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
GCP Applied Technologies Inc.	05/03/2022	Management	6	Yes	Elect Director Marran H. Ogilvie	For	For	Against	Against	Votes AGAINST nominating committee chair Robert Yanker are warranted for an apparent lack of racial or ethnic diversity on the board. Votes AGAINST governance committee members Janet Giesselman, Marran Ogilvie, Linda Welty, and Robert Yanker are warranted, due to the board's unilateral adoption of a federal forum selection bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
GCP Applied Technologies Inc.	05/03/2022	Management	7	Yes	Elect Director Andrew M. Ross	For	For	For	For	Votes AGAINST nominating committee chair Robert Yanker are warranted for an apparent lack of racial or ethnic diversity on the board. Votes AGAINST governance committee members Janet Giesselman, Marran Ogilvie, Linda Welty, and Robert Yanker are warranted, due to the board's unilateral adoption of a federal forum selection bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
GCP Applied Technologies Inc.	05/03/2022	Management	8	Yes	Elect Director Linda J. Welty	For	For	Against	Against	Votes AGAINST nominating committee chair Robert Yanker are warranted for an apparent lack of racial or ethnic diversity on the board. Votes AGAINST governance committee members Janet Giesselman, Marran Ogilvie, Linda Welty, and Robert Yanker are warranted, due to the board's unilateral adoption of a federal forum selection bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
GCP Applied Technologies Inc.	05/03/2022	Management	9	Yes	Elect Director Robert H. Yanker	For	For	Against	Against	Votes AGAINST nominating committee chair Robert Yanker are warranted for an apparent lack of racial or ethnic diversity on the board. Votes AGAINST governance committee members Janet Giesselman, Marran Ogilvie, Linda Welty, and Robert Yanker are warranted, due to the board's unilateral adoption of a federal forum selection bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
GCP Applied Technologies Inc.	05/03/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
GCP Applied Technologies Inc.	05/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted and pay and performance are reasonably aligned at this time. Shareholders should note that the compensation committee determined to remove the 2021 AIP's gateway performance metric in light of raw material and logistic costs due to inflation and the global pandemic, but capped bonus payouts at 40 percent of target. In addition, the company accelerated bonus payments and payout of equity awards to take advantage of tax planning opportunities, in anticipation of the company's acquisition later this year. However, they are subject to repayment if the NEOs' employment is terminated for cause/without good reason prior to the date that these otherwise would have been settled.
Genasys Inc.	03/15/2022	Management	1	Yes	Elect Director Richard H. Osgood, III	For	For	For	For	WITHHOLD votes for Laura Clague are warranted for serving as a non-independent member of a key board committee.Votes FOR the remaining director nominees are warranted.
Genasys Inc.	03/15/2022	Management	2	Yes	Elect Director Richard S. Danforth	For	For	For	For	WITHHOLD votes for Laura Clague are warranted for serving as a non-independent member of a key board committee.Votes FOR the remaining director nominees are warranted.
Genasys Inc.	03/15/2022	Management	3	Yes	Elect Director Scott L. Anchin	For	For	For	For	WITHHOLD votes for Laura Clague are warranted for serving as a non-independent member of a key board committee.Votes FOR the remaining director nominees are warranted.
Genasys Inc.	03/15/2022	Management	4	Yes	Elect Director Laura M. Clague	For	For	Withhold	Withhold	WITHHOLD votes for Laura Clague are warranted for serving as a non-independent member of a key board committee.Votes FOR the remaining director nominees are warranted.
Genasys Inc.	03/15/2022	Management	5	Yes	Elect Director Susan Lee	For	For	For	For	WITHHOLD votes for Laura Clague are warranted for serving as a non-independent member of a key board committee.Votes FOR the remaining director nominees are warranted.
Genasys Inc.	03/15/2022	Management	6	Yes	Elect Director Caltha Seymour	For	For	For	For	WITHHOLD votes for Laura Clague are warranted for serving as a non-independent member of a key board committee.Votes FOR the remaining director nominees are warranted.
Genasys Inc.	03/15/2022	Management	7	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Genasys Inc.	03/15/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Genco Shipping & Trading Limited	05/16/2022	Management	1	Yes	Elect Director James G. Dolphin	For	For	For	For	Votes FOR the remaining nominees are warranted.
Genco Shipping & Trading Limited	05/16/2022	Management	2	Yes	Elect Director Kathleen C. Haines	For	For	For	For	Votes FOR the remaining nominees are warranted.
Genco Shipping & Trading Limited	05/16/2022	Management	3	Yes	Elect Director Basil G. Mavroleon	For	For	For	For	Votes FOR the remaining nominees are warranted.
Genco Shipping & Trading Limited	05/16/2022	Management	4	Yes	Elect Director Karin Y. Orsel	For	For	For	For	Votes FOR the remaining nominees are warranted.
Genco Shipping & Trading Limited	05/16/2022	Management	5	Yes	Elect Director Arthur L. Regan	For	For	For	For	Votes FOR the remaining nominees are warranted.
Genco Shipping & Trading Limited	05/16/2022	Management	6	Yes	Elect Director Bao D. Truong	For	For	For	For	Votes FOR the remaining nominees are warranted.
Genco Shipping & Trading Limited	05/16/2022	Management	7	Yes	Elect Director John C. Wobensmith	For	For	For	For	Votes FOR the remaining nominees are warranted.
Genco Shipping & Trading Limited	05/16/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale	
					Recommendation	Recommendation	Recommendation			
Genco Shipping & Trading Limited	05/16/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gencor Industries, Inc.	03/04/2022	Management	1	Yes	Elect Director John G. Coburn	For	For	For	For	A vote FOR director nominee John G. Coburn is warranted.
Gencor Industries, Inc.	03/04/2022	Management	2	Yes	Ratify MSL, P.A. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Genie Energy Ltd.	05/11/2022	Management	1	Yes	Elect Director Howard S. Jonas	For	Against	Against	Against	Votes AGAINST Howard Jonas are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members William Wesley Perry and Alan Rosenthal are also warranted due to problematic pay practices, including modified single-trigger provision and multi-year guaranteed bonus in an existing agreement, auto-accelerated vesting of equity upon a change in control, and a lack of risk mitigators. Votes AGAINST incumbent Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Joyce Mason is warranted.
Genie Energy Ltd.	05/11/2022	Management	2	Yes	Elect Director Joyce J. Mason	For	For	For	For	Votes AGAINST Howard Jonas are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members William Wesley Perry and Alan Rosenthal are also warranted due to problematic pay practices, including modified single-trigger provision and multi-year guaranteed bonus in an existing agreement, auto-accelerated vesting of equity upon a change in control, and a lack of risk mitigators. Votes AGAINST incumbent Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Joyce Mason is warranted.
Genie Energy Ltd.	05/11/2022	Management	3	Yes	Elect Director W. Wesley Perry	For	For	Against	Against	Votes AGAINST Howard Jonas are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members William Wesley Perry and Alan Rosenthal are also warranted due to problematic pay practices, including modified single-trigger provision and multi-year guaranteed bonus in an existing agreement, auto-accelerated vesting of equity upon a change in control, and a lack of risk mitigators. Votes AGAINST incumbent Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Joyce Mason is warranted.
Genie Energy Ltd.	05/11/2022	Management	4	Yes	Elect Director Alan B. Rosenthal	For	For	Against	Against	Votes AGAINST Howard Jonas are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members William Wesley Perry and Alan Rosenthal are also warranted due to problematic pay practices, including modified single-trigger provision and multi-year guaranteed bonus in an existing agreement, auto-accelerated vesting of equity upon a change in control, and a lack of risk mitigators. Votes AGAINST incumbent Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Joyce Mason is warranted.
Genie Energy Ltd.	05/11/2022	Management	5	Yes	Elect Director Allan Sass	For	For	Against	Against	Votes AGAINST Howard Jonas are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members William Wesley Perry and Alan Rosenthal are also warranted due to problematic pay practices, including modified single-trigger provision and multi-year guaranteed bonus in an existing agreement, auto-accelerated vesting of equity upon a change in control, and a lack of risk mitigators. Votes AGAINST incumbent Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Joyce Mason is warranted.
Genprex, Inc.	06/23/2022	Management	1	Yes	Elect Director William R. Wilson, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for William (Will) Wilson Jr. for the following reasons: * for the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. * As an Audit Committee member, for failing to address the material weaknesses in the company's internal controls in consecutive years.
Genprex, Inc.	06/23/2022	Management	2	Yes	Ratify Daszkal Bolton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Genprex, Inc.	06/23/2022	Management	3	Yes	Increase Authorized Common Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the size of the proposed increase in the number of authorized shares of common stock is excessive.
GenTex Corporation	05/19/2022	Management	1	Yes	Elect Director Joseph Anderson	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GenTex Corporation	05/19/2022	Management	2	Yes	Elect Director Leslie Brown	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GenTex Corporation	05/19/2022	Management	3	Yes	Elect Director Steve Downing	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GenTex Corporation	05/19/2022	Management	4	Yes	Elect Director Gary Goode	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GenTex Corporation	05/19/2022	Management	5	Yes	Elect Director James Hollars	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GenTex Corporation	05/19/2022	Management	6	Yes	Elect Director Richard Schaum	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GenTex Corporation	05/19/2022	Management	7	Yes	Elect Director Kathleen Starkoff	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GenTex Corporation	05/19/2022	Management	8	Yes	Elect Director Brian Walker	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GenTex Corporation	05/19/2022	Management	9	Yes	Elect Director Ling Zang	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GenTex Corporation	05/19/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
GenTex Corporation	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
GenTex Corporation	05/19/2022	Management	12	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Gentherm Incorporated	06/02/2022	Management	1	Yes	Elect Director Sophie Desormiere	For	For	Withhold	Withhold	WITHHOLD votes for Sophie Desormiere are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	06/02/2022	Management	2	Yes	Elect Director Phillip M. Eyler	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	06/02/2022	Management	3	Yes	Elect Director Yvonne Hao	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	06/02/2022	Management	4	Yes	Elect Director David Heinzmann	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	06/02/2022	Management	5	Yes	Elect Director Ronald Hundzinski	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	06/02/2022	Management	6	Yes	Elect Director Charles Kummeth	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	06/02/2022	Management	7	Yes	Elect Director Betsy Meter	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	06/02/2022	Management	8	Yes	Elect Director Byron Shaw, II	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	06/02/2022	Management	9	Yes	Elect Director John Stacey	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	06/02/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

					Management		ISS		Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Recommend ation	Recommend ation	Recommend ation	Vote Instruction			
Voting Policy Rationale											
Gentherm Incorporated	06/02/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The company reverted to its pre-pandemic annual incentive program. Although the adjustments caused an overachievement, the compensation committee exercised its discretion to limit the payout to target level. In addition, pay and performance are reasonably aligned at this time.	
Genworth Financial, Inc.	05/19/2022	Management	2	Yes	Elect Director G. Kent Conrad	For	For	For	For	A vote FOR the director nominees is warranted.	
Genworth Financial, Inc.	05/19/2022	Management	3	Yes	Elect Director Karen E. Dyson	For	For	For	For	A vote FOR the director nominees is warranted.	
Genworth Financial, Inc.	05/19/2022	Management	4	Yes	Elect Director Jill R. Goodman	For	For	For	For	A vote FOR the director nominees is warranted.	
Genworth Financial, Inc.	05/19/2022	Management	5	Yes	Elect Director Melina E. Higgins	For	For	For	For	A vote FOR the director nominees is warranted.	
Genworth Financial, Inc.	05/19/2022	Management	6	Yes	Elect Director Thomas J. McInerney	For	For	For	For	A vote FOR the director nominees is warranted.	
Genworth Financial, Inc.	05/19/2022	Management	7	Yes	Elect Director Howard D. Mills, III	For	For	For	For	A vote FOR the director nominees is warranted.	
Genworth Financial, Inc.	05/19/2022	Management	8	Yes	Elect Director Robert P. Restrepo, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.	
Genworth Financial, Inc.	05/19/2022	Management	9	Yes	Elect Director Elaine A. Sarsynski	For	For	For	For	A vote FOR the director nominees is warranted.	
Genworth Financial, Inc.	05/19/2022	Management	10	Yes	Elect Director Ramsey D. Smith	For	For	For	For	A vote FOR the director nominees is warranted.	
Genworth Financial, Inc.	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. There are some concerns regarding STI program structure, LTI goal rigor and severance disclosure, which warrant continued monitoring. However, pay and performance are reasonably aligned for the year in review. In addition, the CEO's equity awards were delivered entirely in performance shares earned based on clearly disclosed multi-year goals.	
Genworth Financial, Inc.	05/19/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Genworth Financial, Inc.	05/19/2022	Shareholder	14	Yes	Management Nominee Karen E. Dyson	Withhold	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Genworth Financial, Inc.	05/19/2022	Shareholder	15	Yes	Management Nominee Jill R. Goodman	Withhold	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Genworth Financial, Inc.	05/19/2022	Shareholder	16	Yes	Management Nominee Melina E. Higgins	Withhold	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Genworth Financial, Inc.	05/19/2022	Shareholder	17	Yes	Management Nominee Robert P. Restrepo, Jr.	Withhold	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Genworth Financial, Inc.	05/19/2022	Shareholder	18	Yes	Management Nominee G. Kent Conrad	None	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Genworth Financial, Inc.	05/19/2022	Shareholder	19	Yes	Management Nominee Thomas J. McInerney	None	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Genworth Financial, Inc.	05/19/2022	Shareholder	20	Yes	Management Nominee Howard D. Mills, III	None	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Genworth Financial, Inc.	05/19/2022	Shareholder	21	Yes	Management Nominee Elaine A. Sarsynski	None	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Genworth Financial, Inc.	05/19/2022	Shareholder	22	Yes	Management Nominee Ramsey D. Smith	None	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Genworth Financial, Inc.	05/19/2022	Management	23	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Genworth Financial, Inc.	05/19/2022	Management	24	Yes	Ratify KPMG LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Geospace Technologies Corporation	02/02/2022	Management	1	Yes	Elect Director Edgar R. Giesinger, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.	
Geospace Technologies Corporation	02/02/2022	Management	2	Yes	Elect Director Gary D. Owens	For	For	For	For	A vote FOR the director nominees is warranted.	
Geospace Technologies Corporation	02/02/2022	Management	3	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Geospace Technologies Corporation	02/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
German American Bancorp, Inc.	05/19/2022	Management	1	Yes	Elect Director Zachary W. Bawel	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Thomas Seger for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
German American Bancorp, Inc.	05/19/2022	Management	2	Yes	Elect Director D. Neil Dauby	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Thomas Seger for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
German American Bancorp, Inc.	05/19/2022	Management	3	Yes	Elect Director Susan J. Ellspermann	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Thomas Seger for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
German American Bancorp, Inc.	05/19/2022	Management	4	Yes	Elect Director Thomas W. Seger	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Thomas Seger for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
German American Bancorp, Inc.	05/19/2022	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Gibraltar Industries, Inc.	05/04/2022	Management	1	Yes	Elect Director Mark G. Barberio	For	For	For	For	Votes FOR the director nominees are warranted.	
Gibraltar Industries, Inc.	05/04/2022	Management	2	Yes	Elect Director William T. Bosway	For	For	For	For	Votes FOR the director nominees are warranted.	
Gibraltar Industries, Inc.	05/04/2022	Management	3	Yes	Elect Director Craig A. Hindman	For	For	For	For	Votes FOR the director nominees are warranted.	
Gibraltar Industries, Inc.	05/04/2022	Management	4	Yes	Elect Director Gwendolyn G. Mizell	For	For	For	For	Votes FOR the director nominees are warranted.	
Gibraltar Industries, Inc.	05/04/2022	Management	5	Yes	Elect Director Linda K. Myers	For	For	For	For	Votes FOR the director nominees are warranted.	
Gibraltar Industries, Inc.	05/04/2022	Management	6	Yes	Elect Director James B. Nish	For	For	For	For	Votes FOR the director nominees are warranted.	
Gibraltar Industries, Inc.	05/04/2022	Management	7	Yes	Elect Director Atlee Valentine Pope	For	For	For	For	Votes FOR the director nominees are warranted.	
Gibraltar Industries, Inc.	05/04/2022	Management	8	Yes	Elect Director Manish H. Shah	For	For	For	For	Votes FOR the director nominees are warranted.	
Gibraltar Industries, Inc.	05/04/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Gibraltar Industries, Inc.	05/04/2022	Management	10	Yes	Amend Non-Employee Director Stock Option Plan	For	For	For	For	Votes FOR the plan are warranted considering the Voting Power Dilution (VPD) is reasonable.	
Gibraltar Industries, Inc.	05/04/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Glacier Bancorp, Inc.	04/27/2022	Management	1	Yes	Elect Director David C. Boyles	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Langel, Sherry Cladouhos, and Douglas McBride are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominating committee members Craig Langel, David Boyles, Robert Cashell Jr., Sherry Cladouhos, Annie Goodwin, Kristen Heck, and Douglas McBride are warranted for lack of racial or ethnic diversity on the board, as the new committee chair has not been identified by the company. A vote FOR the remaining director nominees is warranted.	
Glacier Bancorp, Inc.	04/27/2022	Management	2	Yes	Elect Director Robert A. Cashell, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Langel, Sherry Cladouhos, and Douglas McBride are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominating committee members Craig Langel, David Boyles, Robert Cashell Jr., Sherry Cladouhos, Annie Goodwin, Kristen Heck, and Douglas McBride are warranted for lack of racial or ethnic diversity on the board, as the new committee chair has not been identified by the company. A vote FOR the remaining director nominees is warranted.	
Glacier Bancorp, Inc.	04/27/2022	Management	3	Yes	Elect Director Randall M. Chesler	For	For	For	For	WITHHOLD votes for Craig Langel, Sherry Cladouhos, and Douglas McBride are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominating committee members Craig Langel, David Boyles, Robert Cashell Jr., Sherry Cladouhos, Annie Goodwin, Kristen Heck, and Douglas McBride are warranted for lack of racial or ethnic diversity on the board, as the new committee chair has not been identified by the company. A vote FOR the remaining director nominees is warranted.	
Glacier Bancorp, Inc.	04/27/2022	Management	4	Yes	Elect Director Sherry L. Cladouhos	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Langel, Sherry Cladouhos, and Douglas McBride are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominating committee members Craig Langel, David Boyles, Robert Cashell Jr., Sherry Cladouhos, Annie Goodwin, Kristen Heck, and Douglas McBride are warranted for lack of racial or ethnic diversity on the board, as the new committee chair has not been identified by the company. A vote FOR the remaining director nominees is warranted.	
Glacier Bancorp, Inc.	04/27/2022	Management	5	Yes	Elect Director Annie M. Goodwin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Langel, Sherry Cladouhos, and Douglas McBride are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominating committee members Craig Langel, David Boyles, Robert Cashell Jr., Sherry Cladouhos, Annie Goodwin, Kristen Heck, and Douglas McBride are warranted for lack of racial or ethnic diversity on the board, as the new committee chair has not been identified by the company. A vote FOR the remaining director nominees is warranted.	
Glacier Bancorp, Inc.	04/27/2022	Management	6	Yes	Elect Director Kristen L. Heck	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Langel, Sherry Cladouhos, and Douglas McBride are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominating committee members Craig Langel, David Boyles, Robert Cashell Jr., Sherry Cladouhos, Annie Goodwin, Kristen Heck, and Douglas McBride are warranted for lack of racial or ethnic diversity on the board, as the new committee chair has not been identified by the company. A vote FOR the remaining director nominees is warranted.	
Glacier Bancorp, Inc.	04/27/2022	Management	7	Yes	Elect Director Michael B. Hormaechea	For	For	For	For	WITHHOLD votes for Craig Langel, Sherry Cladouhos, and Douglas McBride are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominating committee members Craig Langel, David Boyles, Robert Cashell Jr., Sherry Cladouhos, Annie Goodwin, Kristen Heck, and Douglas McBride are warranted for lack of racial or ethnic diversity on the board, as the new committee chair has not been identified by the company. A vote FOR the remaining director nominees is warranted.	
Glacier Bancorp, Inc.	04/27/2022	Management	8	Yes	Elect Director Craig A. Langel	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Langel, Sherry Cladouhos, and Douglas McBride are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominating committee members Craig Langel, David Boyles, Robert Cashell Jr., Sherry Cladouhos, Annie Goodwin, Kristen Heck, and Douglas McBride are warranted for lack of racial or ethnic diversity on the board, as the new committee chair has not been identified by the company. A vote FOR the remaining director nominees is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Glacier Bancorp, Inc.	04/27/2022	Management	9	Yes	Elect Director Douglas J. McBride	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Langel, Sherry Cladouhos, and Douglas McBride are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent nominating committee members Craig Langel, David Boyles, Robert Cashell Jr., Sherry Cladouhos, Annie Goodwin, Kristen Heck, and Douglas McBride are warranted for lack of racial or ethnic diversity on the board, as the new committee chair has not been identified by the company. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/27/2022	Management	10	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the size of the proposed increase is reasonable.
Glacier Bancorp, Inc.	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Glacier Bancorp, Inc.	04/27/2022	Management	12	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Glatfelter Corporation	05/05/2022	Management	1	Yes	Elect Director Bruce Brown	For	For	For	For	WITHHOLD votes for non-independent nominees Dante Parrini, Lee Stewart, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Lee Stewart, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2022	Management	2	Yes	Elect Director Kathleen A. Dahlberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dante Parrini, Lee Stewart, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Lee Stewart, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2022	Management	3	Yes	Elect Director Kevin M. Fogarty	For	For	For	For	WITHHOLD votes for non-independent nominees Dante Parrini, Lee Stewart, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Lee Stewart, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2022	Management	4	Yes	Elect Director Marie T. Gallagher	For	For	For	For	WITHHOLD votes for non-independent nominees Dante Parrini, Lee Stewart, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Lee Stewart, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2022	Management	5	Yes	Elect Director Darrel Hackett	For	For	For	For	WITHHOLD votes for non-independent nominees Dante Parrini, Lee Stewart, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Lee Stewart, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2022	Management	6	Yes	Elect Director J. Robert Hall	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dante Parrini, Lee Stewart, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Lee Stewart, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2022	Management	7	Yes	Elect Director Dante C. Parrini	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dante Parrini, Lee Stewart, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Lee Stewart, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2022	Management	8	Yes	Elect Director Lee C. Stewart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dante Parrini, Lee Stewart, Kathleen Dahlberg and J. Robert Hall are warranted for lack of a majority independent board. WITHHOLD votes for Lee Stewart, Kathleen Dahlberg and J. Robert Hall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Glatfelter Corporation	05/05/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Glatfelter Corporation	05/05/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Glatfelter Corporation	05/05/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Glaukos Corporation	06/02/2022	Management	1	Yes	Elect Director Mark J. Foley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Mark Foley, David Hoffmeister, and Gilbert (Gil) Kliman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Gilbert (Gil) Kliman are also warranted for serving as a non-independent member of a key board
Glaukos Corporation	06/02/2022	Management	2	Yes	Elect Director David F. Hoffmeister	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Mark Foley, David Hoffmeister, and Gilbert (Gil) Kliman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Gilbert (Gil) Kliman are also warranted for serving as a non-independent member of a key board
Glaukos Corporation	06/02/2022	Management	3	Yes	Elect Director Gilbert H. Kliman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Mark Foley, David Hoffmeister, and Gilbert (Gil) Kliman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Gilbert (Gil) Kliman are also warranted for serving as a non-independent member of a key board
Glaukos Corporation	06/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The CEO's annual incentive awards were entirely based on pre-set objective goals, although the proxy does not disclose the threshold and maximum goals for the operating expense metric. Half of the CEO's long-term incentive awards were performance based. The company introduced a multi-year measurement period with the 2021 PRSUs, where awards are earned based on receipt of regulatory approvals for designated pipeline products within a four-year period. Concern exists that half of the 2021 PRSUs were earned less than one year from date of grant. However, the grant-date value of the portion of the award that vested is not excessive, and the earned awards are subject to additional vesting criteria. Additionally, previously granted PRSUs were earned below target, and realizable pay outcomes aligned to shareholder returns over the most recent three-year period. Nevertheless, continued monitoring of the pay programs is warranted.
Glaukos Corporation	06/02/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Global Blood Therapeutics, Inc.	06/14/2022	Management	1	Yes	Elect Director Ted W. Love	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Ted Love, Glenn Pierce, and Dawn Svoronos are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights WITHHOLD votes for Dawn Svoronos are warranted for serving as a director on more than four public company boards.
Global Blood Therapeutics, Inc.	06/14/2022	Management	2	Yes	Elect Director Glenn F. Pierce	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Ted Love, Glenn Pierce, and Dawn Svoronos are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights WITHHOLD votes for Dawn Svoronos are warranted for serving as a director on more than four public company boards.
Global Blood Therapeutics, Inc.	06/14/2022	Management	3	Yes	Elect Director Dawn A. Svoronos	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Ted Love, Glenn Pierce, and Dawn Svoronos are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights WITHHOLD votes for Dawn Svoronos are warranted for serving as a director on more than four public company boards.
Global Blood Therapeutics, Inc.	06/14/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The committee was sufficiently responsive to last year's failed say-on-pay vote, committing not to grant off-cycle LTI awards to NEOs unless there are extraordinary circumstances, and implementing additional changes for the 2021 and 2022 compensation plans. However, continued monitoring of pay levels is warranted, to ensure equity values normalize, and also with regard to the annual-cycle long-term incentive awards, which were entirely time based, but are expected to include a performance-based component in 2022.
Global Blood Therapeutics, Inc.	06/14/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Global Indemnity Group, LLC	06/15/2022	Management	1	Yes	Elect Director Seth J. Gersch	For	For	Against	Against	A vote AGAINST non-independent nominee Seth Gersch is warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.



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Meeting		Proposal		Management		ISS		Voting		Vote
Company Name	Date	Proponent	Sequence Number	Votable Proposal	Recommendation	Recommendation	Recommendation	Policy	Instruction	Rationale
Global Indemnity Group, LLC	06/15/2022	Management	2	Yes	Ratify Ernst & Young Global Limited as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Global Industrial Company	06/06/2022	Management	1	Yes	Elect Director Richard Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds, Robert Leeds and Lawrence (Larry) Reinhold are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are further warranted for failing to establish gender diversity and racial and ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members Robert (Bob) Rosenthal, Chad Lindbloom, and Paul Pearlman are warranted for the existence of problematic pay practices, including the provision of excessive automobile-related perquisites, lack of short- and long-term performance metrics, and lack of risk-mitigating provisions.
Global Industrial Company	06/06/2022	Management	2	Yes	Elect Director Bruce Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds, Robert Leeds and Lawrence (Larry) Reinhold are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are further warranted for failing to establish gender diversity and racial and ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members Robert (Bob) Rosenthal, Chad Lindbloom, and Paul Pearlman are warranted for the existence of problematic pay practices, including the provision of excessive automobile-related perquisites, lack of short- and long-term performance metrics, and lack of risk-mitigating provisions.
Global Industrial Company	06/06/2022	Management	3	Yes	Elect Director Robert Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds, Robert Leeds and Lawrence (Larry) Reinhold are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are further warranted for failing to establish gender diversity and racial and ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members Robert (Bob) Rosenthal, Chad Lindbloom, and Paul Pearlman are warranted for the existence of problematic pay practices, including the provision of excessive automobile-related perquisites, lack of short- and long-term performance metrics, and lack of risk-mitigating provisions.
Global Industrial Company	06/06/2022	Management	4	Yes	Elect Director Barry Litwin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds, Robert Leeds and Lawrence (Larry) Reinhold are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are further warranted for failing to establish gender diversity and racial and ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members Robert (Bob) Rosenthal, Chad Lindbloom, and Paul Pearlman are warranted for the existence of problematic pay practices, including the provision of excessive automobile-related perquisites, lack of short- and long-term performance metrics, and lack of risk-mitigating provisions.
Global Industrial Company	06/06/2022	Management	5	Yes	Elect Director Chad M. Lindbloom	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds, Robert Leeds and Lawrence (Larry) Reinhold are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are further warranted for failing to establish gender diversity and racial and ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members Robert (Bob) Rosenthal, Chad Lindbloom, and Paul Pearlman are warranted for the existence of problematic pay practices, including the provision of excessive automobile-related perquisites, lack of short- and long-term performance metrics, and lack of risk-mitigating provisions.
Global Industrial Company	06/06/2022	Management	6	Yes	Elect Director Paul S. Pearlman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds, Robert Leeds and Lawrence (Larry) Reinhold are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are further warranted for failing to establish gender diversity and racial and ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members Robert (Bob) Rosenthal, Chad Lindbloom, and Paul Pearlman are warranted for the existence of problematic pay practices, including the provision of excessive automobile-related perquisites, lack of short- and long-term performance metrics, and lack of risk-mitigating provisions.
Global Industrial Company	06/06/2022	Management	7	Yes	Elect Director Lawrence Reinhold	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds, Robert Leeds and Lawrence (Larry) Reinhold are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are further warranted for failing to establish gender diversity and racial and ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members Robert (Bob) Rosenthal, Chad Lindbloom, and Paul Pearlman are warranted for the existence of problematic pay practices, including the provision of excessive automobile-related perquisites, lack of short- and long-term performance metrics, and lack of risk-mitigating provisions.
Global Industrial Company	06/06/2022	Management	8	Yes	Elect Director Robert D. Rosenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds, Robert Leeds and Lawrence (Larry) Reinhold are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Robert (Bob) Rosenthal are further warranted for failing to establish gender diversity and racial and ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members Robert (Bob) Rosenthal, Chad Lindbloom, and Paul Pearlman are warranted for the existence of problematic pay practices, including the provision of excessive automobile-related perquisites, lack of short- and long-term performance metrics, and lack of risk-mitigating provisions.
Global Industrial Company	06/06/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Globus Medical, Inc.	06/02/2022	Management	1	Yes	Elect Director David C. Paul	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Paul and Daniel (Dan) Lemaître are warranted for lack of a majority independent board. WITHHOLD votes for David Paul and Daniel (Dan) Lemaître are also warranted for serving as non-independent members of a key board committee. A vote FOR Ann Rhoads is warranted.
Globus Medical, Inc.	06/02/2022	Management	2	Yes	Elect Director Daniel T. Lemaître	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Paul and Daniel (Dan) Lemaître are warranted for lack of a majority independent board. WITHHOLD votes for David Paul and Daniel (Dan) Lemaître are also warranted for serving as non-independent members of a key board committee. A vote FOR Ann Rhoads is warranted.
Globus Medical, Inc.	06/02/2022	Management	3	Yes	Elect Director Ann D. Rhoads	For	For	For	For	WITHHOLD votes for non-independent nominees David Paul and Daniel (Dan) Lemaître are warranted for lack of a majority independent board. WITHHOLD votes for David Paul and Daniel (Dan) Lemaître are also warranted for serving as non-independent members of a key board committee. A vote FOR Ann Rhoads is warranted.
Globus Medical, Inc.	06/02/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Globus Medical, Inc.	06/02/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Globus Medical, Inc.	06/02/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
GlycoMimetics, Inc.	05/18/2022	Management	1	Yes	Elect Director Scott Jackson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Scott Jackson and Scott Koenig given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Scott Koenig are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Harout Semerjian is warranted.



					Management		ISS		Voting Policy			
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommend ation	Recommend ation	Recommend ation	Vote			
										Voting Policy Rationale		
GlycoMimetics, Inc.	05/18/2022	Management	2	Yes	Elect Director Scott Koenig	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Scott Jackson and Scott Koenig given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Scott Koenig are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Harout Semerjian is warranted.		
GlycoMimetics, Inc.	05/18/2022	Management	3	Yes	Elect Director Harout Semerjian	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Scott Jackson and Scott Koenig given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Scott Koenig are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Harout Semerjian is warranted.		
GlycoMimetics, Inc.	05/18/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
GlycoMimetics, Inc.	05/18/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 37.34 percent is excessive. The plan has an automatic share replenishment feature. " The plan permits repricing and/or exchange of grants without shareholder approval. " The plan permits cash buyout of awards without shareholder approval. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total		
GlycoMimetics, Inc.	05/18/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns are raised given that a majority of equity awards are time-vesting, the pay-for-performance misalignment is mitigated at this time. The new CEO's pay consists primarily of new hire grants and the short-term incentive program is entirely based on corporate objectives.		
Gold Resource Corporation	05/19/2022	Management	1	Yes	Elect Director Alex G. Morrison	For	For	For	For	A vote FOR all director nominees is warranted.		
Gold Resource Corporation	05/19/2022	Management	2	Yes	Elect Director Allen Palmieri	For	For	For	For	A vote FOR all director nominees is warranted.		
Gold Resource Corporation	05/19/2022	Management	3	Yes	Elect Director Lila Manassa Murphy	For	For	For	For	A vote FOR all director nominees is warranted.		
Gold Resource Corporation	05/19/2022	Management	4	Yes	Elect Director Joseph Driscoll	For	For	For	For	A vote FOR all director nominees is warranted.		
Gold Resource Corporation	05/19/2022	Management	5	Yes	Elect Director Ronald N. Little	For	For	For	For	A vote FOR all director nominees is warranted.		
Gold Resource Corporation	05/19/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
Gold Resource Corporation	05/19/2022	Management	7	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.		
GoPro, Inc.	06/07/2022	Management	1	Yes	Elect Director Nicholas Woodman	For	For	For	For	A vote FOR the remaining director nominees is warranted.		
GoPro, Inc.	06/07/2022	Management	2	Yes	Elect Director Tyrone Ahmad-Taylor	For	For	For	For	A vote FOR the remaining director nominees is warranted.		
GoPro, Inc.	06/07/2022	Management	3	Yes	Elect Director Kenneth Goldman	For	For	For	For	A vote FOR the remaining director nominees is warranted.		
GoPro, Inc.	06/07/2022	Management	4	Yes	Elect Director Peter Gotcher	For	For	For	For	A vote FOR the remaining director nominees is warranted.		
GoPro, Inc.	06/07/2022	Management	5	Yes	Elect Director Shaz Kahng	For	For	For	For	A vote FOR the remaining director nominees is warranted.		
GoPro, Inc.	06/07/2022	Management	6	Yes	Elect Director James Lanzone	For	For	For	For	A vote FOR the remaining director nominees is warranted.		
GoPro, Inc.	06/07/2022	Management	7	Yes	Elect Director Alexander Lurie	For	For	For	For	A vote FOR the remaining director nominees is warranted.		
GoPro, Inc.	06/07/2022	Management	8	Yes	Elect Director Susan Lyne	For	For	For	For	A vote FOR the remaining director nominees is warranted.		
GoPro, Inc.	06/07/2022	Management	9	Yes	Elect Director Frederic Wells	For	For	For	For	A vote FOR the remaining director nominees is warranted.		
GoPro, Inc.	06/07/2022	Management	10	Yes	Elect Director Lauren Zalaznick	For	For	For	For	A vote FOR the remaining director nominees is warranted.		
GoPro, Inc.	06/07/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
GoPro, Inc.	06/07/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		
GrafTech International Ltd.	05/12/2022	Management	1	Yes	Elect Director Denis A. Turcotte	For	For	For	For	A vote AGAINST nominating committee members Michel Dumas and Leslie Dunn is warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
GrafTech International Ltd.	05/12/2022	Management	2	Yes	Elect Director Michel J. Dumas	For	Against	Against	Against	A vote AGAINST nominating committee members Michel Dumas and Leslie Dunn is warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
GrafTech International Ltd.	05/12/2022	Management	3	Yes	Elect Director Leslie D. Dunn	For	Against	Against	Against	A vote AGAINST nominating committee members Michel Dumas and Leslie Dunn is warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
GrafTech International Ltd.	05/12/2022	Management	4	Yes	Elect Director Jean-Marc Germain	For	For	For	For	A vote AGAINST nominating committee members Michel Dumas and Leslie Dunn is warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
GrafTech International Ltd.	05/12/2022	Management	5	Yes	Elect Director David Gregory	For	For	For	For	A vote AGAINST nominating committee members Michel Dumas and Leslie Dunn is warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.		
GrafTech International Ltd.	05/12/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
GrafTech International Ltd.	05/12/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the following: " The CEO's equity awards in the most recent fiscal year lack performance-vesting conditions; " Equity award arrangements provide for single-trigger accelerated vesting upon a change in control; and " The company lacks compensation risk-mitigating policies such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.		
Graham Holdings Company	05/05/2022	Management	1	Yes	Elect Director Tony Allen	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Davis and Anne Mulcahy are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Christopher Davis and Anne Mulcahy are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee member Christopher Davis are further warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Tony Allen is warranted.		
Graham Holdings Company	05/05/2022	Management	2	Yes	Elect Director Christopher C. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Davis and Anne Mulcahy are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Christopher Davis and Anne Mulcahy are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee member Christopher Davis are further warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Tony Allen is warranted.		
Graham Holdings Company	05/05/2022	Management	3	Yes	Elect Director Anne M. Mulcahy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Davis and Anne Mulcahy are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Christopher Davis and Anne Mulcahy are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee member Christopher Davis are further warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Tony Allen is warranted.		
Graham Holdings Company	05/05/2022	Management	4	Yes	Approve Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted given that the potential voting power dilution from the company's equity incentive plans is reasonable.		
Grand Canyon Education, Inc.	06/09/2022	Management	1	Yes	Elect Director Brian E. Mueller	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.		
Grand Canyon Education, Inc.	06/09/2022	Management	2	Yes	Elect Director Sara R. Dial	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.		
Grand Canyon Education, Inc.	06/09/2022	Management	3	Yes	Elect Director Jack A. Henry	For	For	Against	Against	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.		
Grand Canyon Education, Inc.	06/09/2022	Management	4	Yes	Elect Director Lisa Graham Keegan	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.		
Grand Canyon Education, Inc.	06/09/2022	Management	5	Yes	Elect Director Chevy Humphrey	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.		
Grand Canyon Education, Inc.	06/09/2022	Management	6	Yes	Elect Director David M. Adame	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.		
Grand Canyon Education, Inc.	06/09/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
Grand Canyon Education, Inc.	06/09/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Graphic Packaging Holding Company	05/24/2022	Management	1	Yes	Elect Director Laurie Blas	For	For	For	For	A vote FOR all director nominees is warranted.		
Graphic Packaging Holding Company	05/24/2022	Management	2	Yes	Elect Director Robert A. Hagemann	For	For	For	For	A vote FOR all director nominees is warranted.		
Graphic Packaging Holding Company	05/24/2022	Management	3	Yes	Elect Director Mary K. Rhinehart	For	For	For	For	A vote FOR all director nominees is warranted.		
Graphic Packaging Holding Company	05/24/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.		
Graphic Packaging Holding	05/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers'	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and		

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Company Name	Meeting Date	Proposal Sequence Number	Proponent	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gray Television, Inc.	05/05/2022	Management	1	Yes	Elect Director Hilton H. Howell, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	2	Yes	Elect Director Howell W. Newton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	3	Yes	Elect Director Richard L. Boger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	4	Yes	Elect Director T. L. (Gene) Elder	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	5	Yes	Elect Director Luis A. Garcia	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	6	Yes	Elect Director Richard B. Hare	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	7	Yes	Elect Director Robin R. Howell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	8	Yes	Elect Director Donald P. (Pat) LaPlatney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	9	Yes	Elect Director Lorraine (Lorr) McClain	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	10	Yes	Elect Director Paul H. McTear	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	11	Yes	Elect Director Sterling A. Spainhour, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger, T. L. (Gene) Elder and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton, Richard Boger and T. L. (Gene) Elder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/05/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The plan allows for company loans to officers for the exercise of awards.
Gray Television, Inc.	05/05/2022	Management	13	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Great Lakes Dredge & Dock Corporation	05/04/2022	Management	1	Yes	Elect Director Lawrence R. Dickerson	For	For	For	For	A vote FOR the director nominees is warranted.
Great Lakes Dredge & Dock Corporation	05/04/2022	Management	2	Yes	Elect Director Ronald R. Steger	For	For	For	For	A vote FOR the director nominees is warranted.
Great Lakes Dredge & Dock Corporation	05/04/2022	Management	3	Yes	Elect Director D. Michael Steuert	For	For	For	For	A vote FOR the director nominees is warranted.
Great Lakes Dredge & Dock Corporation	05/04/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Great Lakes Dredge & Dock Corporation	05/04/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Great Southern Bancorp, Inc.	05/11/2022	Management	1	Yes	Elect Director Julie Turner Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Turner, Julie Brown and Earl Steinert Jr. are warranted for lack of a majority independent board. WITHHOLD votes are warranted for nominating committee member Earl Steinert Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for Earl Steinert Jr. are also warranted for serving as a non-independent member of a key board
Great Southern Bancorp, Inc.	05/11/2022	Management	2	Yes	Elect Director Earl A. Steinert, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Turner, Julie Brown and Earl Steinert Jr. are warranted for lack of a majority independent board. WITHHOLD votes are warranted for nominating committee member Earl Steinert Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for Earl Steinert Jr. are also warranted for serving as a non-independent member of a key board
Great Southern Bancorp, Inc.	05/11/2022	Management	3	Yes	Elect Director William V. Turner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Turner, Julie Brown and Earl Steinert Jr. are warranted for lack of a majority independent board. WITHHOLD votes are warranted for nominating committee member Earl Steinert Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for Earl Steinert Jr. are also warranted for serving as a non-independent member of a key board
Great Southern Bancorp, Inc.	05/11/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Support for this proposal is not warranted. Shareholders expressed a certain level of dissatisfaction with respect to the company's executive compensation practices. While the company did not disclose shareholder engagement efforts or their specific feedback, the company amended the pay program to address concerns reflected in the low vote result. However, several other concerns are highlighted with respect to the company's compensation practices. Equity award arrangements provide for automatic accelerated vesting upon a change-in-control, the company has legacy arrangements with Chairman W. Turner and CEO J. Turner that provide for a severance payment that exceeds three-times the sum of an executive's base salary and target bonus (the upper parameter of reasonable amounts under current market norms), the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives, and the company does not condition the vesting of long-term awards on achievement of performance goals.
Great Southern Bancorp, Inc.	05/11/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Great Southern Bancorp, Inc.	05/11/2022	Management	6	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: " the non-auditing consulting fees represent more than 25 percent of total fees paid; and " the auditor's tenure at the company exceeds seven years.
Great Western Bancorp, Inc.	01/19/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The strategic rationale for the transaction appears reasonable, as GWB will gain scale, cost efficiencies, and opportunities for growth. Moreover, the proposed offer at announcement represented a 24.7 percent premium to unaffected GWB shares and the equity form of consideration will allow GWB shareholders to participate in the potential upside of the combined company. In light of these factors, a vote FOR this proposal is warranted.
Great Western Bancorp, Inc.	01/19/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	Support for the golden parachute proposal is not warranted. The NEOs' equity will be accelerated upon consummation of the merger, including recently granted RSU awards.
Great Western Bancorp, Inc.	01/19/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction warrants support.

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy		Voting Policy Rationale
			Number	Proposal				Recommendation	Vote Instruction	
Green Brick Partners, Inc.	06/07/2022	Management	1	Yes	Elect Director Elizabeth K. Blake	For	For	Withhold	Withhold	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted to incumbent Audit Committee members John Farris, Kathleen (Kathy) Olsen, and Richard Press given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/07/2022	Management	2	Yes	Elect Director Harry Brandler	For	For	For	For	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted to incumbent Audit Committee members John Farris, Kathleen (Kathy) Olsen, and Richard Press given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/07/2022	Management	3	Yes	Elect Director James R. Brickman	For	For	For	For	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted to incumbent Audit Committee members John Farris, Kathleen (Kathy) Olsen, and Richard Press given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/07/2022	Management	4	Yes	Elect Director David Einhorn	For	For	For	For	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted to incumbent Audit Committee members John Farris, Kathleen (Kathy) Olsen, and Richard Press given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/07/2022	Management	5	Yes	Elect Director John R. Farris	For	Withhold	Withhold	Withhold	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted to incumbent Audit Committee members John Farris, Kathleen (Kathy) Olsen, and Richard Press given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/07/2022	Management	6	Yes	Elect Director Kathleen Olsen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted to incumbent Audit Committee members John Farris, Kathleen (Kathy) Olsen, and Richard Press given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/07/2022	Management	7	Yes	Elect Director Richard S. Press	For	Withhold	Withhold	Withhold	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted to incumbent Audit Committee members John Farris, Kathleen (Kathy) Olsen, and Richard Press given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/07/2022	Management	8	Yes	Elect Director Lila Manassa Murphy	For	For	For	For	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted to incumbent Audit Committee members John Farris, Kathleen (Kathy) Olsen, and Richard Press given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/07/2022	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Green Dot Corporation	05/19/2022	Management	1	Yes	Elect Director J. Chris Brewster	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	2	Yes	Elect Director Glinda Bridgforth Hodges	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	3	Yes	Elect Director Raieev V. Date	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	4	Yes	Elect Director Saturnino "Nino" Fanlo	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	5	Yes	Elect Director Peter Feld	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	6	Yes	Elect Director George Gresham	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	7	Yes	Elect Director William I Jacobs	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	8	Yes	Elect Director Dan R. Henry	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	9	Yes	Elect Director Jeffrey B. Osher	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	10	Yes	Elect Director Ellen Richey	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	11	Yes	Elect Director George T. Shaheen	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/19/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Green Dot Corporation	05/19/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to a certain degree to shareholder concerns following last year's low say-on-pay support. Concerns are raised with the executive compensation program, such as discretionary bonuses being paid when the gateway metric was not achieved, performance-based awards utilizing annual measurement periods, and the CEO's one-time award being entirely time-vesting. These concerns are somewhat mitigated given that no one-time awards will be made (except for new hires and promotions), future performance-based awards will incorporate a three-year performance period, and the 2022 bonus program does not appear to allow for upwards discretion.
Green Plains Inc.	05/04/2022	Management	1	Yes	Elect Director Farha Aslam	For	For	For	For	A vote FOR all director nominees is warranted.
Green Plains Inc.	05/04/2022	Management	2	Yes	Elect Director Martin Salinas, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Green Plains Inc.	05/04/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Green Plains Inc.	05/04/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Green Plains Inc.	05/04/2022	Management	5	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase is reasonable.
Green Plains Inc.	05/04/2022	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Greenhill & Co., Inc.	04/27/2022	Management	1	Yes	Elect Director Scott L. Bok	For	For	For	For	A vote FOR the director nominees is warranted.
Greenhill & Co., Inc.	04/27/2022	Management	2	Yes	Elect Director Meryl D. Hartzband	For	For	For	For	A vote FOR the director nominees is warranted.
Greenhill & Co., Inc.	04/27/2022	Management	3	Yes	Elect Director John D. Liu	For	For	For	For	A vote FOR the director nominees is warranted.
Greenhill & Co., Inc.	04/27/2022	Management	4	Yes	Elect Director Ulrika M. Ekman	For	For	For	For	A vote FOR the director nominees is warranted.
Greenhill & Co., Inc.	04/27/2022	Management	5	Yes	Elect Director Kevin T. Ferro	For	For	For	For	A vote FOR the director nominees is warranted.
Greenhill & Co., Inc.	04/27/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Greenhill & Co., Inc.	04/27/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Greenhill & Co., Inc.	04/27/2022	Shareholder	8	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the requested 10 percent ownership threshold may be too low for a company of this size and two company insiders would each be able to unilaterally call a special meeting at the proposed threshold.
Greenhill & Co., Inc.	04/27/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 44.87 percent is excessive. " The plan administrator may provide loans to exercise awards. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total award. " The company's three-year average burn rate is excessive.
Greif, Inc.	03/01/2022	Management	1	Yes	Elect Director Peter G. Watson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter (Pete) Watson, Ole Rosgaard, Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are warranted for lack of a majority independent board.WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Daniel (Dan) Gunsett are warranted for the lack of racial or ethnic diversity on the board.WITHHOLD votes for incumbent Audit Committee members Bruce Edwards, John Finn, John McNamara and Robert Patterson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominee Kimberly (Kim) Scott is warranted.
Greif, Inc.	03/01/2022	Management	2	Yes	Elect Director Ole G. Rosgaard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter (Pete) Watson, Ole Rosgaard, Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are warranted for lack of a majority independent board.WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Daniel (Dan) Gunsett are warranted for the lack of racial or ethnic diversity on the board.WITHHOLD votes for incumbent Audit Committee members Bruce Edwards, John Finn, John McNamara and Robert Patterson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominee Kimberly (Kim) Scott is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommendation	Recommendation	Recommendation		
Greif, Inc.	03/01/2022	Management	3	Yes	Elect Director Vicki L. Avril-Groves	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter (Pete) Watson, Ole Rosgaard, Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are warranted for lack of a majority independent board.WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Daniel (Dan) Gunsett are warranted for the lack of racial or ethnic diversity on the board.WITHHOLD votes for incumbent Audit Committee members Bruce Edwards, John Finn, John McNamara and Robert Patterson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominee Kimberly (Kim) Scott is warranted.
Greif, Inc.	03/01/2022	Management	4	Yes	Elect Director Bruce A. Edwards	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter (Pete) Watson, Ole Rosgaard, Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are warranted for lack of a majority independent board.WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Daniel (Dan) Gunsett are warranted for the lack of racial or ethnic diversity on the board.WITHHOLD votes for incumbent Audit Committee members Bruce Edwards, John Finn, John McNamara and Robert Patterson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominee Kimberly (Kim) Scott is warranted.
Greif, Inc.	03/01/2022	Management	5	Yes	Elect Director Mark A. Emkes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter (Pete) Watson, Ole Rosgaard, Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are warranted for lack of a majority independent board.WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Daniel (Dan) Gunsett are warranted for the lack of racial or ethnic diversity on the board.WITHHOLD votes for incumbent Audit Committee members Bruce Edwards, John Finn, John McNamara and Robert Patterson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominee Kimberly (Kim) Scott is warranted.
Greif, Inc.	03/01/2022	Management	6	Yes	Elect Director John F. Finn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter (Pete) Watson, Ole Rosgaard, Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are warranted for lack of a majority independent board.WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Daniel (Dan) Gunsett are warranted for the lack of racial or ethnic diversity on the board.WITHHOLD votes for incumbent Audit Committee members Bruce Edwards, John Finn, John McNamara and Robert Patterson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominee Kimberly (Kim) Scott is warranted.
Greif, Inc.	03/01/2022	Management	7	Yes	Elect Director Daniel J. Gunsett	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter (Pete) Watson, Ole Rosgaard, Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are warranted for lack of a majority independent board.WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Daniel (Dan) Gunsett are warranted for the lack of racial or ethnic diversity on the board.WITHHOLD votes for incumbent Audit Committee members Bruce Edwards, John Finn, John McNamara and Robert Patterson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominee Kimberly (Kim) Scott is warranted.
Greif, Inc.	03/01/2022	Management	8	Yes	Elect Director John W. McNamara	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter (Pete) Watson, Ole Rosgaard, Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are warranted for lack of a majority independent board.WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Daniel (Dan) Gunsett are warranted for the lack of racial or ethnic diversity on the board.WITHHOLD votes for incumbent Audit Committee members Bruce Edwards, John Finn, John McNamara and Robert Patterson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominee Kimberly (Kim) Scott is warranted.
Greif, Inc.	03/01/2022	Management	9	Yes	Elect Director Robert M. Patterson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter (Pete) Watson, Ole Rosgaard, Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are warranted for lack of a majority independent board.WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Daniel (Dan) Gunsett are warranted for the lack of racial or ethnic diversity on the board.WITHHOLD votes for incumbent Audit Committee members Bruce Edwards, John Finn, John McNamara and Robert Patterson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominee Kimberly (Kim) Scott is warranted.
Greif, Inc.	03/01/2022	Management	10	Yes	Elect Director Kimberly Scott	For	For	For	For	WITHHOLD votes for non-independent nominees Peter (Pete) Watson, Ole Rosgaard, Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are warranted for lack of a majority independent board.WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, John Finn, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Daniel (Dan) Gunsett are warranted for the lack of racial or ethnic diversity on the board.WITHHOLD votes for incumbent Audit Committee members Bruce Edwards, John Finn, John McNamara and Robert Patterson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominee Kimberly (Kim) Scott is warranted.
Griffon Corporation	02/17/2022	Management	2	Yes	Elect Director Louis J. Grabowsky	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Griffon Corporation	02/17/2022	Management	3	Yes	Elect Director Robert F. Mehmel	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Griffon Corporation	02/17/2022	Management	4	Yes	Elect Director Michelle L. Taylor	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Griffon Corporation	02/17/2022	Management	5	Yes	Elect Director Cheryl L. Turnbull	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Griffon Corporation	02/17/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	A vote AGAINST the proposal is warranted. Following a third consecutive low say-on-pay vote result, the company engaged with shareholders and disclosed certain feedback received from these discussions. However, the only disclosed change to the pay program was relatively minor and, given the year-over-year decline in support, investors likely expected a more robust response.Additionally, pay-for-performance concerns persist within the executive pay program. Although there are positive features within the short- and long-term programs, the magnitude of the annual long-term compensation to the CEO is outsized compared to peers. On top of high annual pay, the company granted the CEO a sizeable one-time award that consists entirely of time-vested equity.
Griffon Corporation	02/17/2022	Management	7	Yes	Declassify the Board of Directors	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Griffon Corporation	02/17/2022	Management	8	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Griffon Corporation	02/17/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Griffon Corporation	02/17/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Griffon Corporation	02/17/2022	Shareholder	12	Yes	Elect Director H. C. Charles Diao	For	For	For	For	Shareholders are recommended to vote FOR dissident nominee Diao.Votes FOR management nominees Grabowsky and Taylor are also warranted on the dissident proxy card.Cautious support FOR incumbent compensation committee member Turnbull is warranted in light of longstanding shareholder concerns regarding executive compensation.
Griffon Corporation	02/17/2022	Shareholder	13	Yes	Management Nominee Louis J. Grabowsky	For	For	For	For	Shareholders are recommended to vote FOR dissident nominee Diao.Votes FOR management nominees Grabowsky and Taylor are also warranted on the dissident proxy card.Cautious support FOR incumbent compensation committee member Turnbull is warranted in light of longstanding shareholder concerns regarding executive compensation.
Griffon Corporation	02/17/2022	Shareholder	14	Yes	Management Nominee Michelle L. Taylor	For	For	For	For	Shareholders are recommended to vote FOR dissident nominee Diao.Votes FOR management nominees Grabowsky and Taylor are also warranted on the dissident proxy card.Cautious support FOR incumbent compensation committee member Turnbull is warranted in light of longstanding shareholder concerns regarding executive compensation.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Griffon Corporation	02/17/2022	Shareholder	15	Yes	Management Nominee Cheryl L. Turnbull	For	For	For	For
Griffon Corporation	02/17/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Against	Against
Griffon Corporation	02/17/2022	Management	17	Yes	Declassify the Board of Directors	For	For	For	For
Griffon Corporation	02/17/2022	Management	18	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	For	For	For	For
Griffon Corporation	02/17/2022	Management	19	Yes	Amend Omnibus Stock Plan	None	For	Against	Against
Griffon Corporation	02/17/2022	Management	20	Yes	Ratify Grant Thornton LLP as Auditors	None	For	Against	Against
Grocery Outlet Holding Corp.	06/06/2022	Management	1	Yes	Elect Director Carev F. Jaros	For	For	For	For
Grocery Outlet Holding Corp.	06/06/2022	Management	2	Yes	Elect Director Eric J. Lindberg, Jr.	For	For	For	For
Grocery Outlet Holding Corp.	06/06/2022	Management	3	Yes	Elect Director Norman S. Matthews	For	For	For	For
Grocery Outlet Holding Corp.	06/06/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
Grocery Outlet Holding Corp.	06/06/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Grocery Outlet Holding Corp.	06/06/2022	Management	6	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For
Grocery Outlet Holding Corp.	06/06/2022	Management	7	Yes	Declassify the Board of Directors	For	For	For	For
GTY Technology Holdings Inc.	06/21/2022	Management	1	Yes	Elect Director Randolph L. Cowen	For	Against	Against	Against
GTY Technology Holdings Inc.	06/21/2022	Management	2	Yes	Elect Director TJ Parass	For	Against	Against	Against
GTY Technology Holdings Inc.	06/21/2022	Management	3	Yes	Ratify WithumSmith+Brown, PC as Auditors	For	For	For	For
GTY Technology Holdings Inc.	06/21/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against
GTY Technology Holdings Inc.	06/21/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against
GTY Technology Holdings Inc.	06/21/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year
GTY Technology Holdings Inc.	06/30/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For
GTY Technology Holdings Inc.	06/30/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against
GTY Technology Holdings Inc.	06/30/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For
Guaranty Bancshares, Inc.	05/18/2022	Management	1	Yes	Elect Director Bradley K. Drake	For	Against	Against	Against
Guaranty Bancshares, Inc.	05/18/2022	Management	2	Yes	Elect Director Carl Johnson, Jr.	For	Against	Against	Against
Guaranty Bancshares, Inc.	05/18/2022	Management	3	Yes	Elect Director Kirk L. Lee	For	Against	Against	Against
Guaranty Bancshares, Inc.	05/18/2022	Management	4	Yes	Elect Director Clifton A. Payne	For	Against	Against	Against
Guaranty Bancshares, Inc.	05/18/2022	Management	5	Yes	Ratify Whitley Penn LLP as Auditors	For	For	For	For



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Guaranty Federal Bancshares, Inc.	03/21/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For
Guaranty Federal Bancshares, Inc.	03/21/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against
Guaranty Federal Bancshares, Inc.	03/21/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For
Guess?, Inc.	04/22/2022	Management	2	Yes	Elect Director Maurice Marciano	For	Do Not Vote	Do Not Vote	Do Not Vote
Guess?, Inc.	04/22/2022	Management	3	Yes	Elect Director Anthony Chidoni	For	Do Not Vote	Do Not Vote	Do Not Vote
Guess?, Inc.	04/22/2022	Management	4	Yes	Elect Director Cynthia Livingston	For	Do Not Vote	Do Not Vote	Do Not Vote
Guess?, Inc.	04/22/2022	Management	5	Yes	Elect Director Paul Marciano	For	Do Not Vote	Do Not Vote	Do Not Vote
Guess?, Inc.	04/22/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote
Guess?, Inc.	04/22/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote
Guess?, Inc.	04/22/2022	Management	8	Yes	Amend Omnibus Stock Plan	For	Do Not Vote	Do Not Vote	Do Not Vote
Guess?, Inc.	04/22/2022	Management	9	Yes	Amend Qualified Employee Stock Purchase Plan	For	Do Not Vote	Do Not Vote	Do Not Vote
Guess?, Inc.	04/22/2022	Shareholder	11	Yes	Withhold on Management Nominees Paul Marciano and Maurice Marciano	For	For	For	For
Guess?, Inc.	04/22/2022	Shareholder	12	Yes	Management Nominee Anthony Chidoni	None	For	For	For
Guess?, Inc.	04/22/2022	Shareholder	13	Yes	Management Nominee Cynthia Livingston	None	For	For	For
Guess?, Inc.	04/22/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Against	Against

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Guess?, Inc.	04/22/2022	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	None	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Guess?, Inc.	04/22/2022	Management	16	Yes	Amend Omnibus Stock Plan	None	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and " The plan allows for company loans for the exercise of stock options.
Guess?, Inc.	04/22/2022	Management	17	Yes	Amend Qualified Employee Stock Purchase Plan	None	For	For	For	A vote FOR this proposal is warranted given that: " The purchase price is reasonable; " The shares reserved is relatively conservative; and " The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Gulf Island Fabrication, Inc.	05/19/2022	Management	1	Yes	Elect Director Robert M. Averick	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Gulf Island Fabrication, Inc.	05/19/2022	Management	2	Yes	Elect Director Murray W. Burns	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Gulf Island Fabrication, Inc.	05/19/2022	Management	3	Yes	Elect Director William E. Chiles	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Gulf Island Fabrication, Inc.	05/19/2022	Management	4	Yes	Elect Director Richard W. Heo	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Gulf Island Fabrication, Inc.	05/19/2022	Management	5	Yes	Elect Director Michael J. Keeffe	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Gulf Island Fabrication, Inc.	05/19/2022	Management	6	Yes	Elect Director Cheryl D. Richard	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Gulf Island Fabrication, Inc.	05/19/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Gulf Island Fabrication, Inc.	05/19/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
H&E Equipment Services, Inc.	05/12/2022	Management	1	Yes	Elect Director John M. Engquist	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes Nominating Committee chairman Lawrence Karlson are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Mary P. Thompson is warranted.
H&E Equipment Services, Inc.	05/12/2022	Management	2	Yes	Elect Director Bradley W. Barber	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes Nominating Committee chairman Lawrence Karlson are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Mary P. Thompson is warranted.
H&E Equipment Services, Inc.	05/12/2022	Management	3	Yes	Elect Director Paul N. Arnold	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes Nominating Committee chairman Lawrence Karlson are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Mary P. Thompson is warranted.
H&E Equipment Services, Inc.	05/12/2022	Management	4	Yes	Elect Director Gary W. Bagley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes Nominating Committee chairman Lawrence Karlson are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Mary P. Thompson is warranted.
H&E Equipment Services, Inc.	05/12/2022	Management	5	Yes	Elect Director Bruce C. Bruckmann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes Nominating Committee chairman Lawrence Karlson are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Mary P. Thompson is warranted.
H&E Equipment Services, Inc.	05/12/2022	Management	6	Yes	Elect Director Patrick L. Edsell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes Nominating Committee chairman Lawrence Karlson are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Mary P. Thompson is warranted.
H&E Equipment Services, Inc.	05/12/2022	Management	7	Yes	Elect Director Thomas J. Galligan, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes Nominating Committee chairman Lawrence Karlson are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Mary P. Thompson is warranted.
H&E Equipment Services, Inc.	05/12/2022	Management	8	Yes	Elect Director Lawrence C. Karlson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes Nominating Committee chairman Lawrence Karlson are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Mary P. Thompson is warranted.
H&E Equipment Services, Inc.	05/12/2022	Management	9	Yes	Elect Director Mary P. Thompson	For	For	For	For	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes Nominating Committee chairman Lawrence Karlson are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Mary P. Thompson is warranted.
H&E Equipment Services, Inc.	05/12/2022	Management	10	Yes	Ratify BDO USA, LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
H&E Equipment Services, Inc.	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company lacks disclosure on performance goals for its long-term incentive programs; " Equity award arrangements provide for automatic accelerated vesting upon a change-in control; and " The company does not disclose a compensation clawback policy, stock ownership guidelines, or holding period requirements for executives.
H.B. Fuller Company	04/07/2022	Management	1	Yes	Elect Director Michael J. Happe	For	For	For	For	A vote FOR all director nominees is warranted.
H.B. Fuller Company	04/07/2022	Management	2	Yes	Elect Director James J. Owens	For	For	For	For	A vote FOR all director nominees is warranted.
H.B. Fuller Company	04/07/2022	Management	3	Yes	Elect Director Dante C. Parrini	For	For	For	For	A vote FOR all director nominees is warranted.
H.B. Fuller Company	04/07/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
H.B. Fuller Company	04/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Hallmark Financial Services, Inc.	06/10/2022	Management	1	Yes	Elect Director Mark E. Schwarz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Schwarz and Scott Berlin are warranted for lack of a majority independent board. WITHHOLD votes for Scott Berlin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Scott Berlin and Mark Pape are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Doug Slape is warranted.
Hallmark Financial Services, Inc.	06/10/2022	Management	2	Yes	Elect Director Scott T. Berlin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Schwarz and Scott Berlin are warranted for lack of a majority independent board. WITHHOLD votes for Scott Berlin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Scott Berlin and Mark Pape are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Doug Slape is warranted.
Hallmark Financial Services, Inc.	06/10/2022	Management	3	Yes	Elect Director Mark E. Pape	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Schwarz and Scott Berlin are warranted for lack of a majority independent board. WITHHOLD votes for Scott Berlin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Scott Berlin and Mark Pape are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Doug Slape is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hallmark Financial Services, Inc.	06/10/2022	Management	4	Yes	Elect Director Doug Slape	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Schwarz and Scott Berlin are warranted for lack of a majority independent board. WITHHOLD votes for Scott Berlin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Scott Berlin and Mark Pape are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Doug Slape is warranted.
Hallmark Financial Services, Inc.	06/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Halozyme Therapeutics, Inc.	05/05/2022	Management	1	Yes	Elect Director Jeffrey W. Henderson	For	For	For	For	A vote FOR all director nominees is warranted.
Halozyme Therapeutics, Inc.	05/05/2022	Management	2	Yes	Elect Director Connie L. Matsui	For	For	For	For	A vote FOR all director nominees is warranted.
Halozyme Therapeutics, Inc.	05/05/2022	Management	3	Yes	Elect Director Helen I. Torley	For	For	For	For	A vote FOR all director nominees is warranted.
Halozyme Therapeutics, Inc.	05/05/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Halozyme Therapeutics, Inc.	05/05/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hamilton Beach Brands Holding Company	05/17/2022	Management	1	Yes	Elect Director Mark R. Belgya	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	2	Yes	Elect Director J.C. Butler, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	3	Yes	Elect Director Paul D. Furlow	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	4	Yes	Elect Director John P. Jumper	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	5	Yes	Elect Director Dennis W. LaBarre	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	6	Yes	Elect Director Michael S. Miller	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	7	Yes	Elect Director Alfred M. Rankin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	8	Yes	Elect Director Thomas T. Rankin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	9	Yes	Elect Director James A. Ratner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	10	Yes	Elect Director Gregory H. Trepp	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	11	Yes	Elect Director Clara R. Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given the dual class capital structure implemented at the time of the spin-off, without a sunset requirement, that adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Dennis LaBarre for lack of diversity on the board. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies.
Hamilton Beach Brands Holding Company	05/17/2022	Management	12	Yes	Amend Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to top executives during the last fiscal year exceeds 15 percent of total awards.
Hamilton Beach Brands Holding Company	05/17/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Hamilton Beach Brands Holding Company	05/17/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hancock Whitney Corporation	04/27/2022	Management	1	Yes	Elect Director Hardy B. Fowler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hardy Fowler and Randall Hanna are warranted for lack of a majority independent board. WITHHOLD votes for Hardy Fowler are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hancock Whitney Corporation	04/27/2022	Management	2	Yes	Elect Director Randall W. Hanna	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hardy Fowler and Randall Hanna are warranted for lack of a majority independent board. WITHHOLD votes for Hardy Fowler are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hancock Whitney Corporation	04/27/2022	Management	3	Yes	Elect Director H. Merritt Lane, III	For	For	For	For	WITHHOLD votes for non-independent nominees Hardy Fowler and Randall Hanna are warranted for lack of a majority independent board. WITHHOLD votes for Hardy Fowler are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hancock Whitney Corporation	04/27/2022	Management	4	Yes	Elect Director Sonya C. Little	For	For	For	For	WITHHOLD votes for non-independent nominees Hardy Fowler and Randall Hanna are warranted for lack of a majority independent board. WITHHOLD votes for Hardy Fowler are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hancock Whitney Corporation	04/27/2022	Management	5	Yes	Elect Director Sonia A. Perez	For	For	For	For	WITHHOLD votes for non-independent nominees Hardy Fowler and Randall Hanna are warranted for lack of a majority independent board. WITHHOLD votes for Hardy Fowler are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hancock Whitney Corporation	04/27/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Hancock Whitney Corporation	04/27/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hancock Whitney Corporation	04/27/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hanger, Inc.	05/19/2022	Management	1	Yes	Elect Director Vinit K. Asar	For	For	For	For	WITHHOLD votes for Stephen Hare are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hanger, Inc.	05/19/2022	Management	2	Yes	Elect Director Asif Ahmad	For	For	For	For	WITHHOLD votes for Stephen Hare are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hanger, Inc.	05/19/2022	Management	3	Yes	Elect Director Christopher B. Begley	For	For	For	For	WITHHOLD votes for Stephen Hare are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hanger, Inc.	05/19/2022	Management	4	Yes	Elect Director John T. Fox	For	For	For	For	WITHHOLD votes for Stephen Hare are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hanger, Inc.	05/19/2022	Management	5	Yes	Elect Director Thomas C. Freyman	For	For	For	For	WITHHOLD votes for Stephen Hare are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hanger, Inc.	05/19/2022	Management	6	Yes	Elect Director Stephen E. Hare	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Hare are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hanger, Inc.	05/19/2022	Management	7	Yes	Elect Director Mark M. Jones	For	For	For	For	WITHHOLD votes for Stephen Hare are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hanger, Inc.	05/19/2022	Management	8	Yes	Elect Director Cynthia L. Luchese	For	For	For	For	WITHHOLD votes for Stephen Hare are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hanger, Inc.	05/19/2022	Management	9	Yes	Elect Director Richard R. Pettingill	For	For	For	For	WITHHOLD votes for Stephen Hare are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hanger, Inc.	05/19/2022	Management	10	Yes	Elect Director Kathryn M. Sullivan	For	For	For	For	WITHHOLD votes for Stephen Hare are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hanger, Inc.	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned at this time.
Hanger, Inc.	05/19/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hanger, Inc.	05/19/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hanmi Financial Corporation	05/25/2022	Management	1	Yes	Elect Director John J. Ahn	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Hanmi Financial Corporation	05/25/2022	Management	2	Yes	Elect Director Christie K. Chu	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Hanmi Financial Corporation	05/25/2022	Management	3	Yes	Elect Director Harry H. Chung	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Hanmi Financial Corporation	05/25/2022	Management	4	Yes	Elect Director Scott R. Diehl	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Hanmi Financial Corporation	05/25/2022	Management	5	Yes	Elect Director Bonita I. Lee	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Hanmi Financial Corporation	05/25/2022	Management	6	Yes	Elect Director Gloria J. Lee	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Hanmi Financial Corporation	05/25/2022	Management	7	Yes	Elect Director David L. Rosenblum	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Hanmi Financial Corporation	05/25/2022	Management	8	Yes	Elect Director Thomas J. Williams	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Hanmi Financial Corporation	05/25/2022	Management	9	Yes	Elect Director Michael M. Yang	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Hanmi Financial Corporation	05/25/2022	Management	10	Yes	Elect Director Gideon Yu	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Hanmi Financial Corporation	05/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Hanmi Financial Corporation	05/25/2022	Management	12	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Harley-Davidson, Inc.	05/12/2022	Management	1	Yes	Elect Director Troy Alstead	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	2	Yes	Elect Director R. John Anderson	For	For	Withhold	Withhold	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	3	Yes	Elect Director Michael J. Cave	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	4	Yes	Elect Director Jared D. Dourdeville	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	5	Yes	Elect Director James D. Farley, Jr.	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	6	Yes	Elect Director Allan Golston	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	7	Yes	Elect Director Sara L. Levinson	For	For	Withhold	Withhold	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	8	Yes	Elect Director N. Thomas Linebarger	For	For	Withhold	Withhold	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	9	Yes	Elect Director Maryrose Sylvester	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	10	Yes	Elect Director Jochen Zeitz	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee made changes to compensation programs in response to investor feedback; however, concerns regarding the structure and magnitude of pay remain, particularly as the CEO's compensation nearly doubled year-over-year. The CEO's base salary remained high, even after the anticipated reduction for FY22. However, more concerning were actions taken in the long-term incentive program. The committee reduced the performance period for annual cycle long-term incentives from a multi-year measurement period to annually measured performance goals, limiting the long-term focus of the program. Further, the CEO's RSUs vest after just one year and his performance option grant does not require that the stock price achievements be sustained beyond the initial 10-day average.
Harley-Davidson, Inc.	05/12/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Harley-Davidson, Inc.	05/12/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Harley-Davidson, Inc.	05/12/2022	Management	14	Yes	Approve Restricted Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Harmony Biosciences Holdings, Inc.	05/20/2022	Management	1	Yes	Elect Director Juan A. Sabater	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Juan Sabater and Gary Sender given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the director nominee Linda Szyper is warranted.
Harmony Biosciences Holdings, Inc.	05/20/2022	Management	2	Yes	Elect Director Gary Sender	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Juan Sabater and Gary Sender given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the director nominee Linda Szyper is warranted.
Harmony Biosciences Holdings, Inc.	05/20/2022	Management	3	Yes	Elect Director Linda Szyper	For	For	For	For	WITHHOLD votes are warranted for Juan Sabater and Gary Sender given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the director nominee Linda Szyper is warranted.
Harmony Biosciences Holdings, Inc.	05/20/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Harmony Biosciences Holdings, Inc.	05/20/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Harrow Health, Inc.	06/09/2022	Management	1	Yes	Elect Director Mark L. Baum	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/09/2022	Management	2	Yes	Elect Director Richard L. Lindstrom	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/09/2022	Management	3	Yes	Elect Director Martin A. Makary	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/09/2022	Management	4	Yes	Elect Director Teresa F. Sparks	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/09/2022	Management	5	Yes	Elect Director Perry J. Sternberg	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/09/2022	Management	6	Yes	Elect Director R. Lawrence Van Horn	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/09/2022	Management	7	Yes	Ratify KJM Corbin & Company LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
			Number	Proposal		Recommendation	Recommendation	Recommendation		
Harrow Health, Inc.	06/09/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Harsco Corporation	04/20/2022	Management	1	Yes	Elect Director James F. Earl	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/20/2022	Management	2	Yes	Elect Director Kathy G. Eddy	For	For	Against	Against	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/20/2022	Management	3	Yes	Elect Director David C. Everitt	For	For	Against	Against	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/20/2022	Management	4	Yes	Elect Director F. Nicholas Grasberger, III	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/20/2022	Management	5	Yes	Elect Director Carolann I. Haznedar	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/20/2022	Management	6	Yes	Elect Director Mario Longhi	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/20/2022	Management	7	Yes	Elect Director Edgar (Ed) M. Purvis, Jr.	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/20/2022	Management	8	Yes	Elect Director John S. Quinn	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/20/2022	Management	9	Yes	Elect Director Phillip C. Widman	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/20/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Harsco Corporation	04/20/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hawaiian Electric Industries, Inc.	05/06/2022	Management	1	Yes	Elect Director Thomas B. Fargo	For	For	Against	Against	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/06/2022	Management	2	Yes	Elect Director Celeste A. Connors	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/06/2022	Management	3	Yes	Elect Director Richard J. Dahl	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/06/2022	Management	4	Yes	Elect Director Elisia K. Flores	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/06/2022	Management	5	Yes	Elect Director Micah A. Kane	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/06/2022	Management	6	Yes	Elect Director William James Scilacci, Jr.	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/06/2022	Management	7	Yes	Elect Director Scott W. H. Seu	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/06/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hawaiian Electric Industries, Inc.	05/06/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Hawthorn Bancshares, Inc.	06/07/2022	Management	1	Yes	Elect Director Kevin L. Riley	For	For	Against	Against	Votes AGAINST non-independent nominees David Turner and Kevin Riley are warranted for lack of a majority independent board. Votes AGAINST Kevin Riley are also warranted for serving as a non-independent member of a key board
Hawthorn Bancshares, Inc.	06/07/2022	Management	2	Yes	Elect Director David T. Turner	For	For	Against	Against	Votes AGAINST non-independent nominees David Turner and Kevin Riley are warranted for lack of a majority independent board. Votes AGAINST Kevin Riley are also warranted for serving as a non-independent member of a key board
Hawthorn Bancshares, Inc.	06/07/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hawthorn Bancshares, Inc.	06/07/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain excise tax gross-up provisions, and lacks risk mitigating provisions. In addition, the company provided an excessive amount for the CEO's aggregate perquisites.
Haynes International, Inc.	02/22/2022	Management	1	Yes	Elect Director Donald C. Campion	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Getz, Michael Shor and Donald Campion are warranted for lack of a majority independent board.Votes AGAINST Robert Getz and Donald Campion are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/22/2022	Management	2	Yes	Elect Director Robert H. Getz	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Getz, Michael Shor and Donald Campion are warranted for lack of a majority independent board.Votes AGAINST Robert Getz and Donald Campion are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/22/2022	Management	3	Yes	Elect Director Dawne S. Hickton	For	For	For	For	Votes AGAINST non-independent nominees Robert Getz, Michael Shor and Donald Campion are warranted for lack of a majority independent board.Votes AGAINST Robert Getz and Donald Campion are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/22/2022	Management	4	Yes	Elect Director Michael L. Shor	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Getz, Michael Shor and Donald Campion are warranted for lack of a majority independent board.Votes AGAINST Robert Getz and Donald Campion are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/22/2022	Management	5	Yes	Elect Director Larry O. Spencer	For	For	For	For	Votes AGAINST non-independent nominees Robert Getz, Michael Shor and Donald Campion are warranted for lack of a majority independent board.Votes AGAINST Robert Getz and Donald Campion are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/22/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Haynes International, Inc.	02/22/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	
Haynes International, Inc.	02/22/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
HBT Financial, Inc.	05/17/2022	Management	1	Yes	Elect Director Roger A. Baker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, Roger Baker, Eric Burwell, Patrick Busch, J. Lance Carter and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Roger Baker and Eric Burwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/17/2022	Management	2	Yes	Elect Director C. Alvin Bowman	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, Roger Baker, Eric Burwell, Patrick Busch, J. Lance Carter and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Roger Baker and Eric Burwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/17/2022	Management	3	Yes	Elect Director Eric E. Burwell	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, Roger Baker, Eric Burwell, Patrick Busch, J. Lance Carter and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Roger Baker and Eric Burwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/17/2022	Management	4	Yes	Elect Director Patrick F. Busch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, Roger Baker, Eric Burwell, Patrick Busch, J. Lance Carter and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Roger Baker and Eric Burwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/17/2022	Management	5	Yes	Elect Director J. Lance Carter	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, Roger Baker, Eric Burwell, Patrick Busch, J. Lance Carter and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Roger Baker and Eric Burwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



					Management		ISS		Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction		
										Voting Policy Rationale	
HBT Financial, Inc.	05/17/2022	Management	6	Yes	Elect Director Allen C. Drake	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, Roger Baker, Eric Burwell, Patrick Busch, J. Lance Carter and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Roger Baker and Eric Burwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
HBT Financial, Inc.	05/17/2022	Management	7	Yes	Elect Director Fred L. Drake	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, Roger Baker, Eric Burwell, Patrick Busch, J. Lance Carter and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Roger Baker and Eric Burwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
HBT Financial, Inc.	05/17/2022	Management	8	Yes	Elect Director Linda J. Koch	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, Roger Baker, Eric Burwell, Patrick Busch, J. Lance Carter and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Roger Baker and Eric Burwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
HBT Financial, Inc.	05/17/2022	Management	9	Yes	Elect Director Gerald E. Pfeiffer	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, Roger Baker, Eric Burwell, Patrick Busch, J. Lance Carter and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Roger Baker and Eric Burwell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
HBT Financial, Inc.	05/17/2022	Management	10	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
HCI Group, Inc.	06/02/2022	Management	1	Yes	Elect Director Paresh Patel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paresh Patel and Gregory Politis are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Politis are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lauren Valiente is warranted.	
HCI Group, Inc.	06/02/2022	Management	2	Yes	Elect Director Gregory Politis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paresh Patel and Gregory Politis are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Politis are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lauren Valiente is warranted.	
HCI Group, Inc.	06/02/2022	Management	3	Yes	Elect Director Lauren Valiente	For	For	For	For	WITHHOLD votes for non-independent nominees Paresh Patel and Gregory Politis are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Politis are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lauren Valiente is warranted.	
HCI Group, Inc.	06/02/2022	Management	4	Yes	Ratify Dixon Hughes Goodman, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: " the auditor's tenure at the company exceeds seven years; and " the non-auditing consulting fees represent more than 25 percent of total fees paid.	
HCI Group, Inc.	06/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a pay-for-performance misalignment. A majority of the CEO's equity awards lack performance criteria.	
HealthStream, Inc.	05/26/2022	Management	1	Yes	Elect Director Thompson S. Dent	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thompson (Tom) Dent, William Stead and Deborah Tate are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Thompson (Tom) Dent are further warranted for lack of diversity on the board.	
HealthStream, Inc.	05/26/2022	Management	2	Yes	Elect Director William W. Stead	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thompson (Tom) Dent, William Stead and Deborah Tate are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Thompson (Tom) Dent are further warranted for lack of diversity on the board.	
HealthStream, Inc.	05/26/2022	Management	3	Yes	Elect Director Deborah Taylor Tate	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thompson (Tom) Dent, William Stead and Deborah Tate are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Thompson (Tom) Dent are further warranted for lack of diversity on the board.	
HealthStream, Inc.	05/26/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
HealthStream, Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
HealthStream, Inc.	05/26/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Heartland Express, Inc.	05/12/2022	Management	1	Yes	Elect Director Michael J. Gerdin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Brenda Neville for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Heartland Express, Inc.	05/12/2022	Management	2	Yes	Elect Director Larry J. Gordon	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Brenda Neville for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Heartland Express, Inc.	05/12/2022	Management	3	Yes	Elect Director Benjamin J. Allen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Brenda Neville for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Heartland Express, Inc.	05/12/2022	Management	4	Yes	Elect Director Brenda S. Neville	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Brenda Neville for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Heartland Express, Inc.	05/12/2022	Management	5	Yes	Elect Director James G. Pratt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Brenda Neville for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Heartland Express, Inc.	05/12/2022	Management	6	Yes	Elect Director Michael J. Sullivan	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Brenda Neville for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Heartland Express, Inc.	05/12/2022	Management	7	Yes	Elect Director David P. Millis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Brenda Neville for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Heartland Express, Inc.	05/12/2022	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Heartland Express, Inc.	05/12/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A former NEO received severance consisting of fully vested shares upon retirement. Given that the number of shares granted were relatively small and the severance does not include any cash payment, cautionary support FOR this proposal is warranted.	
Heartland Financial USA, Inc.	06/15/2022	Management	1	Yes	Elect Director John K. Schmidt	For	For	Withhold	Withhold	WITHHOLD votes for John Schmidt are warranted for serving as a non-independent member of a key board committee. A vote FOR Duane E. White is warranted.	
Heartland Financial USA, Inc.	06/15/2022	Management	2	Yes	Elect Director Duane E. White	For	For	For	For	WITHHOLD votes for John Schmidt are warranted for serving as a non-independent member of a key board committee. A vote FOR Duane E. White is warranted.	
Heartland Financial USA, Inc.	06/15/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Heartland Financial USA, Inc.	06/15/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time, and no significant concerns were identified at this time.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction		
										Voting Policy Rationale	
Hecia Mining Company	05/26/2022	Management	1	Yes	Elect Director Charles B. Stanley	For	For	Against	Against	Votes AGAINST Charles Stanley are warranted for serving as a non-independent member of a key board committee. A vote FOR Alice Wong is warranted.	
Hecia Mining Company	05/26/2022	Management	2	Yes	Elect Director Alice Wong	For	For	For	For	Votes AGAINST Charles Stanley are warranted for serving as a non-independent member of a key board committee. A vote FOR Alice Wong is warranted.	
Hecia Mining Company	05/26/2022	Management	3	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Hecia Mining Company	05/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Heidrick & Struggles International, Inc.	05/26/2022	Management	1	Yes	Elect Director Elizabeth L. Axelrod	For	For	For	For	A vote FOR all director nominees is warranted.	
Heidrick & Struggles International, Inc.	05/26/2022	Management	2	Yes	Elect Director Mary E. G. Bear	For	For	For	For	A vote FOR all director nominees is warranted.	
Heidrick & Struggles International, Inc.	05/26/2022	Management	3	Yes	Elect Director Lyle Logan	For	For	For	For	A vote FOR all director nominees is warranted.	
Heidrick & Struggles International, Inc.	05/26/2022	Management	4	Yes	Elect Director T. Willem Mesdag	For	For	For	For	A vote FOR all director nominees is warranted.	
Heidrick & Struggles International, Inc.	05/26/2022	Management	5	Yes	Elect Director Krishnan Rajagopalan	For	For	For	For	A vote FOR all director nominees is warranted.	
Heidrick & Struggles International, Inc.	05/26/2022	Management	6	Yes	Elect Director Stacey Rauch	For	For	For	For	A vote FOR all director nominees is warranted.	
Heidrick & Struggles International, Inc.	05/26/2022	Management	7	Yes	Elect Director Adam Warby	For	For	For	For	A vote FOR all director nominees is warranted.	
Heidrick & Struggles International, Inc.	05/26/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Heidrick & Struggles International, Inc.	05/26/2022	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Helios Technologies, Inc.	06/07/2022	Management	1	Yes	Elect Director Diana Sacchi	For	For	For	For	Votes AGAINST Philippe Lemaître are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Helios Technologies, Inc.	06/07/2022	Management	2	Yes	Elect Director Douglas M. Britt	For	For	For	For	Votes AGAINST Philippe Lemaître are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Helios Technologies, Inc.	06/07/2022	Management	3	Yes	Elect Director Philippe Lemaître	For	For	Against	Against	Votes AGAINST Philippe Lemaître are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Helios Technologies, Inc.	06/07/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Helios Technologies, Inc.	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Helmerich & Payne, Inc.	03/01/2022	Management	1	Yes	Elect Director Delaney M. Bellinger	For	For	For	For	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	2	Yes	Elect Director Belgacem Chariag	For	For	For	For	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	3	Yes	Elect Director Kevin G. Cramton	For	For	For	For	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	4	Yes	Elect Director Randy A. Foutch	For	For	Against	Against	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	5	Yes	Elect Director Hans Helmerich	For	For	For	For	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	6	Yes	Elect Director John W. Lindsay	For	For	For	For	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	7	Yes	Elect Director Jose R. Mas	For	For	For	For	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	8	Yes	Elect Director Thomas A. Petrie	For	For	For	For	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	9	Yes	Elect Director Donald F. Robillard, Jr.	For	For	For	For	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	10	Yes	Elect Director Edward B. Rust, Jr.	For	For	Against	Against	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	11	Yes	Elect Director Mary M. VanDeWeghe	For	For	For	For	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	12	Yes	Elect Director John D. Zeglis	For	For	Against	Against	Votes AGAINST Randy Foutch, Edward Rust Jr. and John Zeglis are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Helmerich & Payne, Inc.	03/01/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Helmerich & Payne, Inc.	03/01/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	
Helmerich & Payne, Inc.	03/01/2022	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Herbalife Nutrition Ltd.	04/27/2022	Management	1	Yes	Elect Director John O. Agwunobi	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herbalife Nutrition Ltd.	04/27/2022	Management	2	Yes	Elect Director Richard H. Carmona	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herbalife Nutrition Ltd.	04/27/2022	Management	3	Yes	Elect Director Michael O. Johnson	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herbalife Nutrition Ltd.	04/27/2022	Management	4	Yes	Elect Director Kevin M. Jones	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herbalife Nutrition Ltd.	04/27/2022	Management	5	Yes	Elect Director Sophie L'Helias	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herbalife Nutrition Ltd.	04/27/2022	Management	6	Yes	Elect Director Alan W. LeFevre	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herbalife Nutrition Ltd.	04/27/2022	Management	7	Yes	Elect Director Juan Miguel Mendoza	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herbalife Nutrition Ltd.	04/27/2022	Management	8	Yes	Elect Director Don Mulligan	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herbalife Nutrition Ltd.	04/27/2022	Management	9	Yes	Elect Director Maria Otero	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herbalife Nutrition Ltd.	04/27/2022	Management	10	Yes	Elect Director John Tartol	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herbalife Nutrition Ltd.	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	
Herbalife Nutrition Ltd.	04/27/2022	Management	12	Yes	Ratify PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Herbalife Nutrition Ltd.	04/27/2022	Management	13	Yes	Elect Director Celine Del Genes	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.	
Herc Holdings Inc.	05/12/2022	Management	1	Yes	Elect Director Patrick D. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.	
Herc Holdings Inc.	05/12/2022	Management	2	Yes	Elect Director Lawrence H. Silber	For	For	For	For	A vote FOR all director nominees is warranted.	
Herc Holdings Inc.	05/12/2022	Management	3	Yes	Elect Director James H. Browning	For	For	For	For	A vote FOR all director nominees is warranted.	
Herc Holdings Inc.	05/12/2022	Management	4	Yes	Elect Director Shari L. Burgess	For	For	For	For	A vote FOR all director nominees is warranted.	
Herc Holdings Inc.	05/12/2022	Management	5	Yes	Elect Director Hunter C. Gary	For	For	For	For	A vote FOR all director nominees is warranted.	
Herc Holdings Inc.	05/12/2022	Management	6	Yes	Elect Director Jean K. Holley	For	For	For	For	A vote FOR all director nominees is warranted.	
Herc Holdings Inc.	05/12/2022	Management	7	Yes	Elect Director Michael A. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.	
Herc Holdings Inc.	05/12/2022	Management	8	Yes	Elect Director Steven D. Miller	For	For	For	For	A vote FOR all director nominees is warranted.	
Herc Holdings Inc.	05/12/2022	Management	9	Yes	Elect Director Rakesh Sachdev	For	For	For	For	A vote FOR all director nominees is warranted.	
Herc Holdings Inc.	05/12/2022	Management	10	Yes	Elect Director Andrew J. Teno	For	For	For	For	A vote FOR all director nominees is warranted.	
Herc Holdings Inc.	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned at this time.	
Herc Holdings Inc.	05/12/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Heritage Commerce Corp.	05/26/2022	Management	1	Yes	Elect Director Julianne M. Biagini-Komas	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Heritage Commerce Corp.	05/26/2022	Management	2	Yes	Elect Director Bruce H. Cabral	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale			
Heritage Commerce Corp.	05/26/2022	Management	3	Yes	Elect Director Jack W. Conner	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Commerce Corp.	05/26/2022	Management	4	Yes	Elect Director Jason DiNapoli	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Commerce Corp.	05/26/2022	Management	5	Yes	Elect Director Stephen G. Heitel	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Commerce Corp.	05/26/2022	Management	6	Yes	Elect Director Kamran F. Husain	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Commerce Corp.	05/26/2022	Management	7	Yes	Elect Director Walter T. Kaczmarek	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Commerce Corp.	05/26/2022	Management	8	Yes	Elect Director Robert T. Moles	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Commerce Corp.	05/26/2022	Management	9	Yes	Elect Director Laura Roden	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Commerce Corp.	05/26/2022	Management	10	Yes	Elect Director Marina H. Park Sutton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Commerce Corp.	05/26/2022	Management	11	Yes	Elect Director Ranson W. Webster	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent compensation committee members Julianne Biagini-Komas, Robert Moles, Marina Park Sutton, and Ranson Webster for demonstrating poor responsiveness following last year's low say-on-pay vote result. WITHHOLD votes for Robert Moles and Ranson Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Commerce Corp.	05/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's low say-on-pay vote result, the committee did not disclose any shareholder engagement efforts, feedback received, or meaningful changes to the compensation program. As such, the compensation committee demonstrated poor responsiveness to shareholder concerns underlying the low vote result. In addition, the company does not condition vesting of long-term awards on achievement of performance goals, equity award arrangements provide for automatic accelerated vesting upon a change-in-control, and the company has legacy arrangements with certain executives that provide for CIC excise tax gross-up payments.			
Heritage Commerce Corp.	05/26/2022	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.			
Heritage Financial Corporation	05/03/2022	Management	1	Yes	Elect Director Brian S. Charneski	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Financial Corporation	05/03/2022	Management	2	Yes	Elect Director John A. Clees	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Financial Corporation	05/03/2022	Management	3	Yes	Elect Director Jeffrey J. Deuel	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Financial Corporation	05/03/2022	Management	4	Yes	Elect Director Trevor D. Dryer	For	For	For	For	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Financial Corporation	05/03/2022	Management	5	Yes	Elect Director Kimberly T. Ellwanger	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Financial Corporation	05/03/2022	Management	6	Yes	Elect Director Deborah J. Gavin	For	For	For	For	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Financial Corporation	05/03/2022	Management	7	Yes	Elect Director Gail B. Giacobbe	For	For	For	For	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Financial Corporation	05/03/2022	Management	8	Yes	Elect Director Jeffrey S. Lyon	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Financial Corporation	05/03/2022	Management	9	Yes	Elect Director Anthony B. Pickering	For	For	For	For	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Heritage Financial Corporation	05/03/2022	Management	10	Yes	Elect Director Frederick B. Rivera	For	For	For	For	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			

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Heritage Financial Corporation	05/03/2022	Management	11	Yes	Elect Director Brian L. Vance	For		Against	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2022	Management	12	Yes	Elect Director Ann Watson	For	For	For	Votes AGAINST non-independent nominees Brian Vance, Jeffrey Deuel, Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are warranted for lack of a majority independent board. Votes AGAINST Brian Charneski, John Clees, Kimberly Ellwanger and Jeffrey (Jeff) Lyon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Heritage Financial Corporation	05/03/2022	Management	14	Yes	Ratify Crowe LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	1	Yes	Elect Director Ernie Garateix	For	For	For	A vote FOR all director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	2	Yes	Elect Director Richard Widdicombe	For	For	For	A vote FOR all director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	3	Yes	Elect Director Panagiotis (Pete) Apostolou	For	For	For	A vote FOR all director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	4	Yes	Elect Director Irini Barlas	For	For	For	A vote FOR all director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	5	Yes	Elect Director Mark Berset	For	For	For	A vote FOR all director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	6	Yes	Elect Director Steven Martindale	For	For	For	A vote FOR all director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	7	Yes	Elect Director Nicholas Pappas	For	For	For	A vote FOR all director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	8	Yes	Elect Director Joseph Vattamattam	For	For	For	A vote FOR all director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	9	Yes	Elect Director Vijay Walekar	For	For	For	A vote FOR all director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	10	Yes	Ratify Plante & Moran, PLLC as Auditors	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Heritage Insurance Holdings, Inc.	06/23/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. Annual bonuses were based largely on quantitative goals and half of the equity awards are performance-conditioned.
Heritage-Crystal Clean, Inc.	05/04/2022	Management	1	Yes	Elect Director Brian Recatto	For	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Brian Recatto and Charles Schalliol are warranted for demonstrating poor responsiveness to low say-on-pay support for three consecutive years. WITHHOLD votes for nominating committee member Charles Schalliol are further warranted for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for non-independent nominees Brian Recatto and Charles Schalliol are warranted for lack of a majority independent board. WITHHOLD votes for Charles Schalliol are also warranted for serving as a non-independent member of a key board committee.
Heritage-Crystal Clean, Inc.	05/04/2022	Management	2	Yes	Elect Director Charles E. Schalliol	For	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Brian Recatto and Charles Schalliol are warranted for demonstrating poor responsiveness to low say-on-pay support for three consecutive years. WITHHOLD votes for nominating committee member Charles Schalliol are further warranted for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for non-independent nominees Brian Recatto and Charles Schalliol are warranted for lack of a majority independent board. WITHHOLD votes for Charles Schalliol are also warranted for serving as a non-independent member of a key board committee.
Heritage-Crystal Clean, Inc.	05/04/2022	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Heritage-Crystal Clean, Inc.	05/04/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee has demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Furthermore, the company maintains the CEO's employment agreement which provides for an excise tax gross-up payment upon a change in control and multi-year guaranteed time-based equity awards. Moreover, the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
HF Sinclair Corporation	06/08/2022	Management	1	Yes	Elect Director Anne-Marie N. Ainsworth	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	2	Yes	Elect Director Anna C. Catalano	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	3	Yes	Elect Director Leldon E. Echols	For	For	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	4	Yes	Elect Director Manuel J. Fernandez	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	5	Yes	Elect Director Michael C. Jennings	For	For	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	6	Yes	Elect Director R. Craig Knocke	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	7	Yes	Elect Director Robert J. Kostelnik	For	For	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	8	Yes	Elect Director James H. Lee	For	For	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	9	Yes	Elect Director Ross B. Matthews	For	For	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	10	Yes	Elect Director Franklin Myers	For	For	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	11	Yes	Elect Director Norman J. Szydlowski	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
HF Sinclair Corporation	06/08/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HF Sinclair Corporation	06/08/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance the unaffiliated shareholders' ability to make use of the right.
Hillenbrand, Inc.	02/10/2022	Management	1	Yes	Elect Director Gary L. Collar	For	For	For	For	WITHHOLD votes for F. Joseph (Joe) Loughrey are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hillenbrand, Inc.	02/10/2022	Management	2	Yes	Elect Director F. Joseph Loughrey	For	For	Withhold	Withhold	WITHHOLD votes for F. Joseph (Joe) Loughrey are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hillenbrand, Inc.	02/10/2022	Management	3	Yes	Elect Director Joy M. Greenway	For	For	For	For	WITHHOLD votes for F. Joseph (Joe) Loughrey are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hillenbrand, Inc.	02/10/2022	Management	4	Yes	Elect Director Dennis W. Pullin	For	For	For	For	WITHHOLD votes for F. Joseph (Joe) Loughrey are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hillenbrand, Inc.	02/10/2022	Management	5	Yes	Elect Director Kimberly K. Ryan	For	For	For	For	WITHHOLD votes for F. Joseph (Joe) Loughrey are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hillenbrand, Inc.	02/10/2022	Management	6	Yes	Elect Director Inderpreet Sawhney	For	For	For	For	WITHHOLD votes for F. Joseph (Joe) Loughrey are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hillenbrand, Inc.	02/10/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hillenbrand, Inc.	02/10/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hilton Grand Vacations Inc.	05/04/2022	Management	1	Yes	Elect Director Mark D. Wang	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/04/2022	Management	2	Yes	Elect Director Leonard A. Potter	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/04/2022	Management	3	Yes	Elect Director Brenda J. Bacon	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/04/2022	Management	4	Yes	Elect Director David W. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/04/2022	Management	5	Yes	Elect Director Mark H. Lazarus	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/04/2022	Management	6	Yes	Elect Director Pamela H. Patsley	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/04/2022	Management	7	Yes	Elect Director David Sambur	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/04/2022	Management	8	Yes	Elect Director Alex van Hoek	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/04/2022	Management	9	Yes	Elect Director Paul W. Whetsell	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/04/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hilton Grand Vacations Inc.	05/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted at this time as pay and performance are reasonable aligned, and no significant concerns were identified at this time.
Hingham Institution for Savings	04/28/2022	Management	1	Yes	Elect Director Howard M. Berger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, Ronald Falcione, Kevin Gaughen Jr. and Julio Hernando are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Howard Berger and Robert Sheridan are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Howard Berger are also warranted for serving as a non-independent member of a key board
Hingham Institution for Savings	04/28/2022	Management	2	Yes	Elect Director Kevin W. Gaughen, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, Ronald Falcione, Kevin Gaughen Jr. and Julio Hernando are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Howard Berger and Robert Sheridan are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Howard Berger are also warranted for serving as a non-independent member of a key board
Hingham Institution for Savings	04/28/2022	Management	3	Yes	Elect Director Julio R. Hernando	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, Ronald Falcione, Kevin Gaughen Jr. and Julio Hernando are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Howard Berger and Robert Sheridan are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Howard Berger are also warranted for serving as a non-independent member of a key board
Hingham Institution for Savings	04/28/2022	Management	4	Yes	Elect Director Robert K. Sheridan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, Ronald Falcione, Kevin Gaughen Jr. and Julio Hernando are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Howard Berger and Robert Sheridan are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Howard Berger are also warranted for serving as a non-independent member of a key board
Hingham Institution for Savings	04/28/2022	Management	5	Yes	Elect Director Ronald D. Falcione	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, Ronald Falcione, Kevin Gaughen Jr. and Julio Hernando are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Howard Berger and Robert Sheridan are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Howard Berger are also warranted for serving as a non-independent member of a key board
Hingham Institution for Savings	04/28/2022	Management	6	Yes	Elect Company Clerk Jacqueline M. Youngworth	For	For	For	For	A vote FOR this item is warranted given that it is administrative in nature.
Hingham Institution for Savings	04/28/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for the following reasons: * Equity awards contain a provision for single-trigger vesting upon a change in control event; * The company maintains employment agreements with executives that contain excessive severance provisions; and * The company lacks all of the following risk-mitigating features: a clawback policy, stock ownership guidelines, or holding period requirements for executives.
Hingham Institution for Savings	04/28/2022	Management	8	Yes	Amend Article 16 of the Bank's Amended and Restated Charter	For	For	For	For	A vote FOR this proposal is warranted. The proposed change will simplify the process by which shareholders may amend the company's bylaws, thereby representing an improvement in shareholder rights.
HMN Financial, Inc.	04/26/2022	Management	1	Yes	Elect Director Wendy S. Shannon	For	For	For	For	A vote FOR both director nominees is warranted.
HMN Financial, Inc.	04/26/2022	Management	2	Yes	Elect Director Hans K. Zietlow	For	For	For	For	A vote FOR both director nominees is warranted.
HMN Financial, Inc.	04/26/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards allow for auto accelerated vesting upon a change-in-control event; * The CEO's long-term equity awards lack performance vesting conditions; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
HMN Financial, Inc.	04/26/2022	Management	4	Yes	Ratify CliftonLarsonAllen LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Home Bancorp. Inc.	05/10/2022	Management	1	Yes	Elect Director J. Scott Ballard	For	For	For	For	A vote FOR all director nominees is warranted.
Home Bancorp. Inc.	05/10/2022	Management	2	Yes	Elect Director Ann Forte Trappev	For	For	For	For	A vote FOR all director nominees is warranted.
Home Bancorp. Inc.	05/10/2022	Management	3	Yes	Elect Director Donald W. Washington	For	For	For	For	A vote FOR all director nominees is warranted.
Home Bancorp. Inc.	05/10/2022	Management	4	Yes	Ratify Wipfli LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Home BancShares, Inc.	04/21/2022	Management	1	Yes	Elect Director John W. Allison	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	2	Yes	Elect Director Brian S. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	3	Yes	Elect Director Milburn Adams	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	4	Yes	Elect Director Robert H. Adcock, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	5	Yes	Elect Director Richard H. Ashley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proposal Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Home BancShares, Inc.	04/21/2022	Management	6	Yes	Elect Director Mike D. Beebe	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	7	Yes	Elect Director Jack E. Engelkes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	8	Yes	Elect Director Tracy M. French	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	9	Yes	Elect Director Karen E. Garrett	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	10	Yes	Elect Director James G. Hinkle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	11	Yes	Elect Director Alex R. Lieblong	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	12	Yes	Elect Director Thomas J. Longe	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	13	Yes	Elect Director Jim Rankin, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	14	Yes	Elect Director Larry W. Ross	For	For	For	For	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	15	Yes	Elect Director Donna J. Townsell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Allison, Robert Adcock Jr., Richard Ashley, Brian Davis, Jack Engelkes, Tracy French, James Hinkle, Alex Lieblong, and Donna Townsell are warranted for lack of a majority independent board. WITHHOLD votes for Richard Ashley, Jack Engelkes, James Hinkle, and Alex Lieblong are also warranted for serving as non-independent members of key board committees. A vote FOR the remaining director nominees is warranted.
Home BancShares, Inc.	04/21/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the company maintains change-in-control agreements that contain a single trigger severance provision; * equity awards allow for auto-accelerated vesting upon a change-in-control event; and * the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Home BancShares, Inc.	04/21/2022	Management	17	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Home BancShares, Inc.	04/21/2022	Management	18	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HomeStreet, Inc.	05/26/2022	Management	1	Yes	Elect Director Scott M. Boggs	For	For	Against	Against	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/26/2022	Management	2	Yes	Elect Director Sandra A. Cavanaugh	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/26/2022	Management	3	Yes	Elect Director Jeffrey D. Green	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/26/2022	Management	4	Yes	Elect Director Joanne R. Harrell	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/26/2022	Management	5	Yes	Elect Director Mark K. Mason	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/26/2022	Management	6	Yes	Elect Director James R. Mitchell, Jr.	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/26/2022	Management	7	Yes	Elect Director Mark R. Patterson	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/26/2022	Management	8	Yes	Elect Director Nancy D. Pellegrino	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/26/2022	Management	9	Yes	Elect Director Douglas I. Smith	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
HomeStreet, Inc.	05/26/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Homology Medicines, Inc.	06/15/2022	Management	1	Yes	Elect Director Jeffrey V. Poulton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Jeffrey (Jeff) Poulton and Alise Reicin given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Homology Medicines, Inc.	06/15/2022	Management	2	Yes	Elect Director Alise S. Reicin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Jeffrey (Jeff) Poulton and Alise Reicin given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Homology Medicines, Inc.	06/15/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hooker Furnishings Corporation	06/07/2022	Management	1	Yes	Elect Director W. Christopher Beeler, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Henry Williamson Jr. and W. Christopher Beeler Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/07/2022	Management	2	Yes	Elect Director Maria C. Duey	For	For	For	For	WITHHOLD votes for Henry Williamson Jr. and W. Christopher Beeler Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/07/2022	Management	3	Yes	Elect Director Paulette Garafalo	For	For	For	For	WITHHOLD votes for Henry Williamson Jr. and W. Christopher Beeler Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/07/2022	Management	4	Yes	Elect Director Jeremy R. Hoff	For	For	For	For	WITHHOLD votes for Henry Williamson Jr. and W. Christopher Beeler Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommendation	Recommendation	Recommendation		
Hooker Furnishings Corporation	06/07/2022	Management	5	Yes	Elect Director Tonya H. Jackson	For	For	For	For	WITHHOLD votes for Henry Williamson Jr. and W. Christopher Beeler Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/07/2022	Management	6	Yes	Elect Director Ellen C. Taaffe	For	For	For	For	WITHHOLD votes for Henry Williamson Jr. and W. Christopher Beeler Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/07/2022	Management	7	Yes	Elect Director Henry G. Williamson, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Henry Williamson Jr. and W. Christopher Beeler Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/07/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hooker Furnishings Corporation	06/07/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Hope Bancorp, Inc.	05/19/2022	Management	1	Yes	Elect Director Kevin S. Kim	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	2	Yes	Elect Director Scott Yoon-Suk Whang	For	For	Withhold	Withhold	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	3	Yes	Elect Director Steven S. Koh	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	4	Yes	Elect Director Donald D. Byun	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	5	Yes	Elect Director Jinho Doo	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	6	Yes	Elect Director Daisy Y. Ha	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	7	Yes	Elect Director Joon Kyung Kim	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	8	Yes	Elect Director William J. Lewis	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	9	Yes	Elect Director David P. Malone	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	10	Yes	Elect Director Lisa K. Pai	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	11	Yes	Elect Director Mary E. Thigpen	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	12	Yes	Elect Director Dale S. Zuehls	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/19/2022	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Hope Bancorp, Inc.	05/19/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Horace Mann Educators Corporation	05/25/2022	Management	1	Yes	Elect Director Thomas A. Bradley	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/25/2022	Management	2	Yes	Elect Director Mark S. Casady	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/25/2022	Management	3	Yes	Elect Director Daniel A. Domenech	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/25/2022	Management	4	Yes	Elect Director Perry G. Hines	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/25/2022	Management	5	Yes	Elect Director Mark E. Konen	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/25/2022	Management	6	Yes	Elect Director Beverley J. McClure	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/25/2022	Management	7	Yes	Elect Director H. Wade Reece	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/25/2022	Management	8	Yes	Elect Director Elaine A. Sarsynski	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/25/2022	Management	9	Yes	Elect Director Marita Zuraitis	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Horace Mann Educators Corporation	05/25/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Horizon Bancorp, Inc.	05/05/2022	Management	1	Yes	Elect Director Susan D. Aaron	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Dwight and Susan Aaron are warranted for lack of a majority independent board. WITHHOLD votes for Susan Aaron are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Eric Blackhurst are warranted for lack of racial/ethnic diversity on the board.
Horizon Bancorp, Inc.	05/05/2022	Management	2	Yes	Elect Director Eric P. Blackhurst	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Dwight and Susan Aaron are warranted for lack of a majority independent board. WITHHOLD votes for Susan Aaron are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Eric Blackhurst are warranted for lack of racial/ethnic diversity on the board.
Horizon Bancorp, Inc.	05/05/2022	Management	3	Yes	Elect Director Craig M. Dwight	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Dwight and Susan Aaron are warranted for lack of a majority independent board. WITHHOLD votes for Susan Aaron are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Eric Blackhurst are warranted for lack of racial/ethnic diversity on the board.
Horizon Bancorp, Inc.	05/05/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Horizon Bancorp, Inc.	05/05/2022	Management	5	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hostess Brands, Inc.	06/08/2022	Management	1	Yes	Elect Director Jerry D. Kaminski	For	For	For	For	A vote FOR all director nominees is warranted.
Hostess Brands, Inc.	06/08/2022	Management	2	Yes	Elect Director Andrew P. Callahan	For	For	For	For	A vote FOR all director nominees is warranted.
Hostess Brands, Inc.	06/08/2022	Management	3	Yes	Elect Director Olu Beck	For	For	For	For	A vote FOR all director nominees is warranted.
Hostess Brands, Inc.	06/08/2022	Management	4	Yes	Elect Director Laurence Bodner	For	For	For	For	A vote FOR all director nominees is warranted.
Hostess Brands, Inc.	06/08/2022	Management	5	Yes	Elect Director Gretchen R. Crist	For	For	For	For	A vote FOR all director nominees is warranted.
Hostess Brands, Inc.	06/08/2022	Management	6	Yes	Elect Director Rachel P. Cullen	For	For	For	For	A vote FOR all director nominees is warranted.
Hostess Brands, Inc.	06/08/2022	Management	7	Yes	Elect Director Hugh G. Dineen	For	For	For	For	A vote FOR all director nominees is warranted.
Hostess Brands, Inc.	06/08/2022	Management	8	Yes	Elect Director Ioannis Skoufalos	For	For	For	For	A vote FOR all director nominees is warranted.
Hostess Brands, Inc.	06/08/2022	Management	9	Yes	Elect Director Craig D. Steeneck	For	For	For	For	A vote FOR all director nominees is warranted.
Hostess Brands, Inc.	06/08/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hostess Brands, Inc.	06/08/2022	Management	11	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Hostess Brands, Inc.	06/08/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Hostess Brands, Inc.	06/08/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hub Group, Inc.	05/24/2022	Management	1	Yes	Elect Director David P. Yeager	For	For	For	For	WITHHOLD votes for Charles Reaves and Martin Slark are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hub Group, Inc.	05/24/2022	Management	2	Yes	Elect Director Mary H. Boosalis	For	For	For	For	WITHHOLD votes for Charles Reaves and Martin Slark are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hub Group, Inc.	05/24/2022	Management	3	Yes	Elect Director Michael E. Flannery	For	For	For	For	WITHHOLD votes for Charles Reaves and Martin Slark are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hub Group, Inc.	05/24/2022	Management	4	Yes	Elect Director James C. Kenny	For	For	For	For	WITHHOLD votes for Charles Reaves and Martin Slark are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

					Management		ISS		Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Recommendation	Recommendation	Recommendation	Vote		
			Number	Proposal							
Voting Policy Rationale											
Hub Group, Inc.	05/24/2022	Management	5	Yes	Elect Director Peter B. McNitt	For	For	For	For	WITHHOLD votes for Charles Reaves and Martin Slark are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Hub Group, Inc.	05/24/2022	Management	6	Yes	Elect Director Charles R. Reaves	For	For	Withhold	Withhold	WITHHOLD votes for Charles Reaves and Martin Slark are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Hub Group, Inc.	05/24/2022	Management	7	Yes	Elect Director Martin P. Slark	For	For	Withhold	Withhold	WITHHOLD votes for Charles Reaves and Martin Slark are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Hub Group, Inc.	05/24/2022	Management	8	Yes	Elect Director Jenell R. Ross	For	For	For	For	WITHHOLD votes for Charles Reaves and Martin Slark are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Hub Group, Inc.	05/24/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Hub Group, Inc.	05/24/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Hub Group, Inc.	05/24/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; * The company's three-year average burn rate is excessive; and * The plan allows for single-trigger vesting of awards in the event of a change-in-control.	
Hudson Technologies, Inc.	06/09/2022	Management	1	Yes	Elect Director Stephen P. Mandracchia	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for demonstrating poor responsiveness to shareholder concerns following three consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominee Stephen Mandracchia are warranted for lack of a majority independent board.	
Hudson Technologies, Inc.	06/09/2022	Management	2	Yes	Elect Director Richard Parrillo	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for demonstrating poor responsiveness to shareholder concerns following three consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominee Stephen Mandracchia are warranted for lack of a majority independent board.	
Hudson Technologies, Inc.	06/09/2022	Management	3	Yes	Elect Director Eric A. Prouty	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for demonstrating poor responsiveness to shareholder concerns following three consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominee Stephen Mandracchia are warranted for lack of a majority independent board.	
Hudson Technologies, Inc.	06/09/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the following: * The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. * The company maintains an employment agreement with the CEO that provides for modified single-trigger change-in-control cash severance. * Equity award arrangements allow automatic accelerated vesting upon a change-in-control. * Equity awards to the CEO in the most recent fiscal year lack performance vesting conditions. * The company provides a large life insurance-related perquisite to the CEO.	
Hudson Technologies, Inc.	06/09/2022	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Huntsman Corporation	03/25/2022	Management	2	Yes	Elect Director Peter R. Huntsman	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	3	Yes	Elect Director Mary C. Beckerle	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	4	Yes	Elect Director Sonia Dula	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	5	Yes	Elect Director Cynthia L. Egan	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	6	Yes	Elect Director Curtis E. Espeland	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	7	Yes	Elect Director Daniele Ferrari	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	8	Yes	Elect Director Jose Antonio Munoz Barcelo	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	9	Yes	Elect Director Jeanne McGovern	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	10	Yes	Elect Director David B. Sewell	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	11	Yes	Elect Director Jan E. Tighe	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Huntsman Corporation	03/25/2022	Shareholder	16	Yes	Elect Director James L. Gallogly	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.	
Huntsman Corporation	03/25/2022	Shareholder	17	Yes	Elect Director Susan C. Schnabel	For	Withhold	Withhold	Withhold	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.	
Huntsman Corporation	03/25/2022	Shareholder	18	Yes	Elect Director Sandra Beach Lin	For	Withhold	Withhold	Withhold	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.	
Huntsman Corporation	03/25/2022	Shareholder	19	Yes	Elect Director Jeffrey C. Smith	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.	
Huntsman Corporation	03/25/2022	Shareholder	20	Yes	Elect Director Peter R. Huntsman	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.	
Huntsman Corporation	03/25/2022	Shareholder	21	Yes	Elect Director Sonia Dula	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.	
Huntsman Corporation	03/25/2022	Shareholder	22	Yes	Elect Director Curtis E. Espeland	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.	
Huntsman Corporation	03/25/2022	Shareholder	23	Yes	Elect Director Jeanne McGovern	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.	
Huntsman Corporation	03/25/2022	Shareholder	24	Yes	Elect Director David B. Sewell	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.	
Huntsman Corporation	03/25/2022	Shareholder	25	Yes	Elect Director Jan E. Tighe	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.	
Huntsman Corporation	03/25/2022	Management	26	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	For	For	For	A vote FOR this proposal is warranted. While annual incentive opportunities returned to normal levels following a COVID-related reduction in FY20, most financial targets also were set at more challenging levels. Further, CEO pay and performance were reasonably aligned for the year in review.	
Huntsman Corporation	03/25/2022	Management	27	Yes	Ratify Deloitte & Touche LLP as Auditors	None	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid	
Huntsman Corporation	03/25/2022	Shareholder	28	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	None	For	For	For	A vote FOR this proposal is warranted, as it would enhance shareholder rights.	
Hurco Companies, Inc.	03/10/2022	Management	1	Yes	Elect Director Thomas A. Aaro	For	Withhold	Withhold	Withhold	WITHHOLD votes for Janaki (Janu) Sivanesan are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom are warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the company bylaws.A vote FOR the remaining director nominees is warranted.	
Hurco Companies, Inc.	03/10/2022	Management	2	Yes	Elect Director Michael Doar	For	For	For	For	WITHHOLD votes for Janaki (Janu) Sivanesan are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom are warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the company bylaws.A vote FOR the remaining director nominees is warranted.	
Hurco Companies, Inc.	03/10/2022	Management	3	Yes	Elect Director Cynthia Dubin	For	For	For	For	WITHHOLD votes for Janaki (Janu) Sivanesan are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom are warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the company bylaws.A vote FOR the remaining director nominees is warranted.	
Hurco Companies, Inc.	03/10/2022	Management	4	Yes	Elect Director Timothy J. Gardner	For	For	For	For	WITHHOLD votes for Janaki (Janu) Sivanesan are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom are warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the company bylaws.A vote FOR the remaining director nominees is warranted.	
Hurco Companies, Inc.	03/10/2022	Management	5	Yes	Elect Director Jay C. Longbottom	For	Withhold	Withhold	Withhold	WITHHOLD votes for Janaki (Janu) Sivanesan are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom are warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the company bylaws.A vote FOR the remaining director nominees is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hurco Companies, Inc.	03/10/2022	Management	6	Yes	Elect Director Richard Porter	For	Withhold	Withhold	Withhold	WITHHOLD votes for Janaki (Janu) Sivanesan are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom are warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the company bylaws.A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/10/2022	Management	7	Yes	Elect Director Janaki Sivanesan	For	For	Withhold	Withhold	WITHHOLD votes for Janaki (Janu) Sivanesan are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom are warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the company bylaws.A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/10/2022	Management	8	Yes	Elect Director Gregory S. Solovic	For	For	For	For	WITHHOLD votes for Janaki (Janu) Sivanesan are warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom are warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the company bylaws.A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/10/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Hurco Companies, Inc.	03/10/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hurco Companies, Inc.	03/10/2022	Management	11	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Huron Consulting Group Inc.	05/06/2022	Management	1	Yes	Elect Director John McCartney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee John McCartney are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Ekta Singh-Bushell are warranted for serving as a director on more than four public company boards. A vote FOR Peter K. Markell is warranted.
Huron Consulting Group Inc.	05/06/2022	Management	2	Yes	Elect Director Ekta Singh-Bushell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee John McCartney are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Ekta Singh-Bushell are warranted for serving as a director on more than four public company boards. A vote FOR Peter K. Markell is warranted.
Huron Consulting Group Inc.	05/06/2022	Management	3	Yes	Elect Director Peter K. Markell	For	For	For	For	WITHHOLD votes for non-independent nominee John McCartney are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Ekta Singh-Bushell are warranted for serving as a director on more than four public company boards. A vote FOR Peter K. Markell is warranted.
Huron Consulting Group Inc.	05/06/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted with caution. Concerns are raised by majority of LTI awards lacking performance criteria, implementation of annual performance periods for PSUs, and the approval of long-term retention cash bonuses for all NEOs. The company disclosed that these changes were made in response to the impact of the COVID-19 pandemic on its business. However, annual incentives are primarily based on preset measures and are capped at target if the company's absolute TSR is negative. Lastly, closing cycle PSUs were not modified and were earned below target in line with performance.
Huron Consulting Group Inc.	05/06/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Huttig Building Products, Inc.	05/10/2022	Management	1	Yes	Elect Director James F. Hibberd	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominee Jon Vrabely are warranted for lack of a majority independent board. WITHHOLD votes for governance committee member Patrick (Pat) Larmon are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Huttig Building Products, Inc.	05/10/2022	Management	2	Yes	Elect Director Patrick L. Larmon	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominee Jon Vrabely are warranted for lack of a majority independent board. WITHHOLD votes for governance committee member Patrick (Pat) Larmon are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Huttig Building Products, Inc.	05/10/2022	Management	3	Yes	Elect Director Jon P. Vrabely	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominee Jon Vrabely are warranted for lack of a majority independent board. WITHHOLD votes for governance committee member Patrick (Pat) Larmon are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Huttig Building Products, Inc.	05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Huttig Building Products, Inc.	05/10/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	1	Yes	Elect Director James B. Bemowski	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	2	Yes	Elect Director J.C. Butler, Jr.	For	For	Against	Against	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	3	Yes	Elect Director Carolyn Corvi	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	4	Yes	Elect Director Edward T. Eliopoulos	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	5	Yes	Elect Director John P. Jumper	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	6	Yes	Elect Director Dennis W. LaBarre	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	7	Yes	Elect Director H. Vincent Poor	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	8	Yes	Elect Director Alfred M. Rankin, Jr.	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	9	Yes	Elect Director Claiborne R. Rankin	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	10	Yes	Elect Director Britton T. Taplin	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	11	Yes	Elect Director David B. H. Williams	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	12	Yes	Elect Director Eugene Wong	For	For	For	For	Votes AGAINST John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
3 Verticals, Inc.	02/25/2022	Management	1	Yes	Elect Director Gregory Daily	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
3 Verticals, Inc.	02/25/2022	Management	2	Yes	Elect Director Clay Whitson	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
3 Verticals, Inc.	02/25/2022	Management	3	Yes	Elect Director Elizabeth Seigenthaler Courtney	For	For	Withhold	Withhold	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
3 Verticals, Inc.	02/25/2022	Management	4	Yes	Elect Director John Harrison	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
3 Verticals, Inc.	02/25/2022	Management	5	Yes	Elect Director Burton Harvey	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
3 Verticals, Inc.	02/25/2022	Management	6	Yes	Elect Director Timothy McKenna	For	For	Withhold	Withhold	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
3 Verticals, Inc.	02/25/2022	Management	7	Yes	Elect Director David Morgan	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
3 Verticals, Inc.	02/25/2022	Management	8	Yes	Elect Director David Wilds	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
3 Verticals, Inc.	02/25/2022	Management	9	Yes	Elect Director Decosta Jenkins	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
3 Verticals, Inc.	02/25/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
IAA, Inc.	06/15/2022	Management	1	Yes	Elect Director Brian Bales	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	2	Yes	Elect Director Bill Breslin	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	3	Yes	Elect Director Gail Evans	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	4	Yes	Elect Director Sue Gove	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	5	Yes	Elect Director Olaf Kastner	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	6	Yes	Elect Director John P. Larson	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
IAA, Inc.	06/15/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ICF International, Inc.	06/02/2022	Management	1	Yes	Elect Director Srikant Datar	For	For	Withhold	Withhold	WITHHOLD votes for Srikant Datar are warranted for serving as a non-independent member of a key board committee. Votes FOR John Wasson are warranted at this time.
ICF International, Inc.	06/02/2022	Management	2	Yes	Elect Director John M. Wasson	For	For	For	For	WITHHOLD votes for Srikant Datar are warranted for serving as a non-independent member of a key board committee. Votes FOR John Wasson are warranted at this time.
ICF International, Inc.	06/02/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to last year's low say-on-pay vote. Additionally, pay and performance are reasonably aligned at this time.
ICF International, Inc.	06/02/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ichor Holdings, Ltd.	05/24/2022	Management	1	Yes	Elect Director Marc Haugen	For	For	For	For	WITHHOLD votes for nominating committee member Wendy Arienzo are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Ichor Holdings, Ltd.	05/24/2022	Management	2	Yes	Elect Director Wendy Arienzo	For	Withhold	Withhold	Withhold	WITHHOLD votes for nominating committee member Wendy Arienzo are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Ichor Holdings, Ltd.	05/24/2022	Management	3	Yes	Elect Director Sarah O'Dowd	For	For	For	For	WITHHOLD votes for nominating committee member Wendy Arienzo are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Ichor Holdings, Ltd.	05/24/2022	Management	4	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Ichor Holdings, Ltd.	05/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ichor Holdings, Ltd.	05/24/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ichor Holdings, Ltd.	05/24/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ICU Medical, Inc.	05/17/2022	Management	1	Yes	Elect Director Vivek Jain	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	2	Yes	Elect Director George A. Lopez	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	3	Yes	Elect Director David C. Greenberg	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	4	Yes	Elect Director Elisha W. Finney	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	5	Yes	Elect Director David F. Hoffmeister	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	6	Yes	Elect Director Donald M. Abbev	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	7	Yes	Elect Director Laurie Hernandez	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	8	Yes	Elect Director Kolleen T. Kennedy	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	9	Yes	Elect Director William Seeger	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
ICU Medical, Inc.	05/17/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
IDACORP, Inc.	05/19/2022	Management	1	Yes	Elect Director Odette C. Bolano	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	2	Yes	Elect Director Thomas E. Carille	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	3	Yes	Elect Director Richard J. Dahl	For	For	Withhold	Withhold	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	4	Yes	Elect Director Annette G. Elg	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	5	Yes	Elect Director Lisa A. Grow	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	6	Yes	Elect Director Ronald W. Jibson	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	7	Yes	Elect Director Judith A. Johansen	For	For	Withhold	Withhold	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	8	Yes	Elect Director Dennis L. Johnson	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	9	Yes	Elect Director Jeff C. Kinneeveauk	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	10	Yes	Elect Director Richard J. Navarro	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	11	Yes	Elect Director Mark T. Peters	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. Moreover, equity awards allow for auto-accelerated vesting upon a change-in-control event.
IDACORP, Inc.	05/19/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IDEAYA Biosciences, Inc.	06/09/2022	Management	1	Yes	Elect Director Susan L. Kelley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Susan Kelley, Scott Morrison and Jeffrey Stein given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Jeffrey Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Scott Morrison are warranted for serving as a director on more than four public company boards.

						Management		ISS		Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote			
											Voting Policy Rationale	
IDEAYA Biosciences, Inc.	06/09/2022	Management	2	Yes	Elect Director Jeffrey L. Stein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Susan Kelley, Scott Morrison and Jeffrey Stein given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Jeffrey Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Scott Morrison are warranted for serving as a director on more than four public company boards.		
IDEAYA Biosciences, Inc.	06/09/2022	Management	3	Yes	Elect Director Scott W. Morrison	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Susan Kelley, Scott Morrison and Jeffrey Stein given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Jeffrey Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Scott Morrison are warranted for serving as a director on more than four public company boards.		
IDEAYA Biosciences, Inc.	06/09/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
IES Holdings, Inc.	02/24/2022	Management	1	Yes	Elect Director Jennifer A. Baldock	For	For	For	For	WITHHOLD votes for Nominating/Governance Committee members Todd Cleveland and Joe Koshkin are warranted for failure to establish racial and/or ethnic diversity on the board.A vote FOR the remaining director nominees is warranted.		
IES Holdings, Inc.	02/24/2022	Management	2	Yes	Elect Director Todd M. Cleveland	For	Withhold	Withhold	Withhold	WITHHOLD votes for Nominating/Governance Committee members Todd Cleveland and Joe Koshkin are warranted for failure to establish racial and/or ethnic diversity on the board.A vote FOR the remaining director nominees is warranted.		
IES Holdings, Inc.	02/24/2022	Management	3	Yes	Elect Director David B. Gendell	For	For	For	For	WITHHOLD votes for Nominating/Governance Committee members Todd Cleveland and Joe Koshkin are warranted for failure to establish racial and/or ethnic diversity on the board.A vote FOR the remaining director nominees is warranted.		
IES Holdings, Inc.	02/24/2022	Management	4	Yes	Elect Director Jeffrey L. Gendell	For	For	For	For	WITHHOLD votes for Nominating/Governance Committee members Todd Cleveland and Joe Koshkin are warranted for failure to establish racial and/or ethnic diversity on the board.A vote FOR the remaining director nominees is warranted.		
IES Holdings, Inc.	02/24/2022	Management	5	Yes	Elect Director Joe D. Koshkin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Nominating/Governance Committee members Todd Cleveland and Joe Koshkin are warranted for failure to establish racial and/or ethnic diversity on the board.A vote FOR the remaining director nominees is warranted.		
IES Holdings, Inc.	02/24/2022	Management	6	Yes	Elect Director Elizabeth D. Leykum	For	For	For	For	WITHHOLD votes for Nominating/Governance Committee members Todd Cleveland and Joe Koshkin are warranted for failure to establish racial and/or ethnic diversity on the board.A vote FOR the remaining director nominees is warranted.		
IES Holdings, Inc.	02/24/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
IES Holdings, Inc.	02/24/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
iHeartMedia, Inc.	05/10/2022	Management	1	Yes	Elect Director Cheryl Mills	For	For	For	For	A vote FOR the director nominees is warranted.		
iHeartMedia, Inc.	05/10/2022	Management	2	Yes	Elect Director Robert W. Pittman	For	For	For	For	A vote FOR the director nominees is warranted.		
iHeartMedia, Inc.	05/10/2022	Management	3	Yes	Elect Director James A. Rasulo	For	For	For	For	A vote FOR the director nominees is warranted.		
iHeartMedia, Inc.	05/10/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
iHeartMedia, Inc.	05/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.		
IMAX Corporation	06/09/2022	Management	1	Yes	Elect Director Eric A. Demirian	For	For	Withhold	Withhold	WITHHOLD votes for David Leebron and Eric Demirian are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Darren Throop, Kevin Douglas, and Dana Settle for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.		
IMAX Corporation	06/09/2022	Management	2	Yes	Elect Director Kevin Douglas	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Leebron and Eric Demirian are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Darren Throop, Kevin Douglas, and Dana Settle for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.		
IMAX Corporation	06/09/2022	Management	3	Yes	Elect Director Richard L. Gelfond	For	For	For	For	WITHHOLD votes for David Leebron and Eric Demirian are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Darren Throop, Kevin Douglas, and Dana Settle for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.		
IMAX Corporation	06/09/2022	Management	4	Yes	Elect Director David W. Leebron	For	For	Withhold	Withhold	WITHHOLD votes for David Leebron and Eric Demirian are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Darren Throop, Kevin Douglas, and Dana Settle for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.		
IMAX Corporation	06/09/2022	Management	5	Yes	Elect Director Michael MacMillan	For	For	For	For	WITHHOLD votes for David Leebron and Eric Demirian are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Darren Throop, Kevin Douglas, and Dana Settle for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.		
IMAX Corporation	06/09/2022	Management	6	Yes	Elect Director Steve R. Pamon	For	For	For	For	WITHHOLD votes for David Leebron and Eric Demirian are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Darren Throop, Kevin Douglas, and Dana Settle for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.		
IMAX Corporation	06/09/2022	Management	7	Yes	Elect Director Dana Settle	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Leebron and Eric Demirian are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Darren Throop, Kevin Douglas, and Dana Settle for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.		
IMAX Corporation	06/09/2022	Management	8	Yes	Elect Director Darren Throop	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Leebron and Eric Demirian are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for compensation committee members Darren Throop, Kevin Douglas, and Dana Settle for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.		
IMAX Corporation	06/09/2022	Management	9	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
IMAX Corporation	06/09/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as: * The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. * The company maintains agreements that contain a single-trigger change in control provision.		
Immersion Corporation	01/18/2022	Management	1	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.* The company's three-year average burn rate is excessive.* The plan allows for company loans to participants for the exercise of stock options.		
Immersion Corporation	01/18/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that Items 1 merits shareholder support.		
Immersion Corporation	05/23/2022	Management	1	Yes	Elect Director William C. Martin	For	For	For	For	A vote FOR all director nominees is warranted.		
Immersion Corporation	05/23/2022	Management	2	Yes	Elect Director Elias Nader	For	For	For	For	A vote FOR all director nominees is warranted.		
Immersion Corporation	05/23/2022	Management	3	Yes	Elect Director Eric Singer	For	For	For	For	A vote FOR all director nominees is warranted.		
Immersion Corporation	05/23/2022	Management	4	Yes	Elect Director Frederick Wasch	For	For	For	For	A vote FOR all director nominees is warranted.		
Immersion Corporation	05/23/2022	Management	5	Yes	Elect Director Sumit Agarwal	For	For	For	For	A vote FOR all director nominees is warranted.		
Immersion Corporation	05/23/2022	Management	6	Yes	Ratify Armanino LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
Immersion Corporation	05/23/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While bonuses were discretionary, the pay-for-performance misalignment is mitigated at this time given that the new CEO's pay was significantly lower than his predecessor.		
Immersion Corporation	05/23/2022	Management	8	Yes	Ratify Section 382 Tax Benefits Preservation Plan	For	For	For	For	A vote FOR this proposal is warranted. The duration of the pill is reasonable, the value of the NOLs is material, and there is evidence that those NOLs may provide future economic benefit to shareholders.		
Inari Medical, Inc.	05/26/2022	Management	1	Yes	Elect Director Dana G. Mead, Jr.	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Kirk Nielsen and Catherine (Katie) Szyman given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Dana G. Mead, Jr. is warranted.		

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Inari Medical, Inc.	05/26/2022	Management	2	Yes	Elect Director Kirk Nielsen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Kirk Nielsen and Catherine (Katie) Szyman given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Dana G. Mead, Jr. is warranted.	
Inari Medical, Inc.	05/26/2022	Management	3	Yes	Elect Director Catherine Szyman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Kirk Nielsen and Catherine (Katie) Szyman given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Dana G. Mead, Jr. is warranted.	
Inari Medical, Inc.	05/26/2022	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Inari Medical, Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Inari Medical, Inc.	05/26/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Independence Contract Drilling, Inc.	06/08/2022	Management	1	Yes	Elect Director Daniel F. McNease	For	For	For	For	A vote FOR all director nominees is warranted.	
Independence Contract Drilling, Inc.	06/08/2022	Management	2	Yes	Elect Director J. Anthony Gallagos, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.	
Independence Contract Drilling, Inc.	06/08/2022	Management	3	Yes	Elect Director Vincent J. Cebula	For	For	For	For	A vote FOR all director nominees is warranted.	
Independence Contract Drilling, Inc.	06/08/2022	Management	4	Yes	Elect Director Christopher M. Cleysteen	For	For	For	For	A vote FOR all director nominees is warranted.	
Independence Contract Drilling, Inc.	06/08/2022	Management	5	Yes	Elect Director James G. Mirmier	For	For	For	For	A vote FOR all director nominees is warranted.	
Independence Contract Drilling, Inc.	06/08/2022	Management	6	Yes	Elect Director Stacy D. Neuwoudt	For	For	For	For	A vote FOR all director nominees is warranted.	
Independence Contract Drilling, Inc.	06/08/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as a review of the company's executive pay program does not raise significant concerns at this time.	
Independence Contract Drilling, Inc.	06/08/2022	Management	8	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the requested increase in authorized shares is considered excessive, approval of this proposal is required for the company to complete the share issuance in Item 5, which warrants shareholder support.	
Independence Contract Drilling, Inc.	06/08/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted as the potential voting power dilution of 9.23 percent is considered reasonable.	
Independence Contract Drilling, Inc.	06/08/2022	Management	10	Yes	Approve Issuance of Common Stock Upon Conversion of Any Convertible Secured PIK Toggle Notes Due 2026	For	For	For	For	A vote FOR this proposal is warranted. Despite the resultant dilution, upon approval, the company would be able to obtain financing via additional note issuances, pay interest in kind to conserve cash, and the interest rate would be reduced.	
Independence Contract Drilling, Inc.	06/08/2022	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Independence Holding Company	02/15/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Notwithstanding the inherent potential conflicts of interest in going-private transactions, the merger consideration represents a 35.7 percent premium to the unaffected share price, as well as a premium to the all-time high share price. Moreover, given the significant decline in IHC's scale of operations during 2021 through asset sales, this transaction appears to be the best available alternative at this juncture. For these reasons, a vote FOR this transaction is warranted.	
Independence Holding Company	02/15/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The two current NEOs are entitled to modified single-trigger cash severance, and all unvested equity is single trigger. In addition, the CEO appears to be entitled to additional single- and modified single-trigger incentive payments, and disclosure of the CEO's merger-related payments is poor.	
Independence Holding Company	02/15/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction merits shareholder support.	
Independent Bank Corporation	04/19/2022	Management	1	Yes	Elect Director Dennis W. Archer, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.	
Independent Bank Corporation	04/19/2022	Management	2	Yes	Elect Director William J. Boer	For	For	For	For	A vote FOR all director nominees is warranted.	
Independent Bank Corporation	04/19/2022	Management	3	Yes	Elect Director Joan A. Budden	For	For	For	For	A vote FOR all director nominees is warranted.	
Independent Bank Corporation	04/19/2022	Management	4	Yes	Elect Director Michael J. Cok	For	For	For	For	A vote FOR all director nominees is warranted.	
Independent Bank Corporation	04/19/2022	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Independent Bank Corporation	04/19/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Information Services Group, Inc.	04/28/2022	Management	1	Yes	Elect Director Michael P. Connors	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Michael Connors are warranted for lack of a majority independent board. A vote FOR Christine Putur is warranted.	
Information Services Group, Inc.	04/28/2022	Management	2	Yes	Elect Director Christine Putur	For	For	For	For	WITHHOLD votes for non-independent nominee Michael Connors are warranted for lack of a majority independent board. A vote FOR Christine Putur is warranted.	
Information Services Group, Inc.	04/28/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Information Services Group, Inc.	04/28/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
InfuSystem Holdings, Inc.	05/17/2022	Management	1	Yes	Elect Director Ralph F. Boyd	For	For	For	For	A vote FOR the director nominees is warranted.	
InfuSystem Holdings, Inc.	05/17/2022	Management	2	Yes	Elect Director Richard A. Dilorio	For	For	For	For	A vote FOR the director nominees is warranted.	
InfuSystem Holdings, Inc.	05/17/2022	Management	3	Yes	Elect Director Paul A. Gendron	For	For	For	For	A vote FOR the director nominees is warranted.	
InfuSystem Holdings, Inc.	05/17/2022	Management	4	Yes	Elect Director Carrie A. Lachance	For	For	For	For	A vote FOR the director nominees is warranted.	
InfuSystem Holdings, Inc.	05/17/2022	Management	5	Yes	Elect Director Gregg O. Lehman	For	For	For	For	A vote FOR the director nominees is warranted.	
InfuSystem Holdings, Inc.	05/17/2022	Management	6	Yes	Elect Director Christopher R. Sansone	For	For	For	For	A vote FOR the director nominees is warranted.	
InfuSystem Holdings, Inc.	05/17/2022	Management	7	Yes	Elect Director Scott A. Shuda	For	For	For	For	A vote FOR the director nominees is warranted.	
InfuSystem Holdings, Inc.	05/17/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
InfuSystem Holdings, Inc.	05/17/2022	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Ingevity Corporation	04/27/2022	Management	1	Yes	Elect Director Jean S. Blackwell	For	For	For	For	A vote FOR all director nominees is warranted.	
Ingevity Corporation	04/27/2022	Management	2	Yes	Elect Director Luis Fernandez-Moreno	For	For	For	For	A vote FOR all director nominees is warranted.	
Ingevity Corporation	04/27/2022	Management	3	Yes	Elect Director J. Michael Fitzpatrick	For	For	For	For	A vote FOR all director nominees is warranted.	
Ingevity Corporation	04/27/2022	Management	4	Yes	Elect Director John C. Fortson	For	For	For	For	A vote FOR all director nominees is warranted.	
Ingevity Corporation	04/27/2022	Management	5	Yes	Elect Director Diane H. Gulyas	For	For	For	For	A vote FOR all director nominees is warranted.	
Ingevity Corporation	04/27/2022	Management	6	Yes	Elect Director Frederick J. Lynch	For	For	For	For	A vote FOR all director nominees is warranted.	
Ingevity Corporation	04/27/2022	Management	7	Yes	Elect Director Karen G. Narwold	For	For	For	For	A vote FOR all director nominees is warranted.	
Ingevity Corporation	04/27/2022	Management	8	Yes	Elect Director Daniel F. Sansone	For	For	For	For	A vote FOR all director nominees is warranted.	
Ingevity Corporation	04/27/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Ingevity Corporation	04/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted.	
Ingles Markets, Incorporated	02/15/2022	Management	1	Yes	Elect Director Ernest E. Ferguson	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee member Ernest Ferguson are warranted for neglecting to include auditor ratification on the proxy ballot.WITHHOLD votes are warranted for director nominees Ernest Ferguson and John Lowden for the lack of racially or ethnically diverse directors on the board.	
Ingles Markets, Incorporated	02/15/2022	Management	2	Yes	Elect Director John R. Lowden	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee member Ernest Ferguson are warranted for neglecting to include auditor ratification on the proxy ballot.WITHHOLD votes are warranted for director nominees Ernest Ferguson and John Lowden for the lack of racially or ethnically diverse directors on the board.	
Ingles Markets, Incorporated	02/15/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Ingles Markets, Incorporated	02/15/2022	Management	4	Yes	Amend Articles of Incorporation to Revise and Update Permitted Transfers Provision of Class B Common Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposed amendment would aid in the perpetuation of the current dual-class share structure, which is not in the best interests of the class A shareholders.	
Ingles Markets, Incorporated	02/15/2022	Shareholder	5	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted, as it would provide all shareholders with equal voting rights on all matters.	
Ingles Markets, Incorporated	02/15/2022	Shareholder	6	Yes	Approve Request on Cage Free Egg Progress Disclosure	Against	For	For	For	A vote FOR this resolution is warranted because:" Trends among company industry peers indicate a shift away from the cage confinement of hens and a shift to cage-free egg sales;" The company is lagging its peers in disclosing quantitative information regarding its sales of cage-free eggs;" The company can provide more information about the steps it is taking to meet its goal of sourcing eggs only from cage-free hens by 2025 to allow shareholders to verify whether the company is on-track to meet its current commitments.	
Ingredion Incorporated	05/20/2022	Management	1	Yes	Elect Director David B. Fischer	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ingredion Incorporated	05/20/2022	Management	2	Yes	Elect Director Paul Hanrahan	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ingredion Incorporated	05/20/2022	Management	3	Yes	Elect Director Rhonda L. Jordan	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ingredion Incorporated	05/20/2022	Management	4	Yes	Elect Director Gregory B. Kenny	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ingredion Incorporated	05/20/2022	Management	5	Yes	Elect Director Charles V. Magro	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ingredion Incorporated		Management	6	Yes	Elect Director Victoria J. Reich	For	For	For	For	Votes AGAINST Gregory Kenney, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	7	Yes	Elect Director Catherine A. Suever	For	For	For	For	Votes AGAINST Gregory Kenney, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	8	Yes	Elect Director Stephan B. Tanda	For	For	For	For	Votes AGAINST Gregory Kenney, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	9	Yes	Elect Director Jorge A. Uribe	For	For	For	For	Votes AGAINST Gregory Kenney, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	10	Yes	Elect Director Dwayne A. Wilson	For	For	Against	Against	Votes AGAINST Gregory Kenney, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	11	Yes	Elect Director James P. Zallie	For	For	For	For	Votes AGAINST Gregory Kenney, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and significant concerns were identified at this time.
Ingredion Incorporated	05/20/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Innodata Inc.	06/09/2022	Management	1	Yes	Elect Director Jack S. Abuhoff	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for an ongoing material governance failure. The company's governing documents prohibit shareholders ability to amend the company bylaws. WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee.
Innodata Inc.	06/09/2022	Management	2	Yes	Elect Director Louise C. Forlenza	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for an ongoing material governance failure. The company's governing documents prohibit shareholders ability to amend the company bylaws. WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee.
Innodata Inc.	06/09/2022	Management	3	Yes	Elect Director Stewart R. Massey	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for an ongoing material governance failure. The company's governing documents prohibit shareholders ability to amend the company bylaws. WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee.
Innodata Inc.	06/09/2022	Management	4	Yes	Elect Director Nauman (Nick) Toor	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for an ongoing material governance failure. The company's governing documents prohibit shareholders ability to amend the company bylaws. WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee.
Innodata Inc.	06/09/2022	Management	5	Yes	Ratify BDO India LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Innodata Inc.	06/09/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides for single-trigger equity vesting acceleration upon a change-in-control event. The company has not adopted risk-mitigating features that may benefit shareholders. Further, equity awards to the CEO lack any performance-contingent pay elements.
Innodata Inc.	06/09/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 28.32 percent is excessive.
Innospec Inc.	05/04/2022	Management	1	Yes	Elect Director David F. Landless	For	For	For	For	A vote FOR the director nominees is warranted.
Innospec Inc.	05/04/2022	Management	2	Yes	Elect Director Lawrence J. Padfield	For	For	For	For	A vote FOR the director nominees is warranted.
Innospec Inc.	05/04/2022	Management	3	Yes	Elect Director Patrick S. Williams	For	For	For	For	A vote FOR the director nominees is warranted.
Innospec Inc.	05/04/2022	Management	4	Yes	Elect Director Leslie J. Parrette	For	For	For	For	A vote FOR the director nominees is warranted.
Innospec Inc.	05/04/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although a concern is raised given that the corporate free cash flow target was set below the prior year's target and actual achieved performance without a clear explanation, annual incentives were based on pre-set objective measures. In addition, the long-term incentive awards are pre-dominantly performance-conditioned and are subject to a multi-year vesting period.
Innospec Inc.	05/04/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Innoviva, Inc.	04/25/2022	Management	1	Yes	Elect Director George W. Bickerstaff, III	For	For	For	For	A vote AGAINST Sarah Schlesinger is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	04/25/2022	Management	2	Yes	Elect Director Deborah L. Bix	For	For	For	For	A vote AGAINST Sarah Schlesinger is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	04/25/2022	Management	3	Yes	Elect Director Mark A. DiPaolo	For	For	For	For	A vote AGAINST Sarah Schlesinger is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	04/25/2022	Management	4	Yes	Elect Director Jules Haimovitz	For	For	For	For	A vote AGAINST Sarah Schlesinger is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	04/25/2022	Management	5	Yes	Elect Director Odysseas D. Kostas	For	For	For	For	A vote AGAINST Sarah Schlesinger is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	04/25/2022	Management	6	Yes	Elect Director Sarah J. Schlesinger	For	Against	Against	Against	A vote AGAINST Sarah Schlesinger is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	04/25/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.
Innoviva, Inc.	04/25/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Inogen, Inc.	06/08/2022	Management	1	Yes	Elect Director Kevin King	For	For	For	For	WITHHOLD votes for director nominee Nabil Shabshab are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Inogen, Inc.	06/08/2022	Management	2	Yes	Elect Director Mary Katherine (Mary Kay) Ladone	For	For	For	For	WITHHOLD votes for director nominee Nabil Shabshab are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Inogen, Inc.	06/08/2022	Management	3	Yes	Elect Director Nabil Shabshab	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominee Nabil Shabshab are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Inogen, Inc.	06/08/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Inogen, Inc.	06/08/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The increase in FY21 pay reflected the transition to a new CEO, who received new-hire related compensation. While there is some concern about the annualized performance period in the long-term program, half of the CEO's annual-cycle equity grants consisted of performance awards, and the annual incentives were entirely performance based.
Inotiv, Inc.	03/17/2022	Management	1	Yes	Elect Director Robert W. Leasure, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Robert Leasure Jr. and R. Matthew Neff for the following reasons: " The board failed to opt-out of the amendment to Indiana Business law that resulted in a perpetually classified board;" The company's governing documents prohibit shareholders' ability to amend the bylaws; and" The board lacks gender and ethnic/racial diversity.WITHHOLD votes are further warranted for compensation committee member R. Matthew Neff for failing to include a say-on-pay proposal on the ballot without disclosing a reason for the proposal's non-inclusion.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Inotiv, Inc.	03/17/2022	Management	2	Yes	Elect Director R. Matthew Neff	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Robert Leasure Jr. and R. Matthew Neff for the following reasons: "The board failed to opt-out of the amendment to Indiana Business law that resulted in a perpetually classified board;" The company's governing documents prohibit shareholders' ability to amend the bylaws; and" The board lacks gender and ethnic/racial diversity.WITHHOLD votes are further warranted for compensation committee member R. Matthew Neff for failing to include a say-on-pay proposal on the ballot without disclosing a reason for the proposal's non-inclusion.
Inotiv, Inc.	03/17/2022	Management	3	Yes	Ratify Ernst & Young US LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Inotiv, Inc.	03/17/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	Based on an analysis of the plan amendments, a vote AGAINST this proposal is warranted.
Inotiv, Inc.	03/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Insight Enterprises, Inc.	05/18/2022	Management	1	Yes	Elect Director Richard E. Allen	For	For	For	For	Votes AGAINST Anthony Ibarguen and Kathleen Pushor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/18/2022	Management	2	Yes	Elect Director Bruce W. Armstrong	For	For	For	For	Votes AGAINST Anthony Ibarguen and Kathleen Pushor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/18/2022	Management	3	Yes	Elect Director Alexander L. Baum	For	For	For	For	Votes AGAINST Anthony Ibarguen and Kathleen Pushor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/18/2022	Management	4	Yes	Elect Director Linda M. Breard	For	For	For	For	Votes AGAINST Anthony Ibarguen and Kathleen Pushor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/18/2022	Management	5	Yes	Elect Director Timothy A. Crown	For	For	For	For	Votes AGAINST Anthony Ibarguen and Kathleen Pushor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/18/2022	Management	6	Yes	Elect Director Catherine Courage	For	For	For	For	Votes AGAINST Anthony Ibarguen and Kathleen Pushor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/18/2022	Management	7	Yes	Elect Director Anthony A. Ibarguen	For	For	Against	Against	Votes AGAINST Anthony Ibarguen and Kathleen Pushor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/18/2022	Management	8	Yes	Elect Director Joyce A. Mullen	For	For	For	For	Votes AGAINST Anthony Ibarguen and Kathleen Pushor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/18/2022	Management	9	Yes	Elect Director Kathleen S. Pushor	For	For	Against	Against	Votes AGAINST Anthony Ibarguen and Kathleen Pushor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/18/2022	Management	10	Yes	Elect Director Girish Rishi	For	For	For	For	Votes AGAINST Anthony Ibarguen and Kathleen Pushor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/18/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Insight Enterprises, Inc.	05/18/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Insperty, Inc.	05/23/2022	Management	1	Yes	Elect Director Eli Jones	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Insperty, Inc.	05/23/2022	Management	2	Yes	Elect Director Randall Mehl	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Insperty, Inc.	05/23/2022	Management	3	Yes	Elect Director John M. Morphy	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Insperty, Inc.	05/23/2022	Management	4	Yes	Elect Director Richard G. Rawson	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Insperty, Inc.	05/23/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Insperty, Inc.	05/23/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Inspired Entertainment, Inc.	05/10/2022	Management	1	Yes	Elect Director A. Lorne Weil	For	For	For	For	WITHHOLD votes for compensation committee members Michael Chambrello, Ira Raphaelson, and Steven (Steve) Saferin are warranted due to several problematic pay practices. The company provided a large life insurance perquisite to the PEO, certain performance-based awards vest based on annual performance periods, including certain awards that vested based on the performance metric under the short-term program, and the company does not disclose certain risk-mitigating policies. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/10/2022	Management	2	Yes	Elect Director Michael R. Chambrello	For	For	Withhold	Withhold	WITHHOLD votes for compensation committee members Michael Chambrello, Ira Raphaelson, and Steven (Steve) Saferin are warranted due to several problematic pay practices. The company provided a large life insurance perquisite to the PEO, certain performance-based awards vest based on annual performance periods, including certain awards that vested based on the performance metric under the short-term program, and the company does not disclose certain risk-mitigating policies. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/10/2022	Management	3	Yes	Elect Director Ira H. Raphaelson	For	For	Withhold	Withhold	WITHHOLD votes for compensation committee members Michael Chambrello, Ira Raphaelson, and Steven (Steve) Saferin are warranted due to several problematic pay practices. The company provided a large life insurance perquisite to the PEO, certain performance-based awards vest based on annual performance periods, including certain awards that vested based on the performance metric under the short-term program, and the company does not disclose certain risk-mitigating policies. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/10/2022	Management	4	Yes	Elect Director Desiree G. Rogers	For	For	For	For	WITHHOLD votes for compensation committee members Michael Chambrello, Ira Raphaelson, and Steven (Steve) Saferin are warranted due to several problematic pay practices. The company provided a large life insurance perquisite to the PEO, certain performance-based awards vest based on annual performance periods, including certain awards that vested based on the performance metric under the short-term program, and the company does not disclose certain risk-mitigating policies. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/10/2022	Management	5	Yes	Elect Director Steven M. Saferin	For	For	Withhold	Withhold	WITHHOLD votes for compensation committee members Michael Chambrello, Ira Raphaelson, and Steven (Steve) Saferin are warranted due to several problematic pay practices. The company provided a large life insurance perquisite to the PEO, certain performance-based awards vest based on annual performance periods, including certain awards that vested based on the performance metric under the short-term program, and the company does not disclose certain risk-mitigating policies. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/10/2022	Management	6	Yes	Elect Director Katja Tautscher	For	For	For	For	WITHHOLD votes for compensation committee members Michael Chambrello, Ira Raphaelson, and Steven (Steve) Saferin are warranted due to several problematic pay practices. The company provided a large life insurance perquisite to the PEO, certain performance-based awards vest based on annual performance periods, including certain awards that vested based on the performance metric under the short-term program, and the company does not disclose certain risk-mitigating policies. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/10/2022	Management	7	Yes	Elect Director John M. Vandemore	For	For	For	For	WITHHOLD votes for compensation committee members Michael Chambrello, Ira Raphaelson, and Steven (Steve) Saferin are warranted due to several problematic pay practices. The company provided a large life insurance perquisite to the PEO, certain performance-based awards vest based on annual performance periods, including certain awards that vested based on the performance metric under the short-term program, and the company does not disclose certain risk-mitigating policies. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/10/2022	Management	8	Yes	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Installed Building Products, Inc.	05/26/2022	Management	1	Yes	Elect Director Jeffrey W. Edwards	For	For	For	For	A vote FOR the director nominees is warranted.
Installed Building Products, Inc.	05/26/2022	Management	2	Yes	Elect Director Lawrence A. Hilsheimer	For	For	For	For	A vote FOR the director nominees is warranted.
Installed Building Products, Inc.	05/26/2022	Management	3	Yes	Elect Director Janet E. Jackson	For	For	For	For	A vote FOR the director nominees is warranted.
Installed Building Products, Inc.	05/26/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Installed Building Products, Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Insteel Industries Inc.	02/15/2022	Management	1	Yes	Elect Director Jon M. Ruth	For	For	For	For	WITHHOLD votes are warranted for nominating and governance committee chair Joseph (Joe) Rutkowski Jr. for failure to establish racial and/or ethnic diversity on the board.A vote FOR director nominee Jon Ruth is warranted.
Insteel Industries Inc.	02/15/2022	Management	2	Yes	Elect Director Joseph A. Rutkowski	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating and governance committee chair Joseph (Joe) Rutkowski Jr. for failure to establish racial and/or ethnic diversity on the board.A vote FOR director nominee Jon Ruth is warranted.
Insteel Industries Inc.	02/15/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Insteel Industries Inc.	02/15/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Integra LifeSciences Holdings Corporation	05/13/2022	Management	1	Yes	Elect Director Jan D. De Witte	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/13/2022	Management	2	Yes	Elect Director Keith Bradley	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/13/2022	Management	3	Yes	Elect Director Shaundra D. Clay	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/13/2022	Management	4	Yes	Elect Director Stuart M. Essig	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/13/2022	Management	5	Yes	Elect Director Barbara B. Hill	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/13/2022	Management	6	Yes	Elect Director Donald E. Morel, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/13/2022	Management	7	Yes	Elect Director Raymond G. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/13/2022	Management	8	Yes	Elect Director Christian S. Schade	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/13/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Integra LifeSciences Holdings Corporation	05/13/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted given that pay and performance are reasonably aligned.
INTELLICHECK, INC.	05/04/2022	Management	1	Yes	Elect Director Guy L. Smith	For	For	For	For	WITHHOLD votes for Emil (Buck) Bedard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
INTELLICHECK, INC.	05/04/2022	Management	2	Yes	Elect Director Emil R. 'Buck' Bedard	For	For	Withhold	Withhold	WITHHOLD votes for Emil (Buck) Bedard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
INTELLICHECK, INC.	05/04/2022	Management	3	Yes	Elect Director Jack A. Davis	For	For	For	For	WITHHOLD votes for Emil (Buck) Bedard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
INTELLICHECK, INC.	05/04/2022	Management	4	Yes	Elect Director William P. Georges	For	For	For	For	WITHHOLD votes for Emil (Buck) Bedard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
INTELLICHECK, INC.	05/04/2022	Management	5	Yes	Elect Director Dylan Glenn	For	For	For	For	WITHHOLD votes for Emil (Buck) Bedard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
INTELLICHECK, INC.	05/04/2022	Management	6	Yes	Elect Director Amelia L. Ruzzo	For	For	For	For	WITHHOLD votes for Emil (Buck) Bedard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
INTELLICHECK, INC.	05/04/2022	Management	7	Yes	Elect Director David E. Ullman	For	For	For	For	WITHHOLD votes for Emil (Buck) Bedard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
INTELLICHECK, INC.	05/04/2022	Management	8	Yes	Elect Director Bryan Lewis	For	For	For	For	WITHHOLD votes for Emil (Buck) Bedard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
INTELLICHECK, INC.	05/04/2022	Management	9	Yes	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
INTELLICHECK, INC.	05/04/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's use of equity has driven a pay-for-performance misalignment; * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards the company grants to NEO's.
INTELLICHECK, INC.	05/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO received a sizable discretionary bonus and equity awards that are subject solely to time-based vesting. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
INTELLICHECK, INC.	05/04/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
InterDigital, Inc.	06/01/2022	Management	1	Yes	Elect Director Lawrence (Liren) Chen	For	For	For	For	Votes AGAINST John Kritzmacher and Jean Rankin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
InterDigital, Inc.	06/01/2022	Management	2	Yes	Elect Director Joan H. Gillman	For	For	For	For	Votes AGAINST John Kritzmacher and Jean Rankin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
InterDigital, Inc.	06/01/2022	Management	3	Yes	Elect Director S. Douglas Hutcheson	For	For	For	For	Votes AGAINST John Kritzmacher and Jean Rankin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
InterDigital, Inc.	06/01/2022	Management	4	Yes	Elect Director John A. Kritzmacher	For	For	Against	Against	Votes AGAINST John Kritzmacher and Jean Rankin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
InterDigital, Inc.	06/01/2022	Management	5	Yes	Elect Director Pierre-Yves Lesaichere	For	For	For	For	Votes AGAINST John Kritzmacher and Jean Rankin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
InterDigital, Inc.	06/01/2022	Management	6	Yes	Elect Director John D. Markley, Jr.	For	For	For	For	Votes AGAINST John Kritzmacher and Jean Rankin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
InterDigital, Inc.	06/01/2022	Management	7	Yes	Elect Director Jean F. Rankin	For	For	Against	Against	Votes AGAINST John Kritzmacher and Jean Rankin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
InterDigital, Inc.	06/01/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the CEO's new hire and annual LTI awards are majority performance-based, there are significant concerns regarding equity award structure and disclosure. The CEO's new hire performance awards are based on undisclosed milestones that may be achieved at any point through 2026, and 150 percent of the target award was deemed earned merely six months after grant. Similar disclosure concerns are identified in the annual LTI program, and the majority of other NEOs' equity awards are time-based. Further, the company made adjustments to outstanding equity awards in the final year of the interim measurement period, resulting in near-target vesting, which marks at least the second time in three years in which outstanding awards have been adjusted. In addition, only 20 percent of the STI program is based on quantified financial metrics with disclosed threshold, target and maximum goals, with the remainder based on individual performance or goals which appear to incorporate a significant degree of subjectivity. Additionally, the CEO received excessive gross-ups related to relocation benefits.
InterDigital, Inc.	06/01/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Interface, Inc.	05/16/2022	Management	1	Yes	Elect Director John P. Burke	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/16/2022	Management	2	Yes	Elect Director Dwight Gibson	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation		Vote Instruction
Interface, Inc.	05/16/2022	Management	3	Yes	Elect Director Daniel T. Hendrix	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/16/2022	Management	4	Yes	Elect Director Laurel M. Hurd	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/16/2022	Management	5	Yes	Elect Director Christopher G. Kennedy	For	For	Withhold	Withhold	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/16/2022	Management	6	Yes	Elect Director Joseph Keough	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/16/2022	Management	7	Yes	Elect Director Catherine M. Kilbane	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/16/2022	Management	8	Yes	Elect Director K. David Kohler	For	For	Withhold	Withhold	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/16/2022	Management	9	Yes	Elect Director Robert T. O'Brien	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/16/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Interface, Inc.	05/16/2022	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Bancshares Corporation	05/16/2022	Management	1	Yes	Elect Director Javier de Anda	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/16/2022	Management	2	Yes	Elect Director Douglas B. Howland	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/16/2022	Management	3	Yes	Elect Director Rudolph M. Miles	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/16/2022	Management	4	Yes	Elect Director Dennis E. Nixon	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/16/2022	Management	5	Yes	Elect Director Larry A. Norton	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/16/2022	Management	6	Yes	Elect Director Roberto R. Resendez	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/16/2022	Management	7	Yes	Elect Director Antonio R. Sanchez, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/16/2022	Management	8	Yes	Elect Director Diana G. Zuniga	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/16/2022	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Bancshares Corporation	05/16/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified, and pay and performance are reasonably aligned at this time.
International Money Express, Inc.	06/24/2022	Management	1	Yes	Elect Director Bernardo Fernandez	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Laura Maydon given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes are further warranted for non-independent nominee Justin Wender for lack of a majority independent board. A vote FOR director nominee Bernardo (Bernie) Fernandez Jr. is warranted.
International Money Express, Inc.	06/24/2022	Management	2	Yes	Elect Director Laura Maydon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Laura Maydon given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes are further warranted for non-independent nominee Justin Wender for lack of a majority independent board. A vote FOR director nominee Bernardo (Bernie) Fernandez Jr. is warranted.
International Money Express, Inc.	06/24/2022	Management	3	Yes	Elect Director Justin Wender	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Laura Maydon given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes are further warranted for non-independent nominee Justin Wender for lack of a majority independent board. A vote FOR director nominee Bernardo (Bernie) Fernandez Jr. is warranted.
International Money Express, Inc.	06/24/2022	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
inTEST Corporation	06/22/2022	Management	1	Yes	Elect Director Steven J. Abrams	For	For	For	For	A vote FOR the director nominees is warranted.
inTEST Corporation	06/22/2022	Management	2	Yes	Elect Director Jeffrey A. Beck	For	For	For	For	A vote FOR the director nominees is warranted.
inTEST Corporation	06/22/2022	Management	3	Yes	Elect Director Joseph W. Dewes, IV	For	For	For	For	A vote FOR the director nominees is warranted.
inTEST Corporation	06/22/2022	Management	4	Yes	Elect Director Richard N. Grant, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
inTEST Corporation	06/22/2022	Management	5	Yes	Elect Director Gerald (Jerry) J. Maginnis	For	For	For	For	A vote FOR the director nominees is warranted.
inTEST Corporation	06/22/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
inTEST Corporation	06/22/2022	Management	7	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
inTEST Corporation	06/22/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Intevac, Inc.	05/18/2022	Management	1	Yes	Elect Director David S. Dury	For	For	Against	Against	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/18/2022	Management	2	Yes	Elect Director Nigel D. Hunton	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/18/2022	Management	3	Yes	Elect Director Kevin D. Barber	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/18/2022	Management	4	Yes	Elect Director Dorothy D. Hayes	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/18/2022	Management	5	Yes	Elect Director Michele F. Klein	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/18/2022	Management	6	Yes	Elect Director Mark P. Popovich	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/18/2022	Management	7	Yes	Ratify BPM LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Intevac, Inc.	05/18/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For		For
					A vote FOR this proposal is warranted. Pay-for-performance misalignment concerns are sufficiently mitigated at this time. Although the bonus plan places significant weight on individual performance, payouts were well below target and aligned with performance. In addition, a majority of equity awards were subject to performance conditions. All of former CEO Blonigan's 2021 equity grants were canceled in connection with his termination.				
Intra-Cellular Therapies, Inc.	06/09/2022	Management	1	Yes	Elect Director Sharon Mates	For	For	For	For
Intra-Cellular Therapies, Inc.	06/09/2022	Management	2	Yes	Elect Director Rory B. Riggs	For	For	For	For
Intra-Cellular Therapies, Inc.	06/09/2022	Management	3	Yes	Elect Director Robert L. Van Nostrand	For	For	For	For
Intra-Cellular Therapies, Inc.	06/09/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
					A vote AGAINST this item is warranted because: " the non-auditing consulting fees represent more than 25 percent of total fees paid; and " the auditor's tenure at the company exceeds seven years.				
Intra-Cellular Therapies, Inc.	06/09/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
					A vote AGAINST this proposal is warranted because: " The company maintains legacy agreements that contain a modified single-trigger change-in-control provision;" Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and " The company lacks a compensation clawback policy, stock ownership guidelines, or holding period requirements for executives.				
Intra-Cellular Therapies, Inc.	06/09/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year
					A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.				
Intrepid Potash, Inc.	05/19/2022	Management	1	Yes	Elect Director Mary E. McBride	For	Against	Against	Against
					Votes AGAINST non-independent nominee Barth Whitham are warranted for lack of a majority independent board. Votes AGAINST nominating committee members Barth Whitham and Mary McBride are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Barth Whitham are also warranted for serving as a non-independent member of a key board committee.				
Intrepid Potash, Inc.	05/19/2022	Management	2	Yes	Elect Director Barth E. Whitham	For	Against	Against	Against
					Votes AGAINST non-independent nominee Barth Whitham are warranted for lack of a majority independent board. Votes AGAINST nominating committee members Barth Whitham and Mary McBride are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Barth Whitham are also warranted for serving as a non-independent member of a key board committee.				
Intrepid Potash, Inc.	05/19/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against
					A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.				
Intrepid Potash, Inc.	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
					Although a concern is noted, votes FOR this proposal is warranted as pay and performance are reasonably aligned at this time.				
Intrepid Potash, Inc.	05/19/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against
					A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 11.74 percent is excessive. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The company's three-year average burn rate is excessive.				
IntriCon Corporation	05/24/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For
					A vote FOR this proposal is warranted given that the all-cash offer represents a 39.2 percent premium to the unaffected share price and provides liquidity and certainty of value. In addition, there is a potential downside risk of non-approval given the outperformance of IIN shares to date relative to peers.				
IntriCon Corporation	05/24/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For
					A vote FOR the proposal is warranted. Although unvested equity awards are subject to single-trigger vesting, cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable.				
IntriCon Corporation	05/24/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For
					A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support.				
Invacare Corporation	05/19/2022	Management	1	Yes	Elect Director Susan H. Alexander	For	For	For	For
					A vote FOR the director nominees is warranted.				
Invacare Corporation	05/19/2022	Management	2	Yes	Elect Director Julie A. Beck	For	For	For	For
					A vote FOR the director nominees is warranted.				
Invacare Corporation	05/19/2022	Management	3	Yes	Elect Director Petra Danielsohn-Weil	For	For	For	For
					A vote FOR the director nominees is warranted.				
Invacare Corporation	05/19/2022	Management	4	Yes	Elect Director Stephanie L. Fehr	For	For	For	For
					A vote FOR the director nominees is warranted.				
Invacare Corporation	05/19/2022	Management	5	Yes	Elect Director Marc M. Gibeley	For	For	For	For
					A vote FOR the director nominees is warranted.				
Invacare Corporation	05/19/2022	Management	6	Yes	Elect Director Matthew E. Monaghan	For	For	For	For
					A vote FOR the director nominees is warranted.				
Invacare Corporation	05/19/2022	Management	7	Yes	Elect Director Clifford D. Nastas	For	For	For	For
					A vote FOR the director nominees is warranted.				
Invacare Corporation	05/19/2022	Management	8	Yes	Elect Director Aron I. Schwartz	For	For	For	For
					A vote FOR the director nominees is warranted.				
Invacare Corporation	05/19/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
					A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.				
Invacare Corporation	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
					A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. In addition, the pay-for-performance misalignment is mitigated at this time given that the short- and long-term incentive programs were entirely performance-based, and bonuses and performance awards were forfeited when goals were not met.				
Investar Holding Corporation	05/18/2022	Management	1	Yes	Elect Director James M. Baker	For	For	For	For
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	2	No	Elect Director Thomas C. Besselman, Sr. "Withdrawn Resolution"				
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	3	Yes	Elect Director James H. Boyce, III	For	For	Withhold	Withhold
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	4	Yes	Elect Director Robert M. Boyce, Sr.	For	For	For	For
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	5	Yes	Elect Director John J. D'Angelo	For	For	For	For
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	6	Yes	Elect Director William H. Hidalgo, Sr.	For	For	For	For
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	7	Yes	Elect Director Gordon H. Joffrion, III	For	For	For	For
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	8	Yes	Elect Director Robert Chris Jordan	For	For	For	For
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	9	Yes	Elect Director David J. Lukinovich	For	For	For	For
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	10	Yes	Elect Director Suzanne O. Middleton	For	For	For	For
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	11	Yes	Elect Director Andrew C. Nelson	For	For	For	For
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	12	Yes	Elect Director Frank L. Walker	For	For	For	For
					WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.				
Investar Holding Corporation	05/18/2022	Management	13	Yes	Ratify Home LLP as Auditors	For	For	For	For
					A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.				
Investar Holding Corporation	05/18/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against
					A vote AGAINST this proposal is warranted. Although annual incentives are based on pre-set objective measures, there is limited disclosure surrounding the annual incentive program, making it difficult to assess the rigor of the overall program. Moreover, equity awards lack objective performance criteria.				
Investors Title Company	05/18/2022	Management	1	Yes	Elect Director J. Allen Fine	For	Withhold	Withhold	Withhold
					WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for David Francis and James Speed Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for James Speed Jr. are warranted for serving as a director on more than four public company boards.				
Investors Title Company	05/18/2022	Management	2	Yes	Elect Director David L. Francis	For	Withhold	Withhold	Withhold
					WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for David Francis and James Speed Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for James Speed Jr. are warranted for serving as a director on more than four public company boards.				
Investors Title Company	05/18/2022	Management	3	Yes	Elect Director James H. Speed, Jr.	For	Withhold	Withhold	Withhold
					WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for David Francis and James Speed Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for James Speed Jr. are warranted for serving as a director on more than four public company boards.				



					Management		ISS		Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale	
Investors Title Company	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single-trigger change-in-control provision, lacks preset performance criteria for the CEO's bonus, and lacks risk-mitigating measures such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	
Investors Title Company	05/18/2022	Management	5	Yes	Ratify Dixon Hughes Goodman LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	1	Yes	Elect Director Allene M. Diaz	For	For	For	For	WITHHOLD votes for non-independent nominee Joseph (Skip) Klein III are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Skip) Klein III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	2	Yes	Elect Director Michael Hayden	For	For	For	For	WITHHOLD votes for non-independent nominee Joseph (Skip) Klein III are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Skip) Klein III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	3	Yes	Elect Director Joseph Klein, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Joseph (Skip) Klein III are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Skip) Klein III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	4	Yes	Elect Director Joseph Loscalzo	For	For	For	For	WITHHOLD votes for non-independent nominee Joseph (Skip) Klein III are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Skip) Klein III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Iovance Biotherapeutics, Inc.	06/10/2022	Management	1	Yes	Elect Director Iain Dukes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Iovance Biotherapeutics, Inc.	06/10/2022	Management	2	Yes	Elect Director Athena Countouriotis	For	For	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Iovance Biotherapeutics, Inc.	06/10/2022	Management	3	Yes	Elect Director Ryan Maynard	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Iovance Biotherapeutics, Inc.	06/10/2022	Management	4	Yes	Elect Director Merrill A. McPeak	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Iovance Biotherapeutics, Inc.	06/10/2022	Management	5	Yes	Elect Director Wayne P. Rothbaum	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Iovance Biotherapeutics, Inc.	06/10/2022	Management	6	Yes	Elect Director Michael Weiser	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Iovance Biotherapeutics, Inc.	06/10/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Iovance Biotherapeutics, Inc.	06/10/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Iovance Biotherapeutics, Inc.	06/10/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.	
IPG Photonics Corporation	05/24/2022	Management	1	Yes	Elect Director Eugene A. Scherbakov	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
IPG Photonics Corporation	05/24/2022	Management	2	Yes	Elect Director Michael C. Child	For	For	Against	Against	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
IPG Photonics Corporation	05/24/2022	Management	3	Yes	Elect Director Jeanmarie F. Desmond	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
IPG Photonics Corporation	05/24/2022	Management	4	Yes	Elect Director Gregory P. Dougherty	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
IPG Photonics Corporation	05/24/2022	Management	5	Yes	Elect Director Eric Meurice	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
IPG Photonics Corporation	05/24/2022	Management	6	Yes	Elect Director Natalia Pavlova	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
IPG Photonics Corporation	05/24/2022	Management	7	Yes	Elect Director John R. Peeler	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
IPG Photonics Corporation	05/24/2022	Management	8	Yes	Elect Director Thomas J. Seifert	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
IPG Photonics Corporation	05/24/2022	Management	9	Yes	Elect Director Felix Stukalin	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
IPG Photonics Corporation	05/24/2022	Management	10	Yes	Elect Director Agnes K. Tang	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
IPG Photonics Corporation	05/24/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
IRADIMED CORPORATION	06/10/2022	Management	1	Yes	Elect Director Roger Susi	For	Withhold	Withhold	Withhold	In the absence of a nominating committee, WITHHOLD votes for incumbent directors Roger Susi, Monty Allen, James (Jim) Hawkins, and Anthony Vuoto are warranted for failing to establish gender and racial/ethnic diversity on the board.WITHHOLD votes for non-independent director nominee Roger Susi are further warranted due to the company's lack of a formal nominating committee.	
IRADIMED CORPORATION	06/10/2022	Management	2	Yes	Elect Director Monty Allen	For	Withhold	Withhold	Withhold	In the absence of a nominating committee, WITHHOLD votes for incumbent directors Roger Susi, Monty Allen, James (Jim) Hawkins, and Anthony Vuoto are warranted for failing to establish gender and racial/ethnic diversity on the board.WITHHOLD votes for non-independent director nominee Roger Susi are further warranted due to the company's lack of a formal nominating committee.	
IRADIMED CORPORATION	06/10/2022	Management	3	Yes	Elect Director Anthony Vuoto	For	Withhold	Withhold	Withhold	In the absence of a nominating committee, WITHHOLD votes for incumbent directors Roger Susi, Monty Allen, James (Jim) Hawkins, and Anthony Vuoto are warranted for failing to establish gender and racial/ethnic diversity on the board.WITHHOLD votes for non-independent director nominee Roger Susi are further warranted due to the company's lack of a formal nominating committee.	
IRADIMED CORPORATION	06/10/2022	Management	4	Yes	Elect Director James Hawkins	For	Withhold	Withhold	Withhold	In the absence of a nominating committee, WITHHOLD votes for incumbent directors Roger Susi, Monty Allen, James (Jim) Hawkins, and Anthony Vuoto are warranted for failing to establish gender and racial/ethnic diversity on the board.WITHHOLD votes for non-independent director nominee Roger Susi are further warranted due to the company's lack of a formal nominating committee.	
IRADIMED CORPORATION	06/10/2022	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
IRADIMED CORPORATION	06/10/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers'	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy		Vote Instruction
						Recommendation	Recommendation	Recommendation		
IRADIMED CORPORATION	06/10/2022	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
iRhythm Technologies, Inc.	05/26/2022	Management	1	Yes	Elect Director Cathleen Noel Bairey Merz	For	For	For	For	WITHHOLD votes are warranted for governance committee members Abhijit (Abhi) Talwalkar, Bruce Bodaken, and Mark Rubash given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
iRhythm Technologies, Inc.	05/26/2022	Management	2	Yes	Elect Director Mark J. Rubash	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Abhijit (Abhi) Talwalkar, Bruce Bodaken, and Mark Rubash given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
iRhythm Technologies, Inc.	05/26/2022	Management	3	Yes	Elect Director Renee Budig	For	For	For	For	WITHHOLD votes are warranted for governance committee members Abhijit (Abhi) Talwalkar, Bruce Bodaken, and Mark Rubash given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
iRhythm Technologies, Inc.	05/26/2022	Management	4	Yes	Elect Director Abhijit Y. Talwalkar	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Abhijit (Abhi) Talwalkar, Bruce Bodaken, and Mark Rubash given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
iRhythm Technologies, Inc.	05/26/2022	Management	5	Yes	Elect Director Bruce G. Bodaken	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Abhijit (Abhi) Talwalkar, Bruce Bodaken, and Mark Rubash given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
iRhythm Technologies, Inc.	05/26/2022	Management	6	Yes	Elect Director Ralph Snyderman	For	For	For	For	WITHHOLD votes are warranted for governance committee members Abhijit (Abhi) Talwalkar, Bruce Bodaken, and Mark Rubash given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
iRhythm Technologies, Inc.	05/26/2022	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
iRhythm Technologies, Inc.	05/26/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Iridium Communications Inc.	05/17/2022	Management	1	Yes	Elect Director Robert H. Niehaus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	2	Yes	Elect Director Thomas C. Canfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	3	Yes	Elect Director Matthew J. Desch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	4	Yes	Elect Director Thomas J. Fitzpatrick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	5	Yes	Elect Director L. Anthony Frazier	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	6	Yes	Elect Director Jane L. Harman	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	7	Yes	Elect Director Alvin B. Krongard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	8	Yes	Elect Director Suzanne E. McBride	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	9	Yes	Elect Director Eric T. Olson	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	10	Yes	Elect Director Parker W. Rush	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	11	Yes	Elect Director Henrik O. Schliemann	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	12	Yes	Elect Director Kay N. Sears	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	13	Yes	Elect Director Barry J. West	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suz) McBride and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/17/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Iridium Communications Inc.	05/17/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale
iTeos Therapeutics, Inc.	06/09/2022	Management	1	Yes	Elect Director Aaron Davis	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Aaron Davis, Tony Ho, Ann Rhoads, and Matthew Roden given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are also warranted for compensation committee member Ann Rhoads due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to the specific metrics and goals used in determining payouts under its annual incentive program, which is particularly concerning given that bonuses were earned above target. In addition, equity awards are entirely time-vesting. WITHHOLD votes for Aaron Davis are also warranted for serving as a director on more than four public company boards.
iTeos Therapeutics, Inc.	06/09/2022	Management	2	Yes	Elect Director Ann D. Rhoads	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Aaron Davis, Tony Ho, Ann Rhoads, and Matthew Roden given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are also warranted for compensation committee member Ann Rhoads due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to the specific metrics and goals used in determining payouts under its annual incentive program, which is particularly concerning given that bonuses were earned above target. In addition, equity awards are entirely time-vesting. WITHHOLD votes for Aaron Davis are also warranted for serving as a director on more than four public company boards.
iTeos Therapeutics, Inc.	06/09/2022	Management	3	Yes	Elect Director Matthew Roden	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Aaron Davis, Tony Ho, Ann Rhoads, and Matthew Roden given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are also warranted for compensation committee member Ann Rhoads due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to the specific metrics and goals used in determining payouts under its annual incentive program, which is particularly concerning given that bonuses were earned above target. In addition, equity awards are entirely time-vesting. WITHHOLD votes for Aaron Davis are also warranted for serving as a director on more than four public company boards.
iTeos Therapeutics, Inc.	06/09/2022	Management	4	Yes	Elect Director Tony Ho	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Aaron Davis, Tony Ho, Ann Rhoads, and Matthew Roden given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are also warranted for compensation committee member Ann Rhoads due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure with respect to the specific metrics and goals used in determining payouts under its annual incentive program, which is particularly concerning given that bonuses were earned above target. In addition, equity awards are entirely time-vesting. WITHHOLD votes for Aaron Davis are also warranted for serving as a director on more than four public company boards.
iTeos Therapeutics, Inc.	06/09/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 42.61 percent is excessive. " The plan has an automatic share replenishment feature. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The company's three-year average burn rate is excessive.
iTeos Therapeutics, Inc.	06/09/2022	Management	6	Yes	Ratify Deloitte Bedrijfsrevisoren / Reviseurs d'Entreprises BV/SRL as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
J & J Snack Foods Corp.	02/16/2022	Management	1	Yes	Elect Director Marjorie S. Roshkoff	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Marjorie Roshkoff are warranted for lack of a majority independent board.WITHHOLD votes are further warranted for incumbent director nominee Marjorie Roshkoff for the lack of racially or ethnically diverse directors on the board.
J & J Snack Foods Corp.	02/16/2022	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Jabil Inc.	01/20/2022	Management	1	Yes	Elect Director Anousheh Ansari	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Jabil Inc.	01/20/2022	Management	2	Yes	Elect Director Martha F. Brooks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Jabil Inc.	01/20/2022	Management	3	Yes	Elect Director Christopher S. Holland	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Jabil Inc.	01/20/2022	Management	4	Yes	Elect Director Mark T. Mondello	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Jabil Inc.	01/20/2022	Management	5	Yes	Elect Director John C. Plant	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Jabil Inc.	01/20/2022	Management	6	Yes	Elect Director Steven A. Raymund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Jabil Inc.	01/20/2022	Management	7	Yes	Elect Director Thomas A. Sansone	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Jabil Inc.	01/20/2022	Management	8	Yes	Elect Director David M. Stout	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Jabil Inc.	01/20/2022	Management	9	Yes	Elect Director Kathleen A. Walters	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Jabil Inc.	01/20/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jabil Inc.	01/20/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Jack in the Box Inc.	03/04/2022	Management	1	Yes	Elect Director David L. Goebel	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board.Votes AGAINST David (Dave) Goebel, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/04/2022	Management	2	Yes	Elect Director Darin S. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board.Votes AGAINST David (Dave) Goebel, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/04/2022	Management	3	Yes	Elect Director Sharon P. John	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board.Votes AGAINST David (Dave) Goebel, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/04/2022	Management	4	Yes	Elect Director Madeleine A. Kleiner	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board.Votes AGAINST David (Dave) Goebel, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/04/2022	Management	5	Yes	Elect Director Michael W. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board.Votes AGAINST David (Dave) Goebel, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/04/2022	Management	6	Yes	Elect Director James M. Myers	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board.Votes AGAINST David (Dave) Goebel, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/04/2022	Management	7	Yes	Elect Director David M. Tehle	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board.Votes AGAINST David (Dave) Goebel, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/04/2022	Management	8	Yes	Elect Director Vivien M. Yeung	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board.Votes AGAINST David (Dave) Goebel, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/04/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jack in the Box Inc.	03/04/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-up related to relocation benefits.
Jack in the Box Inc.	03/04/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Jack in the Box Inc.	03/04/2022	Shareholder	12	Yes	Allow Shareholder Meetings to be Held in Virtual Format	None	For	For	For	A vote FOR this proposal is warranted. The proposal would allow the company the flexibility to adopt a policy which would provide for hybrid shareholder meetings, which would ensure shareholders have a means to attend shareholder meetings during circumstances where in person attendance is limited or not permitted, while also not eliminating in-person attendance.
Jack in the Box Inc.	03/04/2022	Shareholder	13	Yes	Report on Sustainable Packaging	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.
Janus Henderson Group Plc	05/04/2022	Management	1	Yes	Elect Director Alison Davis	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	2	Yes	Elect Director Kalpana Desai	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	3	Yes	Elect Director Jeffrey Diermeier	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	4	Yes	Elect Director Kevin Dolan	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	5	Yes	Elect Director Eugene Flood, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	6	Yes	Elect Director Edward Garden	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	7	Yes	Elect Director Richard Gillingwater	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	8	Yes	Elect Director Lawrence Kochard	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	9	Yes	Elect Director Nelson Peltz	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	10	Yes	Elect Director Angela Seymour-Jackson	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	11	Yes	Approve Increase in the Cap on Aggregate Annual Compensation for Non-Executive Directors	For	For	For	For	A qualified vote FOR the increase in the maximum aggregate remuneration of non-executive directors is warranted on the basis that the company discloses that: " The increase in the NED fee cap will facilitate the anticipated board refreshment over the next 12 months, including an increase in the number of directors; and " It forecasts annual NED fees and supplemental compensation will be approximately US\$3.26 million in FY22, which is above the current cap of US\$3.0 million. The recommendation is qualified to highlight the high level of increase sought in this resolution of 23 percent.
Janus Henderson Group Plc	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Janus Henderson Group Plc	05/04/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Janus Henderson Group Plc	05/04/2022	Management	14	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and the offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Janus Henderson Group Plc	05/04/2022	Management	15	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the potential voting power dilution from the company's equity incentive plans, the three-year average burn rate, and the grant rate to the named executives in the past fiscal year are reasonable.
Janus Henderson Group Plc	05/04/2022	Management	16	Yes	Authorise Market Purchase of Ordinary Shares	For	For	For	For	A vote FOR these resolutions is warranted because the repurchases would take place on the open market, giving all shareholders the opportunity to take part.
Janus Henderson Group Plc	05/04/2022	Management	17	Yes	Authorise Market Purchase of CDIs	For	For	For	For	A vote FOR these resolutions is warranted because the repurchases would take place on the open market, giving all shareholders the opportunity to take part.
Janus Henderson Group Plc	05/04/2022	Management	18	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorise Audit Committee to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	1	Yes	Elect Director Linda L. Adamany	For	For	Against	Against	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautious votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	2	Yes	Elect Director Barry J. Alperin	For	For	Against	Against	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautious votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	3	Yes	Elect Director Robert D. Beyer	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautious votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.



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Jefferies Financial Group Inc.	03/29/2022	Management	4	Yes	Elect Director Matrice Ellis Kirk	For	For	For	For
									Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautiionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	5	Yes	Elect Director Brian P. Friedman	For	For	For	For
									Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautiionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	6	Yes	Elect Director MaryAnne Gilmartin	For	For	For	For
									Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautiionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	7	Yes	Elect Director Richard B. Handler	For	For	For	For
									Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautiionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	8	Yes	Elect Director Thomas W. Jones	For	For	For	For
									Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautiionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	9	Yes	Elect Director Jacob M. Katz	For	For	Against	Against
									Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautiionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	10	Yes	Elect Director Michael T. O'Kane	For	For	For	For
									Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautiionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	11	Yes	Elect Director Joseph S. Steinberg	For	For	For	For
									Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautiionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	12	Yes	Elect Director Melissa V. Weiler	For	For	For	For
									Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautiionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against
									Following the second consecutive year of low support for the say-on-pay proposal, the company disclosed details of its shareholder engagement efforts and certain feedback received. However, disclosure of certain expressed concerns is vague, and shareholders may question whether the transition to a new pay program that places a greater emphasis on discretion fully addresses their concerns. Disclosure around these issues needs improvement, and the committee has demonstrated only a limited degree of responsiveness to low say-on-pay support.The new pay program's reliance on committee discretion to determine NEO pay raises concerns, and incomplete disclosure of target goals, per-metric weightings, and target pay opportunities for certain NEOs inhibits investors' ability to fully assess the pay-for-performance linkage. Further, although half of FY21 performance year equity awards are based on clearly disclosed multi-year goals, the transition awards granted to the CEO and President in FY21 lack pre-set, multi-year performance criteria and vest solely over time. The magnitude of compensation opportunities for the CEO and President exacerbates structural concerns.In light of the company's limited responsiveness to last year's say-on-pay vote result and an unmitigated pay-for-performance misalignment, a vote AGAINST this proposal is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For
									A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
JELD-WEN Holding, Inc.	04/28/2022	Management	1	Yes	Elect Director Tracey I. Joubert	For	For	For	For
									A vote FOR the director nominees is warranted.
JELD-WEN Holding, Inc.	04/28/2022	Management	2	Yes	Elect Director Cynthia Marshall	For	For	For	For
									A vote FOR the director nominees is warranted.
JELD-WEN Holding, Inc.	04/28/2022	Management	3	Yes	Elect Director Gary S. Michel	For	For	For	For
									A vote FOR the director nominees is warranted.
JELD-WEN Holding, Inc.	04/28/2022	Management	4	Yes	Elect Director David G. Nord	For	For	For	For
									A vote FOR the director nominees is warranted.
JELD-WEN Holding, Inc.	04/28/2022	Management	5	Yes	Elect Director Suzanne L. Stefany	For	For	For	For
									A vote FOR the director nominees is warranted.
JELD-WEN Holding, Inc.	04/28/2022	Management	6	Yes	Elect Director Bruce M. Taten	For	For	For	For
									A vote FOR the director nominees is warranted.
JELD-WEN Holding, Inc.	04/28/2022	Management	7	Yes	Elect Director Roderick C. Wendt	For	For	For	For
									A vote FOR the director nominees is warranted.
JELD-WEN Holding, Inc.	04/28/2022	Management	8	Yes	Elect Director Steven E. Wynne	For	For	For	For
									A vote FOR the director nominees is warranted.
JELD-WEN Holding, Inc.	04/28/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
									A vote FOR this proposal is warranted, with caution. Although the compensation committee made certain adjustments to the financial results with respect to the three-year performance award ending in FY2021, such concern is mitigated at this time given that the final payout was earned below target. In addition, CEO pay is reasonably aligned with performance.
JELD-WEN Holding, Inc.	04/28/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
									A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
JELD-WEN Holding, Inc.	04/28/2022	Management	11	Yes	Amend Charter to Remove Waiver of Corporate Opportunities	For	For	For	For
									A vote FOR this proposal is warranted as the proposed amendment would not diminish the rights of shareholders.
JELD-WEN Holding, Inc.	04/28/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
									A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
JetBlue Airways Corporation	05/19/2022	Management	1	Yes	Elect Director B. Ben Baldanza	For	For	For	For
									Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	2	Yes	Elect Director Peter Boneparth	For	For	Against	Against
									Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	3	Yes	Elect Director Monte Ford	For	For	For	For
									Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	4	Yes	Elect Director Robin Hayes	For	For	For	For
									Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	5	Yes	Elect Director Ellen Jewett	For	For	For	For
									Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	6	Yes	Elect Director Robert Leduc	For	For	For	For
									Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	7	Yes	Elect Director Teri McClure	For	For	For	For
									Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	8	Yes	Elect Director Sarah Robb O'Hagan	For	For	For	For
									Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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JetBlue Airways Corporation	05/19/2022	Management	9	Yes	Elect Director Vivek Sharma	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	10	Yes	Elect Director Thomas Winkelmann	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
JetBlue Airways Corporation	05/19/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
JetBlue Airways Corporation	05/19/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would enhance the existing shareholder right to call special meetings.
John Bean Technologies Corporation	05/13/2022	Management	1	Yes	Elect Director Alan D. Feldman	For	For	Against	Against	Votes AGAINST non-independent nominee Alan Feldman are warranted for lack of a majority independent board. Votes AGAINST Alan Feldman are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lawrence V. Jackson is warranted.
John Bean Technologies Corporation	05/13/2022	Management	2	Yes	Elect Director Lawrence V. Jackson	For	For	For	For	Votes AGAINST non-independent nominee Alan Feldman are warranted for lack of a majority independent board. Votes AGAINST Alan Feldman are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lawrence V. Jackson is warranted.
John Bean Technologies Corporation	05/13/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
John Bean Technologies Corporation	05/13/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLC as Auditors	For	For	For	For	A vote FOR is warranted as the non-audit fees paid to auditor do not exceed 25 percent of total fees paid.
Johnson Outdoors Inc.	02/24/2022	Management	1	Yes	Elect Director Paul G. Alexander	For	For	For	For	WITHHOLD votes for John Fahey Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Outdoors Inc.	02/24/2022	Management	2	Yes	Elect Director John M. Fahey, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for John Fahey Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Outdoors Inc.	02/24/2022	Management	3	Yes	Elect Director William ("Bill") D. Perez	For	For	For	For	WITHHOLD votes for John Fahey Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Outdoors Inc.	02/24/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Johnson Outdoors Inc.	02/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Jounce Therapeutics, Inc.	06/24/2022	Management	1	Yes	Elect Director Luis Diaz, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Luis Diaz Jr., Barbara Duncan, and Robert Kamen given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Barbara Duncan for serving as a director on more than four public company boards.
Jounce Therapeutics, Inc.	06/24/2022	Management	2	Yes	Elect Director Barbara Duncan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Luis Diaz Jr., Barbara Duncan, and Robert Kamen given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Barbara Duncan for serving as a director on more than four public company boards.
Jounce Therapeutics, Inc.	06/24/2022	Management	3	Yes	Elect Director Robert Kamen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Luis Diaz Jr., Barbara Duncan, and Robert Kamen given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Barbara Duncan for serving as a director on more than four public company boards.
Jounce Therapeutics, Inc.	06/24/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kadant Inc.	05/18/2022	Management	1	Yes	Elect Director Jonathan W. Painter	For	For	Against	Against	Votes AGAINST non-independent nominees Jonathan Painter and Jeffrey Powell are warranted for lack of a majority independent board.
Kadant Inc.	05/18/2022	Management	2	Yes	Elect Director Jeffrey L. Powell	For	For	Against	Against	Votes AGAINST non-independent nominees Jonathan Painter and Jeffrey Powell are warranted for lack of a majority independent board.
Kadant Inc.	05/18/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kadant Inc.	05/18/2022	Management	4	Yes	Approve the Issuance of Restricted Stock Units to Non-Employee Directors	For	For	For	For	Support for this proposal is warranted. The proposed equity awards for non-employee directors appear reasonable in terms of magnitude and structure. The proposed awards are also reasonable in the context of the company's overall non-employee director compensation program.
Kadant Inc.	05/18/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kaman Corporation	04/20/2022	Management	1	Yes	Elect Director Aisha M. Barry	For	For	For	For	Votes AGAINST E. Reeves Callaway III and A. William Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kaman Corporation	04/20/2022	Management	2	Yes	Elect Director E. Reeves Callaway, III	For	For	Against	Against	Votes AGAINST E. Reeves Callaway III and A. William Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kaman Corporation	04/20/2022	Management	3	Yes	Elect Director A. William Higgins	For	For	Against	Against	Votes AGAINST E. Reeves Callaway III and A. William Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kaman Corporation	04/20/2022	Management	4	Yes	Elect Director Scott E. Kuechle	For	For	For	For	Votes AGAINST E. Reeves Callaway III and A. William Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kaman Corporation	04/20/2022	Management	5	Yes	Elect Director Michelle J. Lohmeier	For	For	For	For	Votes AGAINST E. Reeves Callaway III and A. William Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kaman Corporation	04/20/2022	Management	6	Yes	Elect Director Jennifer M. Pollino	For	For	For	For	Votes AGAINST E. Reeves Callaway III and A. William Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kaman Corporation	04/20/2022	Management	7	Yes	Elect Director Ian K. Walsh	For	For	For	For	Votes AGAINST E. Reeves Callaway III and A. William Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kaman Corporation	04/20/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Above-target payouts under the annual incentive were aligned with improved financial performance in FY21 and target goals were set well above prior year's actual results. Moreover, though the relative TSR target goal merely targets median performance, the vast majority of the CEO's LTI awards are performance-conditioned and subject to multi-year performance periods.
Kaman Corporation	04/20/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kaman Corporation	04/20/2022	Shareholder	10	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
KAR Auction Services, Inc.	06/02/2022	Management	1	Yes	Elect Director Carmel Galvin	For	For	For	For	A vote FOR the director nominees is warranted.
KAR Auction Services, Inc.	06/02/2022	Management	2	Yes	Elect Director James P. Hallett	For	For	For	For	A vote FOR the director nominees is warranted.
KAR Auction Services, Inc.	06/02/2022	Management	3	Yes	Elect Director Mark E. Hill	For	For	For	For	A vote FOR the director nominees is warranted.
KAR Auction Services, Inc.	06/02/2022	Management	4	Yes	Elect Director J. Mark Howell	For	For	For	For	A vote FOR the director nominees is warranted.
KAR Auction Services, Inc.	06/02/2022	Management	5	Yes	Elect Director Stefan Jacoby	For	For	For	For	A vote FOR the director nominees is warranted.
KAR Auction Services, Inc.	06/02/2022	Management	6	Yes	Elect Director Peter Kelly	For	For	For	For	A vote FOR the director nominees is warranted.
KAR Auction Services, Inc.	06/02/2022	Management	7	Yes	Elect Director Michael T. Kestner	For	For	For	For	A vote FOR the director nominees is warranted.
KAR Auction Services, Inc.	06/02/2022	Management	8	Yes	Elect Director Sanjeev Mehra	For	For	For	For	A vote FOR the director nominees is warranted.
KAR Auction Services, Inc.	06/02/2022	Management	9	Yes	Elect Director Mary Ellen Smith	For	For	For	For	A vote FOR the director nominees is warranted.
KAR Auction Services, Inc.	06/02/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were entirely based on pre-set objective measures, while the annual-cycle long-term incentive awards were primarily performance based, although concern is noted about the lack of disclosure of the forward-looking targets for the PRSUs. The NEOs' front-loaded equity grants were also primarily performance based and are intended to serve as half of their entire long-term incentive compensation for the next three years.
KAR Auction Services, Inc.	06/02/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy		Vote Instruction	Voting Policy Rationale
							Recommendation	Recommendation		
Karuna Therapeutics, Inc.	06/15/2022	Management	1	Yes	Elect Director Steven Paul	For	Withhold	Withhold	Withhold	WITHHOLD votes director nominees for Steven (Steve) Paul, Atul Pande, and Denice Torres are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for governance committee member Atul Pande are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
Karuna Therapeutics, Inc.	06/15/2022	Management	2	Yes	Elect Director Atul Pande	For	Withhold	Withhold	Withhold	WITHHOLD votes director nominees for Steven (Steve) Paul, Atul Pande, and Denice Torres are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for governance committee member Atul Pande are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
Karuna Therapeutics, Inc.	06/15/2022	Management	3	Yes	Elect Director Denice Torres	For	Withhold	Withhold	Withhold	WITHHOLD votes director nominees for Steven (Steve) Paul, Atul Pande, and Denice Torres are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for governance committee member Atul Pande are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
Karuna Therapeutics, Inc.	06/15/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO pay was again elevated for the year in review, and equity grant vests increased year-over-year. Long-term incentives remain entirely delivered as time-vesting options, which do not require the achievement of performance criteria in order to vest. The company also benchmarks long-term incentive values at the 75th percentile of the peer group, a practice which is generally disfavored by investors and which can lead to increased compensation without requiring a link to performance. Further, annual incentives were earned above target based on the committee's subjective assessment of performance, with limited disclosure of specific targets and achievements considered.
Karuna Therapeutics, Inc.	06/15/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Karuna Therapeutics, Inc.	06/15/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
KB Home	04/07/2022	Management	1	Yes	Elect Director Arthur R. Collins	For	For	For	For	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	2	Yes	Elect Director Dorene C. Dominguez	For	For	For	For	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	3	Yes	Elect Director Kevin P. Eltife	For	For	For	For	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	4	Yes	Elect Director Timothy W. Finchem	For	For	Against	Against	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	5	Yes	Elect Director Stuart A. Gabriel	For	For	For	For	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	6	Yes	Elect Director Thomas W. Gilligan	For	For	For	For	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	7	Yes	Elect Director Jodeen A. Kozlak	For	For	For	For	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	8	Yes	Elect Director Melissa Lora	For	For	Against	Against	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	9	Yes	Elect Director Jeffrey T. Mezger	For	For	For	For	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	10	Yes	Elect Director Brian R. Niccol	For	For	For	For	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	11	Yes	Elect Director James C. "Rad" Weaver	For	For	For	For	Votes AGAINST Melissa Lora and Timothy Finchem are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KB Home	04/07/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
KB Home	04/07/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kemper Corporation	05/04/2022	Management	1	Yes	Elect Director Teresa A. Canida	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	2	Yes	Elect Director George N. Cochran	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	3	Yes	Elect Director Kathleen M. Cronin	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	4	Yes	Elect Director Jason N. Gorevic	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	5	Yes	Elect Director Lacy M. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	6	Yes	Elect Director Robert J. Joyce	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	7	Yes	Elect Director Joseph P. Lacher, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	8	Yes	Elect Director Gerald Laderman	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	9	Yes	Elect Director Stuart B. Parker	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	10	Yes	Elect Director Christopher B. Sarofim	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	11	Yes	Elect Director Susan D. Whiting	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kemper Corporation	05/04/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Notwithstanding a year-over-year decrease in annual incentive payouts, there are concerns raised with the structure of the annual incentive program. The annual incentive pool is funded as a percentage of adjusted net income, which does not require year-over-year growth in order for pool funding to occur, and individual payout determinations are discretionarily determined. Further, although the majority of the CEO's long-term incentives are delivered in performance shares earned based on clearly disclosed multi-year goals, there are concerns regarding goal rigor under the LTI program, as the relative TSR PSUs merely target median performance and there is no disclosed cap in the event of negative absolute TSR.
Kennedy-Wilson Holdings, Inc.	06/09/2022	Management	1	Yes	Elect Director Trevor Bowen	For	For	For	For	Votes AGAINST non-independent nominees Cathy Hendrickson and Stanley Zax are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Trevor Bowen is warranted.
Kennedy-Wilson Holdings, Inc.	06/09/2022	Management	2	Yes	Elect Director Cathy Hendrickson	For	For	Against	Against	Votes AGAINST non-independent nominees Cathy Hendrickson and Stanley Zax are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Trevor Bowen is warranted.
Kennedy-Wilson Holdings, Inc.	06/09/2022	Management	3	Yes	Elect Director Stanley R. Zax	For	For	Against	Against	Votes AGAINST non-independent nominees Cathy Hendrickson and Stanley Zax are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Trevor Bowen is warranted.
Kennedy-Wilson Holdings, Inc.	06/09/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The company's three-year average burn rate is excessive. " The plan administrator may provide loans to exercise awards.
Kennedy-Wilson Holdings, Inc.	06/09/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company returned to a more formulaic STI structure in 2021, a significant portion of the program was based on a discretionary assessment of strategic objectives. In addition, there are concerns regarding high base salaries and target STI opportunities for the CEO and certain NEOs, which resulted in large maximum payouts for the year in review. Further, although the weighting of performance shares under the annual LTI program increased, the value of the CEO's annual-cycle LTI awards also increased significantly without a clearly disclosed rationale, when the value of a special, off-cycle award granted in 2020 is excluded. Moreover, the relative TSR LTI metric targets merely the index, and the proxy does not disclose a cap on vesting if absolute TSR is negative for the performance period. Lastly, concerns remain with respect to the large life insurance and aircraft-related perquisites, as well as the problematic change in control provisions in existing agreements with executives.

B.1.a										
Meeting		Proposition	Sequence	Votable	Management	ISS	Voting	Policy	Recommend	Vote
Date		Proponent	Number	Proposal	Text	Recommend	Recommend	Recommend	Instruction	Rationale
Company Name		Date	Proponent	Sequence	Votable	Text	Recommend	Recommend	Recommend	Vote
Kennedy-Wilson Holdings, Inc.		06/09/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against
Kezar Life Sciences, Inc.		06/15/2022	Management	1	Yes	Elect Director Elizabeth Garner	For	Withhold	Withhold	Withhold
Kezar Life Sciences, Inc.		06/15/2022	Management	2	Yes	Elect Director Michael Kauffman	For	Withhold	Withhold	Withhold
Kezar Life Sciences, Inc.		06/15/2022	Management	3	Yes	Elect Director Courtney Wallace	For	For	For	For
Kezar Life Sciences, Inc.		06/15/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For
Kforce Inc.		04/18/2022	Management	1	Yes	Elect Director Joseph L. Liberatore	For	For	For	For
Kforce Inc.		04/18/2022	Management	2	Yes	Elect Director - Randall A. Mehl	For	For	For	For
Kforce Inc.		04/18/2022	Management	3	Yes	Elect Director Elaine D. Rosen	For	For	Withhold	Withhold
Kforce Inc.		04/18/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
Kforce Inc.		04/18/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Kinetik Holdings Inc.		06/30/2022	Management	1	Yes	Elect Director Jamie Welch	For	For	For	For
Kinetik Holdings Inc.		06/30/2022	Management	2	Yes	Elect Director David I. Foley	For	For	For	For
Kinetik Holdings Inc.		06/30/2022	Management	3	Yes	Elect Director John-Paul (JP) Munfa	For	For	For	For
Kinetik Holdings Inc.		06/30/2022	Management	4	Yes	Elect Director Elizabeth P. Cordia	For	For	For	For
Kinetik Holdings Inc.		06/30/2022	Management	5	Yes	Elect Director Thomas Lefebvre	For	Withhold	Withhold	Withhold
Kinetik Holdings Inc.		06/30/2022	Management	6	Yes	Elect Director Joseph Payne	For	For	For	For
Kinetik Holdings Inc.		06/30/2022	Management	7	Yes	Elect Director Laura A. Sugg	For	Withhold	Withhold	Withhold
Kinetik Holdings Inc.		06/30/2022	Management	8	Yes	Elect Director Kevin S. McCarthy	For	For	For	For
Kinetik Holdings Inc.		06/30/2022	Management	9	Yes	Elect Director Ben C. Rodgers	For	For	For	For
Kinetik Holdings Inc.		06/30/2022	Management	10	Yes	Elect Director D. Mark Leland	For	For	For	For
Kinetik Holdings Inc.		06/30/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For
Kirby Corporation		04/26/2022	Management	1	Yes	Elect Director Anne-Marie N. Ainsworth	For	For	For	For
Kirby Corporation		04/26/2022	Management	2	Yes	Elect Director William M. Waterman	For	For	For	For
Kirby Corporation		04/26/2022	Management	3	Yes	Elect Director Shawn D. Williams	For	For	For	For
Kirby Corporation		04/26/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against
Kirby Corporation		04/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Kodiak Sciences Inc.		06/07/2022	Management	1	Yes	Elect Director Richard S. Levy	For	Withhold	Withhold	Withhold
Kodiak Sciences Inc.		06/07/2022	Management	2	Yes	Elect Director Robert A. Profusek	For	Withhold	Withhold	Withhold
Kodiak Sciences Inc.		06/07/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Kodiak Sciences Inc.		06/07/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For
Kohl's Corporation		05/11/2022	Management	2	Yes	Elect Director Michael J. Bender	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	3	Yes	Elect Director Peter Boneparth	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	4	Yes	Elect Director Yael Cosset	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	5	Yes	Elect Director Christine Day	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	6	Yes	Elect Director H. Charles Floyd	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	7	Yes	Elect Director Michelle Gass	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	8	Yes	Elect Director Margaret L. Jenkins	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	9	Yes	Elect Director Thomas A. Kingsbury	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	10	Yes	Elect Director Robbin Mitchell	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	11	Yes	Elect Director Jonas Prising	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	12	Yes	Elect Director John E. Schilfske	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	13	Yes	Elect Director Adrienne Shapira	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	14	Yes	Elect Director Stephanie A. Streeter	For	Do Not Vote	Do Not Vote	Do Not
Kohl's Corporation		05/11/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Kohl's Corporation	05/11/2022	Shareholder	16	Yes	Ratify Ernst & Young LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Kohl's Corporation	05/11/2022	Shareholder	18	Yes	Elect Director George R. Brokaw	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.
Kohl's Corporation	05/11/2022	Shareholder	19	Yes	Elect Director Jonathan Duskin	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.
Kohl's Corporation	05/11/2022	Shareholder	20	Yes	Elect Director Francis Ken Duane	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.
Kohl's Corporation	05/11/2022	Shareholder	21	Yes	Elect Director Pamela J. Edwards	For	For	For	For	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.
Kohl's Corporation	05/11/2022	Shareholder	22	Yes	Elect Director Stacy Hawkins	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.
Kohl's Corporation	05/11/2022	Shareholder	23	Yes	Elect Director Jeffrey A. Kantor	For	For	For	For	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.
Kohl's Corporation	05/11/2022	Shareholder	24	Yes	Elect Director Perry M. Mandarin	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.
Kohl's Corporation	05/11/2022	Shareholder	25	Yes	Elect Director Cynthia S. Murray	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.
Kohl's Corporation	05/11/2022	Shareholder	26	Yes	Elect Director Kenneth D. Seipel	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.
Kohl's Corporation	05/11/2022	Shareholder	27	Yes	Elect Director Craig M. Young	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.
Kohl's Corporation	05/11/2022	Management	28	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides an inordinate amount of personal use of corporate aircraft and sizeable financial planning/tax planning-related perquisite to the CEO.
Kohl's Corporation	05/11/2022	Management	29	Yes	Ratify Ernst & Young LLP as Auditors	None	For	Against	Against	A vote AGAINST this item is warranted because: •The non-auditing consulting fees represent more than 25 percent of total fees paid; and •The auditor's tenure at the company exceeds seven years.
Kontoor Brands, Inc.	04/19/2022	Management	1	Yes	Elect Director Scott Baxter	For	For	For	For	A vote FOR the director nominees is warranted.
Kontoor Brands, Inc.	04/19/2022	Management	2	Yes	Elect Director Robert Shearer	For	For	For	For	A vote FOR the director nominees is warranted.
Kontoor Brands, Inc.	04/19/2022	Management	3	Yes	Elect Director Mark Schiller	For	For	For	For	A vote FOR the director nominees is warranted.
Kontoor Brands, Inc.	04/19/2022	Management	4	Yes	Elect Director Ashley Goldsmith	For	For	For	For	A vote FOR the director nominees is warranted.
Kontoor Brands, Inc.	04/19/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Kontoor Brands, Inc.	04/19/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides tax gross-up payment for the CEO's financial planning perquisite.
Koppers Holdings Inc.	05/05/2022	Management	1	Yes	Elect Director Leroy M. Ball	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, and Albert Neupaver are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/05/2022	Management	2	Yes	Elect Director Xudong Feng	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, and Albert Neupaver are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/05/2022	Management	3	Yes	Elect Director Traci L. Jensen	For	For	For	For	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, and Albert Neupaver are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/05/2022	Management	4	Yes	Elect Director David L. Motley	For	For	For	For	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, and Albert Neupaver are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/05/2022	Management	5	Yes	Elect Director Albert J. Neupaver	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, and Albert Neupaver are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/05/2022	Management	6	Yes	Elect Director Louis L. Testoni	For	For	For	For	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, and Albert Neupaver are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/05/2022	Management	7	Yes	Elect Director Stephen R. Tritch	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, and Albert Neupaver are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/05/2022	Management	8	Yes	Elect Director Sonja M. Wilkerson	For	For	For	For	Votes AGAINST non-independent nominees Stephen Tritch, Leroy Ball Jr., Xudong (Sharon) Feng, and Albert Neupaver are warranted for lack of a majority independent board. Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Koppers Holdings Inc.	05/05/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Koppers Holdings Inc.	05/05/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Kosmos Energy Ltd.	06/09/2022	Management	1	Yes	Elect Director Steven M. Sterin	For	For	For	For	A vote FOR all director nominees is warranted.
Kosmos Energy Ltd.	06/09/2022	Management	2	Yes	Elect Director Roy A. Franklin	For	For	For	For	A vote FOR all director nominees is warranted.
Kosmos Energy Ltd.	06/09/2022	Management	3	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kosmos Energy Ltd.	06/09/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	1	Yes	Elect Director Scott Anderson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	2	Yes	Elect Director Eric DeMarco	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	3	Yes	Elect Director William Hoglund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	4	Yes	Elect Director Scot Jarvis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	5	Yes	Elect Director Jane Judd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	6	Yes	Elect Director Samuel Liberatore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	7	Yes	Elect Director Deanna Lund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	8	Yes	Elect Director Amy Zegart	For	For	For	For	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While a significant portion of the annual incentive is based on poorly disclosed strategic metrics and the committee retains the discretion to grant bonuses at target despite actual performance, payouts are capped at target and no discretionary adjustments were made to FY21 awards. Further, although the CEO's FY21 LTI grant value was of significant magnitude, LTI awards are half performance-based with a multi-year performance period, and earned shares are also capped at target. Continued monitoring is warranted regarding the magnitude of long-term incentive awards.
Kronos Worldwide, Inc.	05/18/2022	Management	1	Yes	Elect Director Loretta J. Feehan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Robert Graham, Cecil Moore Jr. and R. Gerald Turner are warranted for lack of a majority independent board and due to the lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr., Thomas Stafford and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot.
Kronos Worldwide, Inc.	05/18/2022	Management	2	Yes	Elect Director Robert D. Graham	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Robert Graham, Cecil Moore Jr. and R. Gerald Turner are warranted for lack of a majority independent board and due to the lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr., Thomas Stafford and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot.
Kronos Worldwide, Inc.	05/18/2022	Management	3	Yes	Elect Director John E. Harper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Robert Graham, Cecil Moore Jr. and R. Gerald Turner are warranted for lack of a majority independent board and due to the lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr., Thomas Stafford and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot.
Kronos Worldwide, Inc.	05/18/2022	Management	4	Yes	Elect Director Meredith W. Mendes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Robert Graham, Cecil Moore Jr. and R. Gerald Turner are warranted for lack of a majority independent board and due to the lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr., Thomas Stafford and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot.
Kronos Worldwide, Inc.	05/18/2022	Management	5	Yes	Elect Director Cecil H. Moore, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Robert Graham, Cecil Moore Jr. and R. Gerald Turner are warranted for lack of a majority independent board and due to the lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr., Thomas Stafford and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot.
Kronos Worldwide, Inc.	05/18/2022	Management	6	Yes	Elect Director Thomas P. Stafford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Robert Graham, Cecil Moore Jr. and R. Gerald Turner are warranted for lack of a majority independent board and due to the lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr., Thomas Stafford and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot.
Kronos Worldwide, Inc.	05/18/2022	Management	7	Yes	Elect Director R. Gerald Turner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Robert Graham, Cecil Moore Jr. and R. Gerald Turner are warranted for lack of a majority independent board and due to the lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and R. Gerald Turner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr., Thomas Stafford and R. Gerald Turner are warranted for failing to include auditor ratification on the proxy ballot.

					Management		ISS		Voting Policy		B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote	Voting Policy Rationale		
Kronos Worldwide, Inc.	05/18/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation		Against	Against	Against	A vote AGAINST this proposal is warranted. While the proxy does indicate the amount of compensation each NEO receives from the parent, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.		
Krystal Biotech, Inc.	05/20/2022	Management	1	Yes	Elect Director Daniel S. Janney	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted with respect to incumbent director nominees Daniel Janney and Dino Rossi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR E. Rand Sutherland is warranted.		
Krystal Biotech, Inc.	05/20/2022	Management	2	Yes	Elect Director Dino A. Rossi	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted with respect to incumbent director nominees Daniel Janney and Dino Rossi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR E. Rand Sutherland is warranted.		
Krystal Biotech, Inc.	05/20/2022	Management	3	Yes	Elect Director E. Rand Sutherland	For	For	For	For	WITHHOLD votes are warranted with respect to incumbent director nominees Daniel Janney and Dino Rossi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR E. Rand Sutherland is warranted.		
Krystal Biotech, Inc.	05/20/2022	Management	4	Yes	Ratify Mayer Hoffman McCann P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.		
Krystal Biotech, Inc.	05/20/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted with caution. Concerns such as the lack of performance criteria for LTI awards and the significant increase in overall CEO compensation are somewhat mitigated as majority of LTI awards, which was the primary driver of the increase in CEO pay, were delivered in time-vesting stock options.		
Krystal Biotech, Inc.	05/20/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.		
KULICKE AND SOFFA INDUSTRIES, INC.	03/03/2022	Management	1	Yes	Elect Director Peter T. Kong	For	For	For	For	A vote FOR all director nominees is warranted.		
KULICKE AND SOFFA INDUSTRIES, INC.	03/03/2022	Management	2	Yes	Elect Director Jon A. Olson	For	For	For	For	A vote FOR all director nominees is warranted.		
KULICKE AND SOFFA INDUSTRIES, INC.	03/03/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
KULICKE AND SOFFA INDUSTRIES, INC.	03/03/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		
Kura Oncology, Inc.	06/21/2022	Management	1	Yes	Elect Director Helen Collins	For	For	For	For	WITHHOLD votes are warranted for governance committee member Thomas Malley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.		
Kura Oncology, Inc.	06/21/2022	Management	2	Yes	Elect Director Thomas Malley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Thomas Malley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.		
Kura Oncology, Inc.	06/21/2022	Management	3	Yes	Elect Director Carol Schafer	For	For	For	For	WITHHOLD votes are warranted for governance committee member Thomas Malley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.		
Kura Oncology, Inc.	06/21/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
Kura Oncology, Inc.	06/21/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company continues to use above-median benchmarking; * Equity awards for the CEO lack any performance-contingent pay elements; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.		
L.B. Foster Company	06/02/2022	Management	1	Yes	Elect Director Raymond T. Betler	For	For	For	For	WITHHOLD votes for Diane Owen, William Rackoff and Suzanne Rowland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
L.B. Foster Company	06/02/2022	Management	2	Yes	Elect Director Dirk Junge	For	For	For	For	WITHHOLD votes for Diane Owen, William Rackoff and Suzanne Rowland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
L.B. Foster Company	06/02/2022	Management	3	Yes	Elect Director John F. Kasel	For	For	For	For	WITHHOLD votes for Diane Owen, William Rackoff and Suzanne Rowland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
L.B. Foster Company	06/02/2022	Management	4	Yes	Elect Director John E. Kunz	For	For	For	For	WITHHOLD votes for Diane Owen, William Rackoff and Suzanne Rowland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
L.B. Foster Company	06/02/2022	Management	5	Yes	Elect Director Diane B. Owen	For	For	Withhold	Withhold	WITHHOLD votes for Diane Owen, William Rackoff and Suzanne Rowland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
L.B. Foster Company	06/02/2022	Management	6	Yes	Elect Director Robert S. Purgason	For	For	For	For	WITHHOLD votes for Diane Owen, William Rackoff and Suzanne Rowland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
L.B. Foster Company	06/02/2022	Management	7	Yes	Elect Director William H. Rackoff	For	For	Withhold	Withhold	WITHHOLD votes for Diane Owen, William Rackoff and Suzanne Rowland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
L.B. Foster Company	06/02/2022	Management	8	Yes	Elect Director Suzanne B. Rowland	For	For	Withhold	Withhold	WITHHOLD votes for Diane Owen, William Rackoff and Suzanne Rowland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
L.B. Foster Company	06/02/2022	Management	9	Yes	Elect Director Bruce E. Thompson	For	For	For	For	WITHHOLD votes for Diane Owen, William Rackoff and Suzanne Rowland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
L.B. Foster Company	06/02/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
L.B. Foster Company	06/02/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		
L.B. Foster Company	06/02/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.		
Lakeland Bancorp, Inc.	05/17/2022	Management	1	Yes	Elect Director Lawrence R. Inerra, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Shara, Robert Mangano and Robert McCracken are warranted for lack of a majority independent board. WITHHOLD votes for Robert McCracken are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee member Robert McCracken are further warranted for the lack of racial/ethnic diversity on the board. A vote FOR Lawrence R. Inerra, Jr. is warranted.		
Lakeland Bancorp, Inc.	05/17/2022	Management	2	Yes	Elect Director Robert F. Mangano	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Shara, Robert Mangano and Robert McCracken are warranted for lack of a majority independent board. WITHHOLD votes for Robert McCracken are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee member Robert McCracken are further warranted for the lack of racial/ethnic diversity on the board. A vote FOR Lawrence R. Inerra, Jr. is warranted.		
Lakeland Bancorp, Inc.	05/17/2022	Management	3	Yes	Elect Director Robert E. McCracken	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Shara, Robert Mangano and Robert McCracken are warranted for lack of a majority independent board. WITHHOLD votes for Robert McCracken are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee member Robert McCracken are further warranted for the lack of racial/ethnic diversity on the board. A vote FOR Lawrence R. Inerra, Jr. is warranted.		
Lakeland Bancorp, Inc.	05/17/2022	Management	4	Yes	Elect Director Thomas J. Shara	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Shara, Robert Mangano and Robert McCracken are warranted for lack of a majority independent board. WITHHOLD votes for Robert McCracken are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee member Robert McCracken are further warranted for the lack of racial/ethnic diversity on the board. A vote FOR Lawrence R. Inerra, Jr. is warranted.		

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Company Name	Meeting Date	Proponent	Proposal	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote		
			Sequence Number							Instruction	
Lakeland Bancorp, Inc.	05/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain excise tax gross-up change-in-control provisions as well as equity award arrangements that provide for automatic accelerated vesting upon a change-in-control event.	
Lakeland Bancorp, Inc.	05/17/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Lakeland Industries, Inc.	06/15/2022	Management	1	Yes	Elect Director Thomas J. McAteer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Thomas (Tom) McAteer are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) McAteer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Lakeland Industries, Inc.	06/15/2022	Management	2	Yes	Elect Director James M. Jenkins	For	For	For	For	WITHHOLD votes for non-independent nominee Thomas (Tom) McAteer are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) McAteer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Lakeland Industries, Inc.	06/15/2022	Management	3	Yes	Elect Director Nikki L. Hamblin	For	For	For	For	WITHHOLD votes for non-independent nominee Thomas (Tom) McAteer are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) McAteer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Lakeland Industries, Inc.	06/15/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Lakeland Industries, Inc.	06/15/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Landmark Bancorp, Inc.	05/18/2022	Management	1	Yes	Elect Director Patrick L. Alexander	For	Against	Against	Against	Votes AGAINST non-independent nominees Patrick Alexander, Michael Scheopner and Jim Lewis are warranted for lack of a majority independent board. Votes AGAINST Patrick Alexander and Jim Lewis are also warranted for serving as non-independent members of a key board committee.	
Landmark Bancorp, Inc.	05/18/2022	Management	2	Yes	Elect Director Jim W. Lewis	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick Alexander, Michael Scheopner and Jim Lewis are warranted for lack of a majority independent board. Votes AGAINST Patrick Alexander and Jim Lewis are also warranted for serving as non-independent members of a key board committee.	
Landmark Bancorp, Inc.	05/18/2022	Management	3	Yes	Elect Director Michael E. Scheopner	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick Alexander, Michael Scheopner and Jim Lewis are warranted for lack of a majority independent board. Votes AGAINST Patrick Alexander and Jim Lewis are also warranted for serving as non-independent members of a key board committee.	
Landmark Bancorp, Inc.	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for problematic pay practices, including * Modified single trigger change in control provision in agreements with executives; * The lack of performance-based equity awards to the CEO; and * The lack of risk mitigating features in the executive compensation program.	
Landmark Bancorp, Inc.	05/18/2022	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Landstar System, Inc.	05/11/2022	Management	1	Yes	Elect Director Teresa L. White	For	For	For	For	Votes AGAINST Diana Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Landstar System, Inc.	05/11/2022	Management	2	Yes	Elect Director Homaira Akbari	For	For	For	For	Votes AGAINST Diana Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Landstar System, Inc.	05/11/2022	Management	3	Yes	Elect Director Diana M. Murphy	For	For	Against	Against	Votes AGAINST Diana Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Landstar System, Inc.	05/11/2022	Management	4	Yes	Elect Director James L. Liang	For	For	For	For	Votes AGAINST Diana Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Landstar System, Inc.	05/11/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Landstar System, Inc.	05/11/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Landstar System, Inc.	05/11/2022	Management	7	Yes	Approve Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the potential voting power dilution of 9.80 percent is reasonable.	
Lantheus Holdings, Inc.	04/28/2022	Management	1	Yes	Elect Director Mary Anne Heino	For	For	For	For	WITHHOLD votes are warranted for governance committee member Samuel Leno given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
Lantheus Holdings, Inc.	04/28/2022	Management	2	Yes	Elect Director Gerard Ber	For	For	For	For	WITHHOLD votes are warranted for governance committee member Samuel Leno given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
Lantheus Holdings, Inc.	04/28/2022	Management	3	Yes	Elect Director Samuel Leno	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Samuel Leno given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
Lantheus Holdings, Inc.	04/28/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Lantheus Holdings, Inc.	04/28/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Lantheus Holdings, Inc.	04/28/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Lantheus Holdings, Inc.	04/28/2022	Shareholder	7	Yes	Amend Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted as the proposed elimination of the 20-shareholder aggregation limit and increase to the nomination cap of 25 percent of the board would improve the company's existing proxy access right for shareholders.	
Laredo Petroleum, Inc.	05/26/2022	Management	1	Yes	Elect Director William E. Albrecht	For	For	For	For	A vote FOR all director nominees is warranted.	
Laredo Petroleum, Inc.	05/26/2022	Management	2	Yes	Elect Director Frances Powell Hawes	For	For	For	For	A vote FOR all director nominees is warranted.	
Laredo Petroleum, Inc.	05/26/2022	Management	3	Yes	Ratify Grant Thornton, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Laredo Petroleum, Inc.	05/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support is warranted FOR this proposal. Annual incentives are primarily based on an objective scorecard and the committee simplified the program for FY21. Further, while the annual incentive payouts may be modified by subjectively determined strategic performance, the committee did not adjust the corporate score for the year in review. Long-term incentives are half performance-based with a multi-year performance period and clearly disclosed forward-looking goals. While the CEO's grant value increased year-over-year, he received fewer underlying shares, somewhat mitigating windfall risk. However, the committee intends to increase components of CEO pay in FY22, so investors should monitor overall pay levels next year.	
Laredo Petroleum, Inc.	05/26/2022	Management	5	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares of common stock is reasonable and there are no significant concerns about the company's past use of shares.	
Lattice Semiconductor Corporation	05/06/2022	Management	1	Yes	Elect Director James R. Anderson	For	For	For	For	A vote FOR all director nominees is warranted.	
Lattice Semiconductor Corporation	05/06/2022	Management	2	Yes	Elect Director Robin A. Abrams	For	For	For	For	A vote FOR all director nominees is warranted.	
Lattice Semiconductor Corporation	05/06/2022	Management	3	Yes	Elect Director Mark E. Jensen	For	For	For	For	A vote FOR all director nominees is warranted.	
Lattice Semiconductor Corporation	05/06/2022	Management	4	Yes	Elect Director Anjali Joshi	For	For	For	For	A vote FOR all director nominees is warranted.	
Lattice Semiconductor Corporation	05/06/2022	Management	5	Yes	Elect Director James P. Lederer	For	For	For	For	A vote FOR all director nominees is warranted.	
Lattice Semiconductor Corporation	05/06/2022	Management	6	Yes	Elect Director Krishna Rangaswamy	For	For	For	For	A vote FOR all director nominees is warranted.	
Lattice Semiconductor Corporation	05/06/2022	Management	7	Yes	Elect Director D. Jeffrey Richardson	For	For	For	For	A vote FOR all director nominees is warranted.	
Lattice Semiconductor Corporation	05/06/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Lattice Semiconductor Corporation	05/06/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	
Laureate Education, Inc.	05/25/2022	Management	1	Yes	Elect Director Andrew B. Cohen	For	For	For	For	WITHHOLD votes are warranted for governance committee members William Connog, Judith Rodin, and Ian Snow given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Laureate Education, Inc.	05/25/2022	Management	2	Yes	Elect Director William L. Connog	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members William Connog, Judith Rodin, and Ian Snow given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	



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Laureate Education, Inc.	05/25/2022	Management	3	Yes	Elect Director Pedro del Corro	For	For	For	For	FOR	WITHHOLD votes are warranted for governance committee members William Cornog, Judith Rodin, and Ian Snow given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/25/2022	Management	4	Yes	Elect Director Kenneth W. Freeman	For	For	For	For	FOR	WITHHOLD votes are warranted for governance committee members William Cornog, Judith Rodin, and Ian Snow given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/25/2022	Management	5	Yes	Elect Director Barbara Mair	For	For	For	For	FOR	WITHHOLD votes are warranted for governance committee members William Cornog, Judith Rodin, and Ian Snow given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/25/2022	Management	6	Yes	Elect Director George Munoz	For	For	For	For	FOR	WITHHOLD votes are warranted for governance committee members William Cornog, Judith Rodin, and Ian Snow given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/25/2022	Management	7	Yes	Elect Director Judith Rodin	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members William Cornog, Judith Rodin, and Ian Snow given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/25/2022	Management	8	Yes	Elect Director Eilif Serck-Hanssen	For	For	For	For	FOR	WITHHOLD votes are warranted for governance committee members William Cornog, Judith Rodin, and Ian Snow given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/25/2022	Management	9	Yes	Elect Director Ian K. Snow	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members William Cornog, Judith Rodin, and Ian Snow given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	FOR	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Laureate Education, Inc.	05/25/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lawson Products, Inc.	03/15/2022	Management	1	Yes	Approve the TestEquity Merger Agreement and the Issuance of Shares in Connection with Merger	For	For	For	For	FOR	A vote FOR these proposals is warranted given the sound strategic rationale, expected cost savings, and expected accretion to earnings.
Lawson Products, Inc.	03/15/2022	Management	2	Yes	Approve the Gexpro Services Merger Agreement and the Issuance of Shares in Connection with Merger	For	For	For	For	FOR	A vote FOR these proposals is warranted given the sound strategic rationale, expected cost savings, and expected accretion to earnings.
Lawson Products, Inc.	03/15/2022	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	FOR	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, with no excise tax gross-ups payable. In addition, outstanding equity awards will only accelerate upon a qualifying termination.
Lawson Products, Inc.	03/15/2022	Management	4	Yes	Adjourn Meeting	For	For	For	For	FOR	A vote FOR this proposal is warranted as Item 1 and Item 2 merit support.
Lazard Ltd	05/18/2022	Management	1	Yes	Elect Director Richard N. Haass	For	For	For	For	FOR	A vote FOR the director nominees is warranted.
Lazard Ltd	05/18/2022	Management	2	Yes	Elect Director Jane L. Mendillo	For	For	For	For	FOR	A vote FOR the director nominees is warranted.
Lazard Ltd	05/18/2022	Management	3	Yes	Elect Director Richard D. Parsons	For	For	For	For	FOR	A vote FOR the director nominees is warranted.
Lazard Ltd	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	FOR	A vote FOR this proposal is warranted, with caution. While the company adjusted metrics for 2020 to neutralize the unanticipated impact of COVID-19 on financial results, which resulted to incremental award values in 2021, this did not result in a pay-for-performance misalignment at this time. Shareholders should continue to monitor the company's executive compensation program.
Lazard Ltd	05/18/2022	Management	5	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LCI Industries	05/19/2022	Management	1	Yes	Elect Director Tracy D. Graham	For	For	For	For	FOR	Votes AGAINST James (Jim) Gero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/19/2022	Management	2	Yes	Elect Director Frank J. Crespo	For	For	For	For	FOR	Votes AGAINST James (Jim) Gero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/19/2022	Management	3	Yes	Elect Director Brendan J. Deely	For	For	For	For	FOR	Votes AGAINST James (Jim) Gero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/19/2022	Management	4	Yes	Elect Director James F. Gero	For	For	Against	Against	Against	Votes AGAINST James (Jim) Gero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/19/2022	Management	5	Yes	Elect Director Virginia L. Henkels	For	For	For	For	FOR	Votes AGAINST James (Jim) Gero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/19/2022	Management	6	Yes	Elect Director Jason D. Lippert	For	For	For	For	FOR	Votes AGAINST James (Jim) Gero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/19/2022	Management	7	Yes	Elect Director Stephanie K. Mains	For	For	For	For	FOR	Votes AGAINST James (Jim) Gero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/19/2022	Management	8	Yes	Elect Director Kieran M. O'Sullivan	For	For	For	For	FOR	Votes AGAINST James (Jim) Gero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/19/2022	Management	9	Yes	Elect Director David A. Reed	For	For	For	For	FOR	Votes AGAINST James (Jim) Gero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/19/2022	Management	10	Yes	Elect Director John A. Sirpilla	For	For	For	For	FOR	Votes AGAINST James (Jim) Gero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCI Industries	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	FOR	A vote FOR this proposal is warranted. Following last year's failed say-on-pay vote, the company engaged with shareholders, disclosed specific concerns regarding the pay programs, and made certain improvements to address those concerns. In addition, pay and performance are reasonably aligned at this time.
LCI Industries	05/19/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LCNB Corp.	04/26/2022	Management	1	Yes	Elect Director Steve P. Foster	For	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steve Foster and Anne Krehbiel are warranted for lack of a majority independent board. WITHHOLD votes for Anne Krehbiel are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCNB Corp.	04/26/2022	Management	2	Yes	Elect Director Anne E. Krehbiel	For	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steve Foster and Anne Krehbiel are warranted for lack of a majority independent board. WITHHOLD votes for Anne Krehbiel are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCNB Corp.	04/26/2022	Management	3	Yes	Elect Director Michael J. Johrendt	For	For	For	For	FOR	WITHHOLD votes for non-independent nominees Steve Foster and Anne Krehbiel are warranted for lack of a majority independent board. WITHHOLD votes for Anne Krehbiel are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCNB Corp.	04/26/2022	Management	4	Yes	Elect Director Takeitha W. Lawson	For	For	For	For	FOR	WITHHOLD votes for non-independent nominees Steve Foster and Anne Krehbiel are warranted for lack of a majority independent board. WITHHOLD votes for Anne Krehbiel are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LCNB Corp.	04/26/2022	Management	5	Yes	Eliminate Cumulative Voting	For	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company has not put

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LCNB Corp.	04/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
LCNB Corp.	04/26/2022	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
LCNB Corp.	04/26/2022	Management	8	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lee Enterprises, Incorporated	03/10/2022	Management	2	Yes	Elect Director Mary E. Junck	For	For	For	For	DO NOT VOTE on this card.
Lee Enterprises, Incorporated	03/10/2022	Management	3	Yes	Elect Director Herbert W. Moloney, III	For	For	For	For	DO NOT VOTE on this card.
Lee Enterprises, Incorporated	03/10/2022	Management	4	Yes	Elect Director Kevin D. Mowbray	For	For	For	For	DO NOT VOTE on this card.
Lee Enterprises, Incorporated	03/10/2022	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Lee Enterprises, Incorporated	03/10/2022	Shareholder	7	Yes	Management Nominee Mary E. Junck	Withhold	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Lee Enterprises, Incorporated	03/10/2022	Shareholder	8	Yes	Management Nominee Herbert W. Moloney, III	Withhold	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Lee Enterprises, Incorporated	03/10/2022	Shareholder	9	Yes	Management Nominee Kevin D. Mowbray	None	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
Lee Enterprises, Incorporated	03/10/2022	Management	10	Yes	Ratify BDO USA, LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
LeMaitre Vascular, Inc.	06/01/2022	Management	1	Yes	Elect Director George W. LeMaitre	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George LeMaitre and David Roberts are warranted for lack of a majority independent board. WITHHOLD votes for board chair George LeMaitre are further warranted for lack of racial or ethnic diversity on the board.
LeMaitre Vascular, Inc.	06/01/2022	Management	2	Yes	Elect Director David B. Roberts	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George LeMaitre and David Roberts are warranted for lack of a majority independent board. WITHHOLD votes for board chair George LeMaitre are further warranted for lack of racial or ethnic diversity on the board.
LeMaitre Vascular, Inc.	06/01/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
LeMaitre Vascular, Inc.	06/01/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
LendingClub Corporation	06/02/2022	Management	1	Yes	Elect Director John C. (Hans) Morris	For	For	For	For	A vote FOR all director nominees is warranted.
LendingClub Corporation	06/02/2022	Management	2	Yes	Elect Director Erin Selleck	For	For	For	For	A vote FOR all director nominees is warranted.
LendingClub Corporation	06/02/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
LendingClub Corporation	06/02/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LendingClub Corporation	06/02/2022	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
LendingClub Corporation	06/02/2022	Management	6	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such does not warrant support.
LendingTree, Inc.	06/22/2022	Management	1	Yes	Elect Director Gabriel Dalporto	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee members Steven (Steve) Ozonian, Robin Henderson, and G. Kennedy (Ken) Thompson are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk. Votes FOR Compensation Committee member Mark Ernst are warranted, with caution. While pay-for-performance concerns were mitigated for the year in review, continued monitoring of pay programs is warranted as the non-CEO NEOs' 2021 long-term incentive awards were entirely time based, and there are some disclosure-related concerns with regards to the annual incentives. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/22/2022	Management	2	Yes	Elect Director Thomas M. Davidson, Jr.	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee members Steven (Steve) Ozonian, Robin Henderson, and G. Kennedy (Ken) Thompson are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk. Votes FOR Compensation Committee member Mark Ernst are warranted, with caution. While pay-for-performance concerns were mitigated for the year in review, continued monitoring of pay programs is warranted as the non-CEO NEOs' 2021 long-term incentive awards were entirely time based, and there are some disclosure-related concerns with regards to the annual incentives. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/22/2022	Management	3	Yes	Elect Director Mark Ernst	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee members Steven (Steve) Ozonian, Robin Henderson, and G. Kennedy (Ken) Thompson are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk. Votes FOR Compensation Committee member Mark Ernst are warranted, with caution. While pay-for-performance concerns were mitigated for the year in review, continued monitoring of pay programs is warranted as the non-CEO NEOs' 2021 long-term incentive awards were entirely time based, and there are some disclosure-related concerns with regards to the annual incentives. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/22/2022	Management	4	Yes	Elect Director Robin Henderson	For	For	Against	Against	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee members Steven (Steve) Ozonian, Robin Henderson, and G. Kennedy (Ken) Thompson are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk. Votes FOR Compensation Committee member Mark Ernst are warranted, with caution. While pay-for-performance concerns were mitigated for the year in review, continued monitoring of pay programs is warranted as the non-CEO NEOs' 2021 long-term incentive awards were entirely time based, and there are some disclosure-related concerns with regards to the annual incentives. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/22/2022	Management	5	Yes	Elect Director Douglas Lebda	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee members Steven (Steve) Ozonian, Robin Henderson, and G. Kennedy (Ken) Thompson are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk. Votes FOR Compensation Committee member Mark Ernst are warranted, with caution. While pay-for-performance concerns were mitigated for the year in review, continued monitoring of pay programs is warranted as the non-CEO NEOs' 2021 long-term incentive awards were entirely time based, and there are some disclosure-related concerns with regards to the annual incentives. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/22/2022	Management	6	Yes	Elect Director Steven Ozonian	For	For	Against	Against	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee members Steven (Steve) Ozonian, Robin Henderson, and G. Kennedy (Ken) Thompson are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk. Votes FOR Compensation Committee member Mark Ernst are warranted, with caution. While pay-for-performance concerns were mitigated for the year in review, continued monitoring of pay programs is warranted as the non-CEO NEOs' 2021 long-term incentive awards were entirely time based, and there are some disclosure-related concerns with regards to the annual incentives. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/22/2022	Management	7	Yes	Elect Director Diego Rodriguez	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee members Steven (Steve) Ozonian, Robin Henderson, and G. Kennedy (Ken) Thompson are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk. Votes FOR Compensation Committee member Mark Ernst are warranted, with caution. While pay-for-performance concerns were mitigated for the year in review, continued monitoring of pay programs is warranted as the non-CEO NEOs' 2021 long-term incentive awards were entirely time based, and there are some disclosure-related concerns with regards to the annual incentives. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
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LendingTree, Inc.	06/22/2022	Management	8	Yes	Elect Director Saras Sarasvathy	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee members Steven (Steve) Ozonian, Robin Henderson, and G. Kennedy (Ken) Thompson are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk. Votes FOR Compensation Committee member Mark Ernst are warranted, with caution. While pay-for-performance concerns were mitigated for the year in review, continued monitoring of pay programs is warranted as the non-CEO NEOs' 2021 long-term incentive awards were entirely time based, and there are some disclosure-related concerns with regards to the annual incentives. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/22/2022	Management	9	Yes	Elect Director G. Kennedy Thompson	For	For	Against	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee members Steven (Steve) Ozonian, Robin Henderson, and G. Kennedy (Ken) Thompson are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk. Votes FOR Compensation Committee member Mark Ernst are warranted, with caution. While pay-for-performance concerns were mitigated for the year in review, continued monitoring of pay programs is warranted as the non-CEO NEOs' 2021 long-term incentive awards were entirely time based, and there are some disclosure-related concerns with regards to the annual incentives. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/22/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LENSAR, Inc.	05/25/2022	Management	1	Yes	Elect Director Nicholas T. Curtis	For	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Nicholas (Nick) Curtis and Aimee Weisner given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
LENSAR, Inc.	05/25/2022	Management	2	Yes	Elect Director Aimee S. Weisner	For	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Nicholas (Nick) Curtis and Aimee Weisner given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
LENSAR, Inc.	05/25/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Lexicon Pharmaceuticals, Inc.	05/20/2022	Management	1	Yes	Elect Director Raymond Debbane	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Raymond (Ray) Debbane, Robert Lefkowitz and Alan Nies are warranted for lack of a majority independent board. WITHHOLD votes for Raymond (Ray) Debbane and Robert Lefkowitz are also warranted for serving as non-independent members of a key board committee.
Lexicon Pharmaceuticals, Inc.	05/20/2022	Management	2	Yes	Elect Director Robert J. Lefkowitz	For	For	Withhold	WITHHOLD votes for non-independent nominees Raymond (Ray) Debbane, Robert Lefkowitz and Alan Nies are warranted for lack of a majority independent board. WITHHOLD votes for Raymond (Ray) Debbane and Robert Lefkowitz are also warranted for serving as non-independent members of a key board committee.
Lexicon Pharmaceuticals, Inc.	05/20/2022	Management	3	Yes	Elect Director Alan S. Nies	For	For	Withhold	WITHHOLD votes for non-independent nominees Raymond (Ray) Debbane, Robert Lefkowitz and Alan Nies are warranted for lack of a majority independent board. WITHHOLD votes for Raymond (Ray) Debbane and Robert Lefkowitz are also warranted for serving as non-independent members of a key board committee.
Lexicon Pharmaceuticals, Inc.	05/20/2022	Management	4	Yes	Increase Authorized Common Stock	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized common shares is reasonable and there are no substantial concerns about the company's past use of shares.
Lexicon Pharmaceuticals, Inc.	05/20/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. There is limited disclosure under the bonus program and equity awards are entirely time-vesting.
Lexicon Pharmaceuticals, Inc.	05/20/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LHC Group, Inc.	06/21/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	The consideration is a discount to LHCG's 52-week closing high at announcement and the company was unable to attract bidders other than UNH to its sales process. However, transaction multiples represent premia to the company's historical trading multiples, LHCG shares have appreciated since announcement, and the cash form of consideration provides liquidity and certainty to LHCG shareholders. On balance, support FOR the transaction is warranted.
LHC Group, Inc.	06/21/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	A vote FOR the proposal is warranted. Cash severance is double trigger and of a reasonable basis, and no excise tax gross-ups will be paid. In addition, unvested equity awards will be converted to awards in the acquirer's stock and vesting will only accelerate upon a qualifying termination.
LHC Group, Inc.	06/21/2022	Management	3	Yes	Adjourn Meeting	For	For	For	Support is warranted FOR this proposal, as the underlying transaction merits support.
Liberty Latin America Ltd.	05/17/2022	Management	1	Yes	Elect Director Miranda Curtis	For	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Miranda Curtis, Brendan Paddick, and Daniel Sanchez given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the bylaws, and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are warranted for audit committee members Miranda Curtis and Brendan Paddick due to the significant pledging activity at the company. WITHHOLD votes are further warranted for compensation committee member Miranda Curtis for: (i) demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support; and (ii) in the absence of a say-on-pay proposal, an unmitigated pay-for-performance misalignment. The CEO's pay was very large due to a one-time performance-based grant. However, the entire award is based on individual performance, measured annually. In addition, while the short-term incentive program was primarily performance-based, the CEO's target bonus was
Liberty Latin America Ltd.	05/17/2022	Management	2	Yes	Elect Director Brendan Paddick	For	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Miranda Curtis, Brendan Paddick, and Daniel Sanchez given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the bylaws, and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are warranted for audit committee members Miranda Curtis and Brendan Paddick due to the significant pledging activity at the company. WITHHOLD votes are further warranted for compensation committee member Miranda Curtis for: (i) demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support; and (ii) in the absence of a say-on-pay proposal, an unmitigated pay-for-performance misalignment. The CEO's pay was very large due to a one-time performance-based grant. However, the entire award is based on individual performance, measured annually. In addition, while the short-term incentive program was primarily performance-based, the CEO's target bonus was
Liberty Latin America Ltd.	05/17/2022	Management	3	Yes	Elect Director Daniel E. Sanchez	For	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Miranda Curtis, Brendan Paddick, and Daniel Sanchez given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the bylaws, and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are warranted for audit committee members Miranda Curtis and Brendan Paddick due to the significant pledging activity at the company. WITHHOLD votes are further warranted for compensation committee member Miranda Curtis for: (i) demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support; and (ii) in the absence of a say-on-pay proposal, an unmitigated pay-for-performance misalignment. The CEO's pay was very large due to a one-time performance-based grant. However, the entire award is based on individual performance, measured annually. In addition, while the short-term incentive program was primarily performance-based, the CEO's target bonus was
Liberty Latin America Ltd.	05/17/2022	Management	4	Yes	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Liberty Latin America Ltd.	05/17/2022	Management	5	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	A vote FOR this proposal is warranted given that: " The purchase price is reasonable," The number of shares reserved is reasonable, and " The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Lifetime Brands, Inc.	06/23/2022	Management	1	Yes	Elect Director Jeffrey Siegel	For	For	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, John Koegel, Cherrie Nannings and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST John Koegel, Cherrie Nannings and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/23/2022	Management	2	Yes	Elect Director Robert B. Kay	For	For	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, John Koegel, Cherrie Nannings and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST John Koegel, Cherrie Nannings and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lifetime Brands, Inc.	06/23/2022	Management	3	Yes	Elect Director Rachael A. Jarosh	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, John Koegel, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST John Koegel, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/23/2022	Management	4	Yes	Elect Director John Koegel	For	For	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, John Koegel, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST John Koegel, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/23/2022	Management	5	Yes	Elect Director Cherrie Nanninga	For	For	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, John Koegel, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST John Koegel, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/23/2022	Management	6	Yes	Elect Director Craig Phillips	For	For	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, John Koegel, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST John Koegel, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/23/2022	Management	7	Yes	Elect Director Veronique Gabai-Pinsky	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, John Koegel, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST John Koegel, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/23/2022	Management	8	Yes	Elect Director Bruce G. Pollack	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, John Koegel, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST John Koegel, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/23/2022	Management	9	Yes	Elect Director Michael J. Regan	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, John Koegel, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST John Koegel, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/23/2022	Management	10	Yes	Elect Director Michael Schnabel	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, John Koegel, Cherrie Nanninga and Craig Phillips are warranted for lack of a majority independent board. Votes AGAINST John Koegel, Cherrie Nanninga and Craig Phillips are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/23/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lifetime Brands, Inc.	06/23/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lifetime Brands, Inc.	06/23/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	1	Yes	Elect Director Jason M. Aryeh	For	For	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, John Higgins, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	2	Yes	Elect Director Sarah Boyce	For	For	For	WITHHOLD votes for non-independent nominees John Kozarich, John Higgins, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	3	Yes	Elect Director Jennifer Cochran	For	For	For	WITHHOLD votes for non-independent nominees John Kozarich, John Higgins, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	4	Yes	Elect Director Todd C. Davis	For	For	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, John Higgins, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	5	Yes	Elect Director Nancy R. Gray	For	For	For	WITHHOLD votes for non-independent nominees John Kozarich, John Higgins, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	6	Yes	Elect Director John L. Higgins	For	For	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, John Higgins, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	7	Yes	Elect Director John W. Kozarich	For	For	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, John Higgins, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	8	Yes	Elect Director John L. LaMattina	For	For	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, John Higgins, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	9	Yes	Elect Director Sunil Patel	For	For	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, John Higgins, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	10	Yes	Elect Director Stephen L. Sabba	For	For	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, John Higgins, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, Todd Davis, John LaMattina, Sunil Patel and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.47 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Light & Wonder, Inc.	06/08/2022	Management	1	Yes	Elect Director Jamie R. Odell	For	For	For	WITHHOLD votes for Michael Regan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kneeland Youngblood are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/08/2022	Management	2	Yes	Elect Director Barry L. Cottle	For	For	For	WITHHOLD votes for Michael Regan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kneeland Youngblood are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Light & Wonder, Inc.	06/08/2022	Management	3	Yes	Elect Director Antonia Korsanos	For	For	For	For	WITHHOLD votes for Michael Regan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kneeland Youngblood are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/08/2022	Management	4	Yes	Elect Director Hamish R. McLennan	For	For	For	For	WITHHOLD votes for Michael Regan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kneeland Youngblood are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/08/2022	Management	5	Yes	Elect Director Michael J. Regan	For	For	Withhold	Withhold	WITHHOLD votes for Michael Regan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kneeland Youngblood are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/08/2022	Management	6	Yes	Elect Director Virginia E. Shanks	For	For	For	For	WITHHOLD votes for Michael Regan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kneeland Youngblood are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/08/2022	Management	7	Yes	Elect Director Timothy Throsby	For	For	For	For	WITHHOLD votes for Michael Regan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kneeland Youngblood are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/08/2022	Management	8	Yes	Elect Director Maria T. Vullo	For	For	For	For	WITHHOLD votes for Michael Regan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kneeland Youngblood are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/08/2022	Management	9	Yes	Elect Director Kneeland C. Youngblood	For	For	Withhold	Withhold	WITHHOLD votes for Michael Regan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kneeland Youngblood are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/08/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted given that the compensation committee demonstrated only limited responsiveness to shareholder concerns following last year's low say-on-pay support.
Light & Wonder, Inc.	06/08/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Limbach Holdings, Inc.	06/22/2022	Management	1	Yes	Elect Director Gordon G. Pratt	For	Against	Against	Against	A vote AGAINST incumbent director nominees Gordon Pratt and Laurel Krzeminski is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.
Limbach Holdings, Inc.	06/22/2022	Management	2	Yes	Elect Director Laurel J. Krzeminski	For	Against	Against	Against	A vote AGAINST incumbent director nominees Gordon Pratt and Laurel Krzeminski is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.
Limbach Holdings, Inc.	06/22/2022	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Limbach Holdings, Inc.	06/22/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Limbach Holdings, Inc.	06/22/2022	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Limoneira Company	03/22/2022	Management	1	Yes	Elect Director Amy Fukutomi	For	For	For	For	
Limoneira Company	03/22/2022	Management	2	Yes	Elect Director Gordon E. Kimball	For	For	For	For	
Limoneira Company	03/22/2022	Management	3	Yes	Elect Director Jesus "Chuy" Loza	For	For	For	For	A vote FOR the director nominees is warranted.
Limoneira Company	03/22/2022	Management	4	Yes	Elect Director Scott S. Slater	For	For	For	For	A vote FOR the director nominees is warranted.
Limoneira Company	03/22/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Limoneira Company	03/22/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Limoneira Company	03/22/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted as the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lincoln Educational Services Corporation	05/05/2022	Management	1	Yes	Elect Director James J. Burke, Jr	For	For	Withhold	Withhold	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2022	Management	2	Yes	Elect Director Kevin M. Carney	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2022	Management	3	Yes	Elect Director Ronald E. Harbour	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2022	Management	4	Yes	Elect Director J. Barry Morrow	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2022	Management	5	Yes	Elect Director Michael A. Plater	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2022	Management	6	Yes	Elect Director Felecia J. Pryor	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2022	Management	7	Yes	Elect Director Carlton E. Rose	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2022	Management	8	Yes	Elect Director Scott M. Shaw	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Lincoln Educational Services Corporation	05/05/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	1	Yes	Elect Director Brian D. Chambers	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	2	Yes	Elect Director Curtis E. Espeland	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	3	Yes	Elect Director Patrick P. Goris	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	4	Yes	Elect Director Michael F. Hilton	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	5	Yes	Elect Director Kathryn Jo Lincoln	For	For	Withhold	Withhold	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	6	Yes	Elect Director Christopher L. Mapes	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	7	Yes	Elect Director Phillip J. Mason	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	8	Yes	Elect Director Ben P. Patel	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	9	Yes	Elect Director Hellene S. Runtagh	For	For	Withhold	Withhold	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	10	Yes	Elect Director Kellye L. Walker	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Lindsay Corporation	01/04/2022	Management	1	Yes	Elect Director Pablo Di Si	For	For	For	For	A vote FOR all director nominees is warranted.
Lindsay Corporation	01/04/2022	Management	2	Yes	Elect Director Ag??Marv A. Lindsey	For	For	For	For	A vote FOR all director nominees is warranted.
Lindsay Corporation	01/04/2022	Management	3	Yes	Elect Director Consuelo E. Madere	For	For	For	For	A vote FOR all director nominees is warranted.
Lindsay Corporation	01/04/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Lindsay Corporation	01/04/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Littelfuse, Inc.	04/28/2022	Management	1	Yes	Elect Director Kristina A. Cerniglia	For		For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grillo and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	2	Yes	Elect Director Tzau-Jin Chung	For		Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grillo and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	3	Yes	Elect Director Cary T. Fu	For		For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grillo and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	4	Yes	Elect Director Maria C. Green	For		For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grillo and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	5	Yes	Elect Director Anthony Grillo	For		Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grillo and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	6	Yes	Elect Director David W. Heinzmann	For		Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grillo and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	7	Yes	Elect Director Gordon Hunter	For		Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grillo and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	8	Yes	Elect Director William P. Noglows	For		Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grillo and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	9	Yes	Elect Director Nathan Zommer	For		Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grillo and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For		For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Littelfuse, Inc.	04/28/2022	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For		Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LL Flooring Holdings, Inc.	05/18/2022	Management	1	Yes	Elect Director Terri Funk Graham	For		For	For	A vote FOR all director nominees is warranted.
LL Flooring Holdings, Inc.	05/18/2022	Management	2	Yes	Elect Director Famous P. Rhodes	For		For	For	A vote FOR all director nominees is warranted.
LL Flooring Holdings, Inc.	05/18/2022	Management	3	Yes	Elect Director Joseph M. Nowicki	For		For	For	A vote FOR all director nominees is warranted.
LL Flooring Holdings, Inc.	05/18/2022	Management	4	Yes	Elect Director Ashish Parmar	For		For	For	A vote FOR all director nominees is warranted.
LL Flooring Holdings, Inc.	05/18/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For		For	For	A vote FOR this proposal is warranted as pay and performance is reasonably aligned, and no significant concerns were identified.
LL Flooring Holdings, Inc.	05/18/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For		Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Louisiana-Pacific Corporation	04/27/2022	Management	1	Yes	Elect Director Tracy Embree	For		For	For	Votes AGAINST Dustan McCoy and Lizanne Gottung are warranted for serving as non-independent members of a key board committee. A vote FOR Tracy Embree is warranted.
Louisiana-Pacific Corporation	04/27/2022	Management	2	Yes	Elect Director Lizanne C. Gottung	For		Against	Against	Votes AGAINST Dustan McCoy and Lizanne Gottung are warranted for serving as non-independent members of a key board committee. A vote FOR Tracy Embree is warranted.
Louisiana-Pacific Corporation	04/27/2022	Management	3	Yes	Elect Director Dustan E. McCoy	For		Against	Against	Votes AGAINST Dustan McCoy and Lizanne Gottung are warranted for serving as non-independent members of a key board committee. A vote FOR Tracy Embree is warranted.
Louisiana-Pacific Corporation	04/27/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For		Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Louisiana-Pacific Corporation	04/27/2022	Management	5	Yes	Approve Omnibus Stock Plan	For		Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Louisiana-Pacific Corporation	04/27/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For		For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Loyalty Ventures Inc.	05/26/2022	Management	1	Yes	Elect Director Barbara L. Rayner	For		For	For	A vote FOR Barbara L. Rayner is warranted.
Loyalty Ventures Inc.	05/26/2022	Management	2	Yes	Ratify Deloitte & Touche LLP as Auditors	For		Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LSB Industries, Inc.	05/12/2022	Management	1	Yes	Elect Director Mark T. Behrman	For		For	For	A vote AGAINST incumbent governance committee member Richard Sanders Jr. is warranted, due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation to a specific court. A vote FOR all remaining director nominees is warranted.
LSB Industries, Inc.	05/12/2022	Management	2	Yes	Elect Director Jonathan S. Bobb	For		For	For	A vote AGAINST incumbent governance committee member Richard Sanders Jr. is warranted, due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation to a specific court. A vote FOR all remaining director nominees is warranted.
LSB Industries, Inc.	05/12/2022	Management	3	Yes	Elect Director Richard S. Sanders, Jr.	For		Against	Against	A vote AGAINST incumbent governance committee member Richard Sanders Jr. is warranted, due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation to a specific court. A vote FOR all remaining director nominees is warranted.
LSB Industries, Inc.	05/12/2022	Management	4	Yes	Approve Qualified Employee Stock Purchase Plan	For		For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
LSB Industries, Inc.	05/12/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For		Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LSB Industries, Inc.	05/12/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For		For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Luna Innovations Incorporated	05/10/2022	Management	1	Yes	Elect Director Richard W. Roedel	For		For	Withhold	WITHHOLD votes for Richard Roedel are warranted for serving as a non-independent member of a key board committee. A vote FOR Gary Spiegel is warranted.
Luna Innovations Incorporated	05/10/2022	Management	2	Yes	Elect Director Gary Spiegel	For		For	For	WITHHOLD votes for Richard Roedel are warranted for serving as a non-independent member of a key board committee. A vote FOR Gary Spiegel is warranted.
Luna Innovations Incorporated	05/10/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For		For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Luna Innovations Incorporated	05/10/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For		For	For	A vote FOR this proposal to ratify the auditor is warranted.
Luther Burbank Corporation	04/26/2022	Management	1	Yes	Elect Director Victor S. Trione	For		For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	04/26/2022	Management	2	Yes	Elect Director Simone Lagomarsino	For		For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	04/26/2022	Management	3	Yes	Elect Director Renu Agrawal	For		For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	04/26/2022	Management	4	Yes	Elect Director John C. Erickson	For		For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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			Sequence Number	Proposal		Recommendation	Recommendation	Recommendation		
Luther Burbank Corporation	04/26/2022	Management	5	Yes	Elect Director Anita Gentle Newcomb	For	For	For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	04/26/2022	Management	6	Yes	Elect Director Bradley M. Shuster	For	For	Withhold	Withhold	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	04/26/2022	Management	7	Yes	Elect Director Thomas C. Wajnert	For	For	For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	04/26/2022	Management	8	Yes	Elect Director M. Max Yzaguirre	For	For	For	For	WITHHOLD votes for Bradley Shuster are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Luther Burbank Corporation	04/26/2022	Management	9	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Luxfer Holdings PLC	06/08/2022	Management	1	Yes	Elect Andy Butcher as Director	For	For	For	For	A vote FOR the director nominees is warranted.
Luxfer Holdings PLC	06/08/2022	Management	2	Yes	Elect Patrick Mullen as Director	For	For	For	For	A vote FOR the director nominees is warranted.
Luxfer Holdings PLC	06/08/2022	Management	3	Yes	Re-elect Clive Snowdon as Director	For	For	For	For	A vote FOR the director nominees is warranted.
Luxfer Holdings PLC	06/08/2022	Management	4	Yes	Re-elect Richard Hipple as Director	For	For	For	For	A vote FOR the director nominees is warranted.
Luxfer Holdings PLC	06/08/2022	Management	5	Yes	Re-elect Lisa Trimberger as Director	For	For	For	For	A vote FOR the director nominees is warranted.
Luxfer Holdings PLC	06/08/2022	Management	6	Yes	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR is warranted.
Luxfer Holdings PLC	06/08/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Luxfer Holdings PLC	06/08/2022	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Luxfer Holdings PLC	06/08/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Luxfer Holdings PLC	06/08/2022	Management	10	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Luxfer Holdings PLC	06/08/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Luxfer Holdings PLC	06/08/2022	Management	12	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	Votes FOR the plan are warranted considering there is no new share request and the plan amendments are considered beneficial.
Luxfer Holdings PLC	06/08/2022	Management	13	Yes	Approve Cancellation of Deferred Shares	For	For	For	For	A vote FOR these proposals is warranted as no significant concerns have been identified.
Luxfer Holdings PLC	06/08/2022	Management	14	Yes	Amend Articles of Association	For	For	For	For	A vote FOR these proposals is warranted as no significant concerns have been identified.
M.D.C. Holdings, Inc.	04/25/2022	Management	1	Yes	Elect Director Michael A. Berman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Mizel, Herbert Buchwald, and Michael Berman are warranted for lack of a majority independent board. WITHHOLD votes for Herbert Buchwald and Michael Berman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Herbert Buchwald in his capacity as a member of the compensation committee are further warranted due to consecutive years of high director pay to the company's non-employee directors without a reasonable rationale disclosed. WITHHOLD votes for Corporate Governance/Nominating Committee member Herbert Buchwald are also warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Janice Sinden is warranted.
M.D.C. Holdings, Inc.	04/25/2022	Management	2	Yes	Elect Director Herbert T. Buchwald	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Mizel, Herbert Buchwald, and Michael Berman are warranted for lack of a majority independent board. WITHHOLD votes for Herbert Buchwald and Michael Berman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Herbert Buchwald in his capacity as a member of the compensation committee are further warranted due to consecutive years of high director pay to the company's non-employee directors without a reasonable rationale disclosed. WITHHOLD votes for Corporate Governance/Nominating Committee member Herbert Buchwald are also warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Janice Sinden is warranted.
M.D.C. Holdings, Inc.	04/25/2022	Management	3	Yes	Elect Director Larry A. Mizel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Mizel, Herbert Buchwald, and Michael Berman are warranted for lack of a majority independent board. WITHHOLD votes for Herbert Buchwald and Michael Berman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Herbert Buchwald in his capacity as a member of the compensation committee are further warranted due to consecutive years of high director pay to the company's non-employee directors without a reasonable rationale disclosed. WITHHOLD votes for Corporate Governance/Nominating Committee member Herbert Buchwald are also warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Janice Sinden is warranted.
M.D.C. Holdings, Inc.	04/25/2022	Management	4	Yes	Elect Director Janice Sinden	For	For	For	For	WITHHOLD votes for non-independent nominees Larry Mizel, Herbert Buchwald, and Michael Berman are warranted for lack of a majority independent board. WITHHOLD votes for Herbert Buchwald and Michael Berman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Herbert Buchwald in his capacity as a member of the compensation committee are further warranted due to consecutive years of high director pay to the company's non-employee directors without a reasonable rationale disclosed. WITHHOLD votes for Corporate Governance/Nominating Committee member Herbert Buchwald are also warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Janice Sinden is warranted.
M.D.C. Holdings, Inc.	04/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual and long-term incentives for the CEO and executive chairman are entirely tied to quantitative performance goals that are well-disclosed and appear to be rigorous, although concern is noted that incentive programs for the other NEOs lack a strong connection to objective performance metrics. Although high pay opportunities and CEO-level pay for both the CEO and executive chairman remain ongoing concerns at the company, their incentive payouts appear to be aligned with the company's strong TSR and financial performance.
M.D.C. Holdings, Inc.	04/25/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Macatawa Bank Corporation	05/03/2022	Management	1	Yes	Elect Director Charles A. Geenen	For	Against	Against	Against	Votes AGAINST non-independent nominees Charles Geenen and Robert Herr are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of nominating committee members on the ballot due to the classified board structure, votes AGAINST all director nominees are warranted for failing to establish racial or ethnic diversity on the board.
Macatawa Bank Corporation	05/03/2022	Management	2	Yes	Elect Director Robert L. Herr	For	Against	Against	Against	Votes AGAINST non-independent nominees Charles Geenen and Robert Herr are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of nominating committee members on the ballot due to the classified board structure, votes AGAINST all director nominees are warranted for failing to establish racial or ethnic diversity on the board.
Macatawa Bank Corporation	05/03/2022	Management	3	Yes	Elect Director Michael K. Le Roy	For	Against	Against	Against	Votes AGAINST non-independent nominees Charles Geenen and Robert Herr are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of nominating committee members on the ballot due to the classified board structure, votes AGAINST all director nominees are warranted for failing to establish racial or ethnic diversity on the board.
Macatawa Bank Corporation	05/03/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Macatawa Bank Corporation	05/03/2022	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MACOM Technology Solutions Holdings, Inc.	03/03/2022	Management	1	Yes	Elect Director Peter Chung	For	For	Withhold	Withhold	WITHHOLD votes for Peter Chung and Gil Van Lunsen are also warranted for serving as non-independent members of a key board committee.A vote FOR Geoffrey Ribar is warranted.
MACOM Technology Solutions Holdings, Inc.	03/03/2022	Management	2	Yes	Elect Director Geoffrey Ribar	For	For	For	For	WITHHOLD votes for Peter Chung and Gil Van Lunsen are also warranted for serving as non-independent members of a key board committee.A vote FOR Geoffrey Ribar is warranted.
MACOM Technology Solutions Holdings, Inc.	03/03/2022	Management	3	Yes	Elect Director Gil VanLunsen	For	For	Withhold	Withhold	WITHHOLD votes for Peter Chung and Gil Van Lunsen are also warranted for serving as non-independent members of a key board committee.A vote FOR Geoffrey Ribar is warranted.
MACOM Technology Solutions Holdings, Inc.	03/03/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The compensation committee has demonstrated responsiveness to shareholder concerns contributing to the low vote for the 2021 say-on-pay proposal and implemented positive changes to the pay program to address their feedback. However, votes AGAINST this proposal are warranted as the company maintains agreements that contain excise tax gross-up provisions.
MACOM Technology Solutions Holdings, Inc.	03/03/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote		
										Voting Policy Rationale	
MacroGenics, Inc.	05/19/2022	Management	1	Yes	Elect Director Karen Ferrante	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward (Ed) Hurwitz are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee members Karen Ferrante and Edward (Ed) Hurwitz are warranted for an apparent lack of racial or ethnic diversity on the board.	
MacroGenics, Inc.	05/19/2022	Management	2	Yes	Elect Director Edward Hurwitz	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward (Ed) Hurwitz are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee members Karen Ferrante and Edward (Ed) Hurwitz are warranted for an apparent lack of racial or ethnic diversity on the board.	
MacroGenics, Inc.	05/19/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
MacroGenics, Inc.	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
MacroGenics, Inc.	05/19/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Macy's, Inc.	05/20/2022	Management	1	Yes	Elect Director Francis S. Blake	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	2	Yes	Elect Director Torrence N. Boone	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	3	Yes	Elect Director Ashley Buchanan	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	4	Yes	Elect Director John A. Bryant	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	5	Yes	Elect Director Marie Chandoha	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	6	Yes	Elect Director Deirdre P. Connelly	For	For	Against	Against	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	7	Yes	Elect Director Jeff Gennette	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	8	Yes	Elect Director Jill Granoff	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	9	Yes	Elect Director Leslie D. Hale	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	10	Yes	Elect Director William H. Lenehan	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	11	Yes	Elect Director Sara Levinson	For	For	Against	Against	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	12	Yes	Elect Director Paul C. Varga	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	13	Yes	Elect Director Tracey Zhen	For	For	For	For	Votes AGAINST Deirdre Connelly and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Macy's, Inc.	05/20/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Macy's, Inc.	05/20/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of the annual incentive awards are based on objective financial performance metrics, and the relative TSR metric is being made more rigorous in FY2022, with above median performance required for the target number of shares to vest.	
Macy's, Inc.	05/20/2022	Management	16	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.	
Madrigal Pharmaceuticals, Inc.	06/15/2022	Management	1	Yes	Elect Director Keith R. Gollust	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Keith Gollust for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Madrigal Pharmaceuticals, Inc.	06/15/2022	Management	2	Yes	Elect Director Richard S. Levy	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Keith Gollust for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Madrigal Pharmaceuticals, Inc.	06/15/2022	Management	3	Yes	Elect Director David Milligan	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Keith Gollust for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Madrigal Pharmaceuticals, Inc.	06/15/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Madrigal Pharmaceuticals, Inc.	06/15/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
MagnaChip Semiconductor Corporation	04/21/2022	Management	1	Yes	Elect Director Melvin L. Keating	For	For	For	For	A vote FOR all director nominees is warranted.	
MagnaChip Semiconductor Corporation	04/21/2022	Management	2	Yes	Elect Director Young-Joon (YJ) Kim	For	For	For	For	A vote FOR all director nominees is warranted.	
MagnaChip Semiconductor Corporation	04/21/2022	Management	3	Yes	Elect Director Ilbok Lee	For	For	For	For	A vote FOR all director nominees is warranted.	
MagnaChip Semiconductor Corporation	04/21/2022	Management	4	Yes	Elect Director Camillo Martino	For	For	For	For	A vote FOR all director nominees is warranted.	
MagnaChip Semiconductor Corporation	04/21/2022	Management	5	Yes	Elect Director Gary Tanner	For	For	For	For	A vote FOR all director nominees is warranted.	
MagnaChip Semiconductor Corporation	04/21/2022	Management	6	Yes	Elect Director Kyo-Hwa (Liz) Chung	For	For	For	For	A vote FOR all director nominees is warranted.	
MagnaChip Semiconductor Corporation	04/21/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.	
MagnaChip Semiconductor Corporation	04/21/2022	Management	8	Yes	Ratify Samil PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Maiden Holdings, Ltd.	05/04/2022	Management	1	Yes	Elect Director Barry D. Zyskind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.	
Maiden Holdings, Ltd.	05/04/2022	Management	2	Yes	Elect Director Holly L. Blanchard	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.	
Maiden Holdings, Ltd.	05/04/2022	Management	3	Yes	Elect Director Patrick J. Haveron	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.	
Maiden Holdings, Ltd.	05/04/2022	Management	4	Yes	Elect Director Simcha G. Lyons	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.	
Maiden Holdings, Ltd.	05/04/2022	Management	5	Yes	Elect Director Lawrence F. Metz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.	



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Maiden Holdings, Ltd.	05/04/2022	Management	6	Yes	Elect Director Raymond M. Neff	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Maiden Holdings, Ltd.	05/04/2022	Management	7	Yes	Elect Director Yehuda L. Neuberger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Maiden Holdings, Ltd.	05/04/2022	Management	8	Yes	Elect Director Steven H. Nigro	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Maiden Holdings, Ltd.	05/04/2022	Management	9	Yes	Elect Director Keith A. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Maiden Holdings, Ltd.	05/04/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Bonuses are discretionary and equity awards vested immediately upon grant. In addition, the company maintains a co-CEO structure, effectively doubling CEO pay. Finally, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
Maiden Holdings, Ltd.	05/04/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Mammoth Energy Services, Inc.	06/29/2022	Management	1	Yes	Elect Director Arthur Amron	For	For	For	For	A vote AGAINST governance committee members Arthur Smith, Paul Jacobi, and James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/29/2022	Management	2	Yes	Elect Director Corey Booker	For	For	For	For	A vote AGAINST governance committee members Arthur Smith, Paul Jacobi, and James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/29/2022	Management	3	Yes	Elect Director Paul Jacobi	For	Against	Against	Against	A vote AGAINST governance committee members Arthur Smith, Paul Jacobi, and James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/29/2022	Management	4	Yes	Elect Director James Palm	For	Against	Against	Against	A vote AGAINST governance committee members Arthur Smith, Paul Jacobi, and James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/29/2022	Management	5	Yes	Elect Director Arthur Smith	For	Against	Against	Against	A vote AGAINST governance committee members Arthur Smith, Paul Jacobi, and James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/29/2022	Management	6	Yes	Elect Director Arty Straehla	For	For	For	For	A vote AGAINST governance committee members Arthur Smith, Paul Jacobi, and James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/29/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Mammoth Energy Services, Inc.	06/29/2022	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mandiant, Inc.	06/03/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given that the all-cash offer represents a 52.7 percent premium to the unaffected share price and provides liquidity and certainty of value. In addition, there is a potential downside risk of non-approval given the outperformance of MNDT shares to date relative to peers.
Mandiant, Inc.	06/03/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although cash severance is double trigger and of a reasonable basis, a portion of the outstanding PSUs will auto-accelerate at maximum.
Mandiant, Inc.	06/03/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support.
ManpowerGroup Inc.	05/06/2022	Management	1	Yes	Elect Director Gina R. Boswell	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	2	Yes	Elect Director Jean-Philippe Courtois	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	3	Yes	Elect Director William Downe	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	4	Yes	Elect Director John F. Ferraro	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	5	Yes	Elect Director William P. Gipson	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	6	Yes	Elect Director Patricia Hemingway Hall	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	7	Yes	Elect Director Julie M. Howard	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote	Voting Policy Rationale
ManpowerGroup Inc.	05/06/2022	Management	8	Yes	Elect Director Ulice Payne, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	9	Yes	Elect Director Jonas Prising	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	10	Yes	Elect Director Paul Read	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	11	Yes	Elect Director Elizabeth P. Sartain	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	12	Yes	Elect Director Michael J. Van Handel	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ManpowerGroup Inc.	05/06/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.
ManTech International Corporation	06/10/2022	Management	1	Yes	Elect Director Kevin M. Phillips	For	For	Withhold	Withhold	WITHHOLD votes for Compensation Committee members Barry Campbell, Richard Armitage, and Mary Bush are warranted for amending the NEO incentive agreements to include a provision similar to problematic single-trigger cash severance. In addition, the payouts under the agreements were increased for certain NEOs. WITHHOLD votes for non-independent nominees Kevin Phillips, Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are warranted for lack of a majority independent board. WITHHOLD votes for Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are also warranted for serving as non-independent members of a key board committee. A vote FOR Peter B. LaMontagne is warranted.
ManTech International Corporation	06/10/2022	Management	2	Yes	Elect Director Richard L. Armitage	For	Withhold	Withhold	Withhold	WITHHOLD votes for Compensation Committee members Barry Campbell, Richard Armitage, and Mary Bush are warranted for amending the NEO incentive agreements to include a provision similar to problematic single-trigger cash severance. In addition, the payouts under the agreements were increased for certain NEOs. WITHHOLD votes for non-independent nominees Kevin Phillips, Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are warranted for lack of a majority independent board. WITHHOLD votes for Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are also warranted for serving as non-independent members of a key board committee. A vote FOR Peter B. LaMontagne is warranted.
ManTech International Corporation	06/10/2022	Management	3	Yes	Elect Director Mary K. Bush	For	Withhold	Withhold	Withhold	WITHHOLD votes for Compensation Committee members Barry Campbell, Richard Armitage, and Mary Bush are warranted for amending the NEO incentive agreements to include a provision similar to problematic single-trigger cash severance. In addition, the payouts under the agreements were increased for certain NEOs. WITHHOLD votes for non-independent nominees Kevin Phillips, Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are warranted for lack of a majority independent board. WITHHOLD votes for Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are also warranted for serving as non-independent members of a key board committee. A vote FOR Peter B. LaMontagne is warranted.
ManTech International Corporation	06/10/2022	Management	4	Yes	Elect Director Barry G. Campbell	For	Withhold	Withhold	Withhold	WITHHOLD votes for Compensation Committee members Barry Campbell, Richard Armitage, and Mary Bush are warranted for amending the NEO incentive agreements to include a provision similar to problematic single-trigger cash severance. In addition, the payouts under the agreements were increased for certain NEOs. WITHHOLD votes for non-independent nominees Kevin Phillips, Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are warranted for lack of a majority independent board. WITHHOLD votes for Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are also warranted for serving as non-independent members of a key board committee. A vote FOR Peter B. LaMontagne is warranted.
ManTech International Corporation	06/10/2022	Management	5	Yes	Elect Director Richard J. Kerr	For	For	Withhold	Withhold	WITHHOLD votes for Compensation Committee members Barry Campbell, Richard Armitage, and Mary Bush are warranted for amending the NEO incentive agreements to include a provision similar to problematic single-trigger cash severance. In addition, the payouts under the agreements were increased for certain NEOs. WITHHOLD votes for non-independent nominees Kevin Phillips, Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are warranted for lack of a majority independent board. WITHHOLD votes for Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are also warranted for serving as non-independent members of a key board committee. A vote FOR Peter B. LaMontagne is warranted.
ManTech International Corporation	06/10/2022	Management	6	Yes	Elect Director Peter B. LaMontagne	For	For	For	For	WITHHOLD votes for Compensation Committee members Barry Campbell, Richard Armitage, and Mary Bush are warranted for amending the NEO incentive agreements to include a provision similar to problematic single-trigger cash severance. In addition, the payouts under the agreements were increased for certain NEOs. WITHHOLD votes for non-independent nominees Kevin Phillips, Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are warranted for lack of a majority independent board. WITHHOLD votes for Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are also warranted for serving as non-independent members of a key board committee. A vote FOR Peter B. LaMontagne is warranted.
ManTech International Corporation	06/10/2022	Management	7	Yes	Elect Director Kenneth A. Minihan	For	For	Withhold	Withhold	WITHHOLD votes for Compensation Committee members Barry Campbell, Richard Armitage, and Mary Bush are warranted for amending the NEO incentive agreements to include a provision similar to problematic single-trigger cash severance. In addition, the payouts under the agreements were increased for certain NEOs. WITHHOLD votes for non-independent nominees Kevin Phillips, Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are warranted for lack of a majority independent board. WITHHOLD votes for Barry Campbell, Richard Armitage, Mary Bush, Richard Kerr and Kenneth (Ken) Minihan are also warranted for serving as non-independent members of a key board committee. A vote FOR Peter B. LaMontagne is warranted.
ManTech International Corporation	06/10/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marcus & Millichap, Inc.	05/03/2022	Management	1	Yes	Elect Director George M. Marcus	For	For	For	For	WITHHOLD votes for Audit Committee members Don Watters and George Shaheen are warranted given concerns about the risk oversight function in light of the pledging of a significant amount of the company's common shares. A vote FOR George Marcus is warranted.
Marcus & Millichap, Inc.	05/03/2022	Management	2	Yes	Elect Director George T. Shaheen	For	For	Withhold	Withhold	WITHHOLD votes for Audit Committee members Don Watters and George Shaheen are warranted given concerns about the risk oversight function in light of the pledging of a significant amount of the company's common shares. A vote FOR George Marcus is warranted.
Marcus & Millichap, Inc.	05/03/2022	Management	3	Yes	Elect Director Don C. Watters	For	For	Withhold	Withhold	WITHHOLD votes for Audit Committee members Don Watters and George Shaheen are warranted given concerns about the risk oversight function in light of the pledging of a significant amount of the company's common shares. A vote FOR George Marcus is warranted.
Marcus & Millichap, Inc.	05/03/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Marcus & Millichap, Inc.	05/03/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Marine Products Corporation	04/26/2022	Management	1	Yes	Elect Director Susan R. Bell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Pamela (Pam) Rollins and Timothy Rollins are warranted for lack of a majority independent board. As no members of the nominating committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees Susan Bell, Pamela Rollins, and Timothy Rollins for the apparent failure to establish racial or ethnic diversity on the board.	
Marine Products Corporation	04/26/2022	Management	2	Yes	Elect Director Pamela R. Rollins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Pamela (Pam) Rollins and Timothy Rollins are warranted for lack of a majority independent board. As no members of the nominating committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees Susan Bell, Pamela Rollins, and Timothy Rollins for the apparent failure to establish racial or ethnic diversity on the board.	
Marine Products Corporation	04/26/2022	Management	3	Yes	Elect Director Timothy C. Rollins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Pamela (Pam) Rollins and Timothy Rollins are warranted for lack of a majority independent board. As no members of the nominating committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees Susan Bell, Pamela Rollins, and Timothy Rollins for the apparent failure to establish racial or ethnic diversity on the board.	
Marine Products Corporation	04/26/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Marinus Pharmaceuticals, Inc.	05/25/2022	Management	1	Yes	Elect Director Scott Braunstein	For	For	For	For	WITHHOLD votes for Nicole Vitullo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent governance committee member Nicole Vitullo are further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
Marinus Pharmaceuticals, Inc.	05/25/2022	Management	2	Yes	Elect Director Seth H.Z. Fischer	For	For	For	For	WITHHOLD votes for Nicole Vitullo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent governance committee member Nicole Vitullo are further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
Marinus Pharmaceuticals, Inc.	05/25/2022	Management	3	Yes	Elect Director Nicole Vitullo	For	Withhold	Withhold	Withhold	WITHHOLD votes for Nicole Vitullo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent governance committee member Nicole Vitullo are further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.	
Marinus Pharmaceuticals, Inc.	05/25/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Marinus Pharmaceuticals, Inc.	05/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Marriott Vacations Worldwide Corporation	05/13/2022	Management	1	Yes	Elect Director Raymond L. Gellein, Jr.	For	For	For	For	Votes FOR the proposed director nominees are warranted at this time.	
Marriott Vacations Worldwide Corporation	05/13/2022	Management	2	Yes	Elect Director Dianna F. Morgan	For	For	For	For	Votes FOR the proposed director nominees are warranted at this time.	
Marriott Vacations Worldwide Corporation	05/13/2022	Management	3	Yes	Elect Director Jonice Gray Tucker	For	For	For	For	Votes FOR the proposed director nominees are warranted at this time.	
Marriott Vacations Worldwide Corporation	05/13/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Marriott Vacations Worldwide Corporation	05/13/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	
Marten Transport, Ltd.	05/03/2022	Management	1	Yes	Elect Director Randolph L. Marten	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Robert Demorest are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Marten Transport, Ltd.	05/03/2022	Management	2	Yes	Elect Director Larry B. Hagness	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Robert Demorest are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Marten Transport, Ltd.	05/03/2022	Management	3	Yes	Elect Director Thomas J. Winkel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Robert Demorest are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Marten Transport, Ltd.	05/03/2022	Management	4	Yes	Elect Director Jerry M. Bauer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Robert Demorest are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Marten Transport, Ltd.	05/03/2022	Management	5	Yes	Elect Director Robert L. Demorest	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Robert Demorest are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Marten Transport, Ltd.	05/03/2022	Management	6	Yes	Elect Director Ronald R. Booth	For	For	For	For	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Robert Demorest are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Marten Transport, Ltd.	05/03/2022	Management	7	Yes	Elect Director Kathleen P. Iverson	For	For	For	For	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Robert Demorest are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Marten Transport, Ltd.	05/03/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Marten Transport, Ltd.	05/03/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Marten Transport, Ltd.	05/03/2022	Management	10	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.	
Masonite International Corporation	05/12/2022	Management	1	Yes	Elect Director Howard C. Heckes	For	For	For	For	WITHHOLD votes for Jonathan Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Masonite International Corporation	05/12/2022	Management	2	Yes	Elect Director Jody L. Biley	For	For	For	For	WITHHOLD votes for Jonathan Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Masonite International Corporation	05/12/2022	Management	3	Yes	Elect Director Robert J. Byrne	For	For	For	For	WITHHOLD votes for Jonathan Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Voting Policy Rationale										
Masonite International Corporation	05/12/2022	Management	4	Yes	Elect Director Peter R. Dachowski	For	For	For	For	WITHHOLD votes for Jonathan Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/12/2022	Management	5	Yes	Elect Director Jonathan F. Foster	For	For	Withhold	Withhold	WITHHOLD votes for Jonathan Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/12/2022	Management	6	Yes	Elect Director Daphne E. Jones	For	For	For	For	WITHHOLD votes for Jonathan Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/12/2022	Management	7	Yes	Elect Director William S. Oesterle	For	For	For	For	WITHHOLD votes for Jonathan Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/12/2022	Management	8	Yes	Elect Director Barry A. Ruffalo	For	For	For	For	WITHHOLD votes for Jonathan Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/12/2022	Management	9	Yes	Elect Director Francis M. Scricco	For	For	Withhold	Withhold	WITHHOLD votes for Jonathan Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/12/2022	Management	10	Yes	Elect Director Jay I. Steinfeld	For	For	For	For	WITHHOLD votes for Jonathan Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Masonite International Corporation	05/12/2022	Management	12	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal is warranted given that there are no known concerns.
MasTec, Inc.	05/19/2022	Management	1	Yes	Elect Director C. Robert Campbell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Robert Dwyer are warranted for lack of a majority independent board for serving as a non-independent member of key board committees. WITHHOLD votes for Audit Committee members Robert Dwyer and C. Robert (Bob) Campbell are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominee, Ava Parker, is warranted.
MasTec, Inc.	05/19/2022	Management	2	Yes	Elect Director Robert J. Dwyer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Robert Dwyer are warranted for lack of a majority independent board for serving as a non-independent member of key board committees. WITHHOLD votes for Audit Committee members Robert Dwyer and C. Robert (Bob) Campbell are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominee, Ava Parker, is warranted.
MasTec, Inc.	05/19/2022	Management	3	Yes	Elect Director Ava L. Parker	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Dwyer are warranted for lack of a majority independent board for serving as a non-independent member of key board committees. WITHHOLD votes for Audit Committee members Robert Dwyer and C. Robert (Bob) Campbell are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominee, Ava Parker, is warranted.
MasTec, Inc.	05/19/2022	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MasTec, Inc.	05/19/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided a large automobile perkquisite to CEO. * The company maintains employment agreements with certain executives that contain problematic change-in-control severance arrangements. * Equity awards to the CEO in the most recent fiscal year lack any performance-vesting conditions. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control.
Mastech Digital, Inc.	05/11/2022	Management	1	Yes	Elect Director Ashok Trivedi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashok Trivedi and Vivek Gupta are warranted for lack of a majority independent board.
Mastech Digital, Inc.	05/11/2022	Management	2	Yes	Elect Director Vivek Gupta	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashok Trivedi and Vivek Gupta are warranted for lack of a majority independent board.
Mastech Digital, Inc.	05/11/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Materion Corporation	05/04/2022	Management	1	Yes	Elect Director Vinod M. Khilnani	For	For	Withhold	Withhold	WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy and Craig Shular are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/04/2022	Management	2	Yes	Elect Director Emily M. Liggett	For	For	For	For	WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy and Craig Shular are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/04/2022	Management	3	Yes	Elect Director Robert J. Phillippy	For	For	For	For	WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy and Craig Shular are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/04/2022	Management	4	Yes	Elect Director Patrick Prevost	For	For	For	For	WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy and Craig Shular are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/04/2022	Management	5	Yes	Elect Director N. Mohan Reddy	For	For	Withhold	Withhold	WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy and Craig Shular are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/04/2022	Management	6	Yes	Elect Director Craig S. Shular	For	For	Withhold	Withhold	WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy and Craig Shular are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/04/2022	Management	7	Yes	Elect Director Darlene J. S. Solomon	For	For	For	For	WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy and Craig Shular are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/04/2022	Management	8	Yes	Elect Director Robert B. Toth	For	For	For	For	WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy and Craig Shular are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/04/2022	Management	9	Yes	Elect Director Jugal K. Vijayvargiya	For	For	For	For	WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy and Craig Shular are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/04/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Materion Corporation	05/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Mattel, Inc.	05/25/2022	Management	1	Yes	Elect Director R. Todd Bradley	For	For	Against	Against	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	2	Yes	Elect Director Adriana Cisneros	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	3	Yes	Elect Director Michael Dolan	For	For	Against	Against	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	4	Yes	Elect Director Diana Ferguson	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	5	Yes	Elect Director Ynon Kreiz	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	6	Yes	Elect Director Soren Laursen	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	7	Yes	Elect Director Ann Lewnes	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Mattel, Inc.	05/25/2022	Management	8	Yes	Elect Director Roger Lynch	For	For	For	For
Mattel, Inc.	05/25/2022	Management	9	Yes	Elect Director Dominic Ng	For	For	Against	Against
Mattel, Inc.	05/25/2022	Management	10	Yes	Elect Director Judy Olan	For	For	For	For
Mattel, Inc.	05/25/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
Mattel, Inc.	05/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Mattel, Inc.	05/25/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
Mattel, Inc.	05/25/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For
Matthews International Corporation	02/17/2022	Management	1	Yes	Elect Director Terry L. Dunlap	For	For	For	For
Matthews International Corporation	02/17/2022	Management	2	Yes	Elect Director Alvaro Garcia-Tunon	For	For	Withhold	Withhold
Matthews International Corporation	02/17/2022	Management	3	Yes	Elect Director Jerry R. Whitaker	For	For	For	For
Matthews International Corporation	02/17/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
Matthews International Corporation	02/17/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For
Matthews International Corporation	02/17/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Maximus, Inc.	03/15/2022	Management	1	Yes	Elect Director John J. Haley	For	For	For	For
Maximus, Inc.	03/15/2022	Management	2	Yes	Elect Director Anne K. Altman	For	For	For	For
Maximus, Inc.	03/15/2022	Management	3	Yes	Elect Director Bruce L. Caswell	For	For	For	For
Maximus, Inc.	03/15/2022	Management	4	Yes	Elect Director Richard A. Montoni	For	For	For	For
Maximus, Inc.	03/15/2022	Management	5	Yes	Elect Director Raymond B. Ruddy	For	For	Against	Against
Maximus, Inc.	03/15/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
Maximus, Inc.	03/15/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Maximus, Inc.	03/15/2022	Shareholder	8	Yes	Report on Third-Party Racial Equity Audit	Against	For	For	For
MaxLinear, Inc.	05/26/2022	Management	1	Yes	Elect Director Daniel A. Artusi	For	For	For	For
MaxLinear, Inc.	05/26/2022	Management	2	Yes	Elect Director Tsu-Jae King Liu	For	For	For	For
MaxLinear, Inc.	05/26/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
MaxLinear, Inc.	05/26/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For
McGrath RentCorp	06/08/2022	Management	1	Yes	Elect Director Kimberly A. Box	For	For	For	For
McGrath RentCorp	06/08/2022	Management	2	Yes	Elect Director Smita Conjeevaram	For	For	For	For
McGrath RentCorp	06/08/2022	Management	3	Yes	Elect Director William J. Dawson	For	For	Withhold	Withhold
McGrath RentCorp	06/08/2022	Management	4	Yes	Elect Director Elizabeth A. Fetter	For	For	For	For
McGrath RentCorp	06/08/2022	Management	5	Yes	Elect Director Joseph F. Hanna	For	For	Withhold	Withhold
McGrath RentCorp	06/08/2022	Management	6	Yes	Elect Director Bradley M. Shuster	For	For	For	For
McGrath RentCorp	06/08/2022	Management	7	Yes	Elect Director M. Richard Smith	For	For	Withhold	Withhold
McGrath RentCorp	06/08/2022	Management	8	Yes	Elect Director Dennis P. Stradford	For	For	Withhold	Withhold
McGrath RentCorp	06/08/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against
McGrath RentCorp	06/08/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
MDU Resources Group, Inc.	05/10/2022	Management	1	Yes	Elect Director Thomas Everist	For	For	Against	Against

						Management	ISS	Voting Policy		
Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Recommendation	Recommendation	Recommendation	Vote	
			Number	Proposal						
Voting Policy Rationale										
MDU Resources Group, Inc.	05/10/2022	Management	2	Yes	Elect Director Karen B. Fagg	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	3	Yes	Elect Director David L. Goodin	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	4	Yes	Elect Director Dennis W. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	5	Yes	Elect Director Patricia L. Moss	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	6	Yes	Elect Director Dale S. Rosenthal	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	7	Yes	Elect Director Edward A. Ryan	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	8	Yes	Elect Director David M. Sparby	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	9	Yes	Elect Director Chenxi Wang	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MDU Resources Group, Inc.	05/10/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Medifast, Inc.	06/15/2022	Management	1	Yes	Elect Director Jeffrey J. Brown	For	For	For	For	A vote FOR all the director nominees is warranted.
Medifast, Inc.	06/15/2022	Management	2	Yes	Elect Director Daniel R. Chard	For	For	For	For	A vote FOR all the director nominees is warranted.
Medifast, Inc.	06/15/2022	Management	3	Yes	Elect Director Constance J. Hallquist	For	For	For	For	A vote FOR all the director nominees is warranted.
Medifast, Inc.	06/15/2022	Management	4	Yes	Elect Director Michael A. Hoer	For	For	For	For	A vote FOR all the director nominees is warranted.
Medifast, Inc.	06/15/2022	Management	5	Yes	Elect Director Scott Schlackman	For	For	For	For	A vote FOR all the director nominees is warranted.
Medifast, Inc.	06/15/2022	Management	6	Yes	Elect Director Andrea B. Thomas	For	For	For	For	A vote FOR all the director nominees is warranted.
Medifast, Inc.	06/15/2022	Management	7	Yes	Elect Director Ming Xian	For	For	For	For	A vote FOR all the director nominees is warranted.
Medifast, Inc.	06/15/2022	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Medifast, Inc.	06/15/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Mednax, Inc.	05/12/2022	Management	1	Yes	Elect Director Laura A. Linytsky	For	For	For	For	A vote FOR all director nominees is warranted.
Mednax, Inc.	05/12/2022	Management	2	Yes	Elect Director Thomas A. McEachin	For	For	For	For	A vote FOR all director nominees is warranted.
Mednax, Inc.	05/12/2022	Management	3	Yes	Elect Director Roger J. Medel	For	For	For	For	A vote FOR all director nominees is warranted.
Mednax, Inc.	05/12/2022	Management	4	Yes	Elect Director Mark S. Ordan	For	For	For	For	A vote FOR all director nominees is warranted.
Mednax, Inc.	05/12/2022	Management	5	Yes	Elect Director Michael A. Rucker	For	For	For	For	A vote FOR all director nominees is warranted.
Mednax, Inc.	05/12/2022	Management	6	Yes	Elect Director Guy P. Sansone	For	For	For	For	A vote FOR all director nominees is warranted.
Mednax, Inc.	05/12/2022	Management	7	Yes	Elect Director John M. Starcher, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Mednax, Inc.	05/12/2022	Management	8	Yes	Elect Director Shirley A. Weis	For	For	For	For	A vote FOR all director nominees is warranted.
Mednax, Inc.	05/12/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mednax, Inc.	05/12/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The annual incentive was earned above target against lowered goals without sufficient rationale. Further, the long-term incentive continues to utilize a single annual performance period that achieved a near-maximum payout against lowered goals.
Mednax, Inc.	05/12/2022	Management	11	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Medpace Holdings, Inc.	05/20/2022	Management	1	Yes	Elect Director August J. Troendle	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees August Troendle and Ashley Keating: * for lack of responsiveness to shareholder concerns following director Fred Davenport's failure to receive majority support in 2021; and * given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee member Ashley Keating for failure to establish racial or ethnic diversity on the board.
Medpace Holdings, Inc.	05/20/2022	Management	2	Yes	Elect Director Ashley M. Keating	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees August Troendle and Ashley Keating: * for lack of responsiveness to shareholder concerns following director Fred Davenport's failure to receive majority support in 2021; and * given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee member Ashley Keating for failure to establish racial or ethnic diversity on the board.
Medpace Holdings, Inc.	05/20/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Medpace Holdings, Inc.	05/20/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Shareholder engagement efforts and investor feedback following the low vote result are only vaguely disclosed. The committee disclosed its actions and considerations specifically with respect to equity grants for 2021 and certain other positive changes to the pay program, however, it is unclear whether these adequately address shareholders' concerns given that there's no disclosure on specific shareholder feedback. As such, the compensation committee demonstrated only limited responsiveness to shareholder concerns.
MeiraGTx Holdings plc	06/07/2022	Management	1	Yes	Elect Director Martin Indyk	For	For	For	For	WITHHOLD votes are warranted for Thomas Shenk for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest. WITHHOLD votes are warranted for compensation committee member Arnold Levine due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions, and lacks risk mitigating provisions. In addition, equity awards to the CEO lack any performance-contingent pay elements. A vote FOR Martin Indyk is warranted.
MeiraGTx Holdings plc	06/07/2022	Management	2	Yes	Elect Director Arnold J. Levine	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Thomas Shenk for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest. WITHHOLD votes are warranted for compensation committee member Arnold Levine due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions, and lacks risk mitigating provisions. In addition, equity awards to the CEO lack any performance-contingent pay elements. A vote FOR Martin Indyk is warranted.
MeiraGTx Holdings plc	06/07/2022	Management	3	Yes	Elect Director Thomas E. Shenk	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Thomas Shenk for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest. WITHHOLD votes are warranted for compensation committee member Arnold Levine due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions, and lacks risk mitigating provisions. In addition, equity awards to the CEO lack any performance-contingent pay elements. A vote FOR Martin Indyk is warranted.
MeiraGTx Holdings plc	06/07/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	Against	Against	Against	A vote AGAINST this item is warranted as the non-audit fees represent more than 25 percent of total fees paid.
Mercantile Bank Corporation	05/26/2022	Management	1	Yes	Elect Director David M. Cassard	For	For	Withhold	Withhold	WITHHOLD votes for David Cassard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Mercantile Bank Corporation	05/26/2022	Management	2	Yes	Elect Director Michael S. Davenport	For	For	For	For
Mercantile Bank Corporation	05/26/2022	Management	3	Yes	Elect Director Michelle L. Eldridge	For	For	For	For
Mercantile Bank Corporation	05/26/2022	Management	4	Yes	Elect Director Jeff A. Gardner	For	For	For	For
Mercantile Bank Corporation	05/26/2022	Management	5	Yes	Elect Director Robert B. Kaminski, Jr.	For	For	For	For
Mercantile Bank Corporation	05/26/2022	Management	6	Yes	Elect Director Michael H. Price	For	For	For	For
Mercantile Bank Corporation	05/26/2022	Management	7	Yes	Elect Director David B. Ramaker	For	For	For	For
Mercantile Bank Corporation	05/26/2022	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against
Mercantile Bank Corporation	05/26/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Mercer International Inc.	05/31/2022	Management	1	Yes	Elect Director Jimmy S.H. Lee	For	For	For	For
Mercer International Inc.	05/31/2022	Management	2	Yes	Elect Director Juan Carlos Bueno	For	For	For	For
Mercer International Inc.	05/31/2022	Management	3	Yes	Elect Director William D. McCartney	For	For	Withhold	Withhold
Mercer International Inc.	05/31/2022	Management	4	Yes	Elect Director James Shepherd	For	For	For	For
Mercer International Inc.	05/31/2022	Management	5	Yes	Elect Director R. Keith Purchase	For	For	For	For
Mercer International Inc.	05/31/2022	Management	6	Yes	Elect Director Alan C. Wallace	For	For	For	For
Mercer International Inc.	05/31/2022	Management	7	Yes	Elect Director Linda J. Welty	For	For	For	For
Mercer International Inc.	05/31/2022	Management	8	Yes	Elect Director Rainer Rettig	For	For	For	For
Mercer International Inc.	05/31/2022	Management	9	Yes	Elect Director Alice Laberge	For	For	For	For
Mercer International Inc.	05/31/2022	Management	10	Yes	Elect Director Janine North	For	For	For	For
Mercer International Inc.	05/31/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Mercer International Inc.	05/31/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
Mercer International Inc.	05/31/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against
Merchants Bancorp	05/19/2022	Management	1	Yes	Elect Director Michael F. Petrie	For	For	For	For
Merchants Bancorp	05/19/2022	Management	2	Yes	Elect Director Randall D. Rogers	For	For	For	For
Merchants Bancorp	05/19/2022	Management	3	Yes	Elect Director Tamika D. Catchings	For	For	For	For
Merchants Bancorp	05/19/2022	Management	4	Yes	Elect Director Thomas W. Dinwiddie	For	For	For	For
Merchants Bancorp	05/19/2022	Management	5	Yes	Elect Director Michael J. Dunlap	For	For	For	For
Merchants Bancorp	05/19/2022	Management	6	Yes	Elect Director Scott A. Evans	For	For	For	For
Merchants Bancorp	05/19/2022	Management	7	Yes	Elect Director Sue Anne Gilroy	For	Withhold	Withhold	Withhold
Merchants Bancorp	05/19/2022	Management	8	Yes	Elect Director Andrew A. Juster	For	Withhold	Withhold	Withhold
Merchants Bancorp	05/19/2022	Management	9	Yes	Elect Director Patrick D. O'Brien	For	Withhold	Withhold	Withhold
Merchants Bancorp	05/19/2022	Management	10	Yes	Elect Director Anne E. Sellers	For	Withhold	Withhold	Withhold
Merchants Bancorp	05/19/2022	Management	11	Yes	Elect Director David N. Shane	For	Withhold	Withhold	Withhold
Merchants Bancorp	05/19/2022	Management	12	Yes	Increase Authorized Common Stock	For	For	For	For
Merchants Bancorp	05/19/2022	Management	13	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against
Meridian Bioscience, Inc.	01/26/2022	Management	1	Yes	Elect Director James M. Anderson	For	For	Withhold	Withhold
Meridian Bioscience, Inc.	01/26/2022	Management	2	Yes	Elect Director Anthony P. Bihl, III	For	For	For	For

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meridian Bioscience, Inc.	01/26/2022	Management	3	Yes	Elect Director Dwight E. Ellingwood	For	For	For	For	WITHHOLD votes for James Anderson are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meridian Bioscience, Inc.	01/26/2022	Management	4	Yes	Elect Director Jack Kenny	For	For	For	For	WITHHOLD votes for James Anderson are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meridian Bioscience, Inc.	01/26/2022	Management	5	Yes	Elect Director John C. Mollwraith	For	For	For	For	WITHHOLD votes for James Anderson are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meridian Bioscience, Inc.	01/26/2022	Management	6	Yes	Elect Director John M. Rice, Jr.	For	For	For	For	WITHHOLD votes for James Anderson are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meridian Bioscience, Inc.	01/26/2022	Management	7	Yes	Elect Director Catherine A. Sazdanoff	For	For	For	For	WITHHOLD votes for James Anderson are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meridian Bioscience, Inc.	01/26/2022	Management	8	Yes	Elect Director Felicia Williams	For	For	For	For	WITHHOLD votes for James Anderson are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meridian Bioscience, Inc.	01/26/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Meridian Bioscience, Inc.	01/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Merit Medical Systems, Inc.	05/19/2022	Management	1	Yes	Elect Director F. Ann Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Merit Medical Systems, Inc.	05/19/2022	Management	2	Yes	Elect Director Thomas J. Gunderson	For	For	For	For	A vote FOR all director nominees is warranted.
Merit Medical Systems, Inc.	05/19/2022	Management	3	Yes	Elect Director Laura S. Kaiser	For	For	For	For	A vote FOR all director nominees is warranted.
Merit Medical Systems, Inc.	05/19/2022	Management	4	Yes	Elect Director Michael R. McDonnell	For	For	For	For	A vote FOR all director nominees is warranted.
Merit Medical Systems, Inc.	05/19/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Merit Medical Systems, Inc.	05/19/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Meritor, Inc.	01/27/2022	Management	1	Yes	Elect Director Ivor J. Evans	For	For	For	For	WITHHOLD votes for William Newlin are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meritor, Inc.	01/27/2022	Management	2	Yes	Elect Director William R. Newlin	For	For	Withhold	Withhold	WITHHOLD votes for William Newlin are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meritor, Inc.	01/27/2022	Management	3	Yes	Elect Director Thomas L. Pajonas	For	For	For	For	WITHHOLD votes for William Newlin are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meritor, Inc.	01/27/2022	Management	4	Yes	Elect Director Chris Villavarayan	For	For	For	For	WITHHOLD votes for William Newlin are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meritor, Inc.	01/27/2022	Management	5	Yes	Elect Director Jan A. Bertsch	For	For	For	For	WITHHOLD votes for William Newlin are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meritor, Inc.	01/27/2022	Management	6	Yes	Elect Director Rodger L. Boehm	For	For	For	For	WITHHOLD votes for William Newlin are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meritor, Inc.	01/27/2022	Management	7	Yes	Elect Director Lloyd G. Trotter	For	For	For	For	WITHHOLD votes for William Newlin are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Meritor, Inc.	01/27/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Meritor, Inc.	01/27/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Meritor, Inc.	05/26/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the board conducted one-on-one negotiations, CMI's last and final offer represents a 48.0 percent premium to MTOR's unaffected share price and a 26.3 percent premium to its all-time high share price, and there appears to be material downside risk in the event of non-approval given the outperformance of MTOR shares since announcement. In consideration of these factors, in addition to the certainty of value and liquidity inherent in cash consideration, a vote FOR this proposal is warranted.
Meritor, Inc.	05/26/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although performance-based equity will auto-accelerate and vest at target, time-based equity is double trigger. Cash severance is also double trigger and reasonably based, with no excise tax gross-ups
Meritor, Inc.	05/26/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the transaction contemplated under Item 1 merits shareholder support.
Mersana Therapeutics, Inc.	06/09/2022	Management	1	Yes	Elect Director Allene M. Diaz	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Allene Diaz, Andrew A. F. Hack, and Kristen Hege given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Mersana Therapeutics, Inc.	06/09/2022	Management	2	Yes	Elect Director Andrew A. F. Hack	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Allene Diaz, Andrew A. F. Hack, and Kristen Hege given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Mersana Therapeutics, Inc.	06/09/2022	Management	3	Yes	Elect Director Kristen Hege	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Allene Diaz, Andrew A. F. Hack, and Kristen Hege given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Mersana Therapeutics, Inc.	06/09/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mersana Therapeutics, Inc.	06/09/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The annual bonus was based on pre-set metrics with a reasonable maximum payout cap, though a concern is noted regarding the disclosure of metric weightings and how actual performance relates to final payout. Of major concern, however, is the increase in the CEO's target equity grant value, increasing over 300 percent year-over-year. The proxy does not disclose any rationale for such a significant increase.
Mersana Therapeutics, Inc.	06/09/2022	Management	6	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR the proposal is warranted given that the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
Mesa Air Group, Inc.	02/08/2022	Management	1	Yes	Elect Director Ellen N. Artist	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are warranted for lack of a majority independent board.WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are warranted for: (i) entering into an NEO employment agreement that provides excise tax gross-ups and a guaranteed time-based equity grant over multiple years; and (ii) an unmitigated pay-for-performance misalignment. Equity awards and a portion of bonuses were guaranteed, disclosure regarding the bonus program is poor, and equity awards were entirely time-vesting.WITHHOLD votes for Nominating and Corporate Governance Committee Chair Spyridon P. Skiados are warranted for failure to establish racial and/or ethnic diversity on the board.
Mesa Air Group, Inc.	02/08/2022	Management	2	Yes	Elect Director Mitchell I. Gordon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are warranted for lack of a majority independent board.WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are warranted for: (i) entering into an NEO employment agreement that provides excise tax gross-ups and a guaranteed time-based equity grant over multiple years; and (ii) an unmitigated pay-for-performance misalignment. Equity awards and a portion of bonuses were guaranteed, disclosure regarding the bonus program is poor, and equity awards were entirely time-vesting.WITHHOLD votes for Nominating and Corporate Governance Committee Chair Spyridon P. Skiados are warranted for failure to establish racial and/or ethnic diversity on the board.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mesa Air Group, Inc.	02/08/2022	Management	3	Yes	Elect Director Dana J. Lockhart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are warranted for lack of a majority independent board.WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are warranted for: (i) entering into an NEO employment agreement that provides excise tax gross-ups and a guaranteed time-based equity grant over multiple years; and (ii) an unmitigated pay-for-performance misalignment. Equity awards and a portion of bonuses were guaranteed, disclosure regarding the bonus program is poor, and equity awards were entirely time-vesting.WITHHOLD votes for Nominating and Corporate Governance Committee Chair Spyridon P. Skiados are warranted for failure to establish racial and/or ethnic diversity on the board.
Mesa Air Group, Inc.	02/08/2022	Management	4	Yes	Elect Director Daniel J. McHugh	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are warranted for lack of a majority independent board.WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are warranted for: (i) entering into an NEO employment agreement that provides excise tax gross-ups and a guaranteed time-based equity grant over multiple years; and (ii) an unmitigated pay-for-performance misalignment. Equity awards and a portion of bonuses were guaranteed, disclosure regarding the bonus program is poor, and equity awards were entirely time-vesting.WITHHOLD votes for Nominating and Corporate Governance Committee Chair Spyridon P. Skiados are warranted for failure to establish racial and/or ethnic diversity on the board.
Mesa Air Group, Inc.	02/08/2022	Management	5	Yes	Elect Director Jonathan G. Ornstein	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are warranted for lack of a majority independent board.WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are warranted for: (i) entering into an NEO employment agreement that provides excise tax gross-ups and a guaranteed time-based equity grant over multiple years; and (ii) an unmitigated pay-for-performance misalignment. Equity awards and a portion of bonuses were guaranteed, disclosure regarding the bonus program is poor, and equity awards were entirely time-vesting.WITHHOLD votes for Nominating and Corporate Governance Committee Chair Spyridon P. Skiados are warranted for failure to establish racial and/or ethnic diversity on the board.
Mesa Air Group, Inc.	02/08/2022	Management	6	Yes	Elect Director Harvey W. Schiller	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are warranted for lack of a majority independent board.WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are warranted for: (i) entering into an NEO employment agreement that provides excise tax gross-ups and a guaranteed time-based equity grant over multiple years; and (ii) an unmitigated pay-for-performance misalignment. Equity awards and a portion of bonuses were guaranteed, disclosure regarding the bonus program is poor, and equity awards were entirely time-vesting.WITHHOLD votes for Nominating and Corporate Governance Committee Chair Spyridon P. Skiados are warranted for failure to establish racial and/or ethnic diversity on the board.
Mesa Air Group, Inc.	02/08/2022	Management	7	Yes	Elect Director Spyridon P. Skiados	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are warranted for lack of a majority independent board.WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are warranted for: (i) entering into an NEO employment agreement that provides excise tax gross-ups and a guaranteed time-based equity grant over multiple years; and (ii) an unmitigated pay-for-performance misalignment. Equity awards and a portion of bonuses were guaranteed, disclosure regarding the bonus program is poor, and equity awards were entirely time-vesting.WITHHOLD votes for Nominating and Corporate Governance Committee Chair Spyridon P. Skiados are warranted for failure to establish racial and/or ethnic diversity on the board.
Mesa Air Group, Inc.	02/08/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Meta Financial Group, Inc.	02/22/2022	Management	1	Yes	Elect Director Elizabeth G. Hoople	For	For	For	For	A vote FOR the director nominees is warranted.
Meta Financial Group, Inc.	02/22/2022	Management	2	Yes	Elect Director Ronald D. McCrav	For	For	For	For	A vote FOR the director nominees is warranted.
Meta Financial Group, Inc.	02/22/2022	Management	3	Yes	Elect Director Brett L. Pharr	For	For	For	For	A vote FOR the director nominees is warranted.
Meta Financial Group, Inc.	02/22/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, but with caution. The company established an LTI program for the CEO and CFO in the year under review that will expand to include all NEOs in FY22. There is concern regarding the rigor of the relative TSR metric under the new LTI program and the committee's decision to remove a financial metric from the CFO's in-progress FY21 PSUs. However, the STI is predominately based on pre-set objective goals, and the awards granted under the new LTI program were entirely performance-based. Further, the removal of one metric from mid-cycle PSUs only affects one NEO and doesn't appear motivated by a desire to increase payouts, as performance under the eliminated metric was achieved at maximum for FY21. Continued monitoring of the new LTI program structure and resulting outcomes is warranted, given the concerns noted above.
Meta Financial Group, Inc.	02/22/2022	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Metropolitan Bank Holding Corp.	05/31/2022	Management	1	Yes	Elect Director Dale C. Fredston	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee members Dale Fredston, David Gold, and Terence (Terry) Mitchell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Compensation Committee members David Gold and Terence (Terry) Mitchell are also warranted due to the company's problematic practices, including the change-in-control agreements that provide for excise tax gross-up payment and single-trigger cash severance, absence of several risk-mitigating policies, and lack of preset performance criteria for executive awards. Additionally, there is no say-on-pay proposal at this year's annual meeting. A vote FOR the remaining director nominees is warranted.
Metropolitan Bank Holding Corp.	05/31/2022	Management	2	Yes	Elect Director David J. Gold	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee members Dale Fredston, David Gold, and Terence (Terry) Mitchell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Compensation Committee members David Gold and Terence (Terry) Mitchell are also warranted due to the company's problematic practices, including the change-in-control agreements that provide for excise tax gross-up payment and single-trigger cash severance, absence of several risk-mitigating policies, and lack of preset performance criteria for executive awards. Additionally, there is no say-on-pay proposal at this year's annual meeting. A vote FOR the remaining director nominees is warranted.
Metropolitan Bank Holding Corp.	05/31/2022	Management	3	Yes	Elect Director Terence J. Mitchell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee members Dale Fredston, David Gold, and Terence (Terry) Mitchell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Compensation Committee members David Gold and Terence (Terry) Mitchell are also warranted due to the company's problematic practices, including the change-in-control agreements that provide for excise tax gross-up payment and single-trigger cash severance, absence of several risk-mitigating policies, and lack of preset performance criteria for executive awards. Additionally, there is no say-on-pay proposal at this year's annual meeting. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Metropolitan Bank Holding Corp.	05/31/2022	Management	4	Yes	Elect Director Chaya Pamula	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee members Dale Fredston, David Gold, and Terence (Terry) Mitchell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Compensation Committee members David Gold and Terence (Terry) Mitchell are also warranted due to the company's problematic practices, including the change-in-control agreements that provide for excise tax gross-up payment and single-trigger cash severance, absence of several risk-mitigating policies, and lack of preset performance criteria for executive awards. Additionally, there is no say-on-pay proposal at this year's annual meeting. A vote FOR the remaining director nominees is warranted.
Metropolitan Bank Holding Corp.	05/31/2022	Management	5	Yes	Elect Director Katrina Robinson	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee members Dale Fredston, David Gold, and Terence (Terry) Mitchell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Compensation Committee members David Gold and Terence (Terry) Mitchell are also warranted due to the company's problematic practices, including the change-in-control agreements that provide for excise tax gross-up payment and single-trigger cash severance, absence of several risk-mitigating policies, and lack of preset performance criteria for executive awards. Additionally, there is no say-on-pay proposal at this year's annual meeting. A vote FOR the remaining director nominees is warranted.
Metropolitan Bank Holding Corp.	05/31/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Metropolitan Bank Holding Corp.	05/31/2022	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGE Energy, Inc.	05/17/2022	Management	1	Yes	Elect Director Mark D. Bugher	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Bugher and James Possin are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Noble L. Wray is warranted.
MGE Energy, Inc.	05/17/2022	Management	2	Yes	Elect Director James L. Possin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Bugher and James Possin are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Noble L. Wray is warranted.
MGE Energy, Inc.	05/17/2022	Management	3	Yes	Elect Director Noble L. Wray	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Bugher and James Possin are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Noble L. Wray is warranted.
MGE Energy, Inc.	05/17/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
MGE Energy, Inc.	05/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains severance agreements that contain a modified single-trigger change-in-control provision.
MGE Energy, Inc.	05/17/2022	Shareholder	6	Yes	Commission an Independent Study on the Value of Distributed Solar in the Company's Electric Service Territory	Against	Against	For	For	A vote FOR the proposal is warranted as additional information would allow shareholders to better assess the company's carbon footprint and renewable energy initiatives, and how the company assesses and manages opportunities and risks associated with distributed solar.
MGIC Investment Corporation	04/28/2022	Management	1	Yes	Elect Director Analisa M. Allen	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	2	Yes	Elect Director Daniel A. Arrigoni	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	3	Yes	Elect Director C. Edward Chaplin	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	4	Yes	Elect Director Curt S. Culver	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	5	Yes	Elect Director Jay C. Hartzell	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	6	Yes	Elect Director Timothy A. Holt	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	7	Yes	Elect Director Jodeen A. Kozlak	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	8	Yes	Elect Director Michael E. Lehman	For	For	Withhold	Withhold	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	9	Yes	Elect Director Teresita M. Lowman	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	10	Yes	Elect Director Timothy J. Mattke	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	11	Yes	Elect Director Gary A. Poliner	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	12	Yes	Elect Director Sheryl L. Sculley	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	13	Yes	Elect Director Mark M. Zandi	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
MGIC Investment Corporation	04/28/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mid Penn Bancorp, Inc.	05/10/2022	Management	1	Yes	Elect Director Robert A. Abel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abel, Matthew DeSoto, Theodore Mowery and William Specht III are warranted for lack of a majority independent board and for serving as non-independent members of key board committees.
Mid Penn Bancorp, Inc.	05/10/2022	Management	2	Yes	Elect Director Matthew G. DeSoto	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abel, Matthew DeSoto, Theodore Mowery and William Specht III are warranted for lack of a majority independent board and for serving as non-independent members of key board committees.
Mid Penn Bancorp, Inc.	05/10/2022	Management	3	Yes	Elect Director Theodore W. Mowery	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abel, Matthew DeSoto, Theodore Mowery and William Specht III are warranted for lack of a majority independent board and for serving as non-independent members of key board committees.
Mid Penn Bancorp, Inc.	05/10/2022	Management	4	Yes	Elect Director William A. Specht, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abel, Matthew DeSoto, Theodore Mowery and William Specht III are warranted for lack of a majority independent board and for serving as non-independent members of key board committees.
Mid Penn Bancorp, Inc.	05/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * Single-trigger vesting acceleration of equity awards upon a change-in-control; * The lack of any pre-set performance criteria for the CEO's bonus and equity awards; and * The lack of risk-mitigating features under the executive pay program.
Mid Penn Bancorp, Inc.	05/10/2022	Management	6	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Middlesex Water Company	05/23/2022	Management	1	Yes	Elect Director Steven M. Klein	For	For	Withhold	Withhold	WITHHOLD votes for Walter (Skip) Reinhard, Steven Klein and Amy Mansue are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Vaughn L. McKoy is warranted.
Middlesex Water Company	05/23/2022	Management	2	Yes	Elect Director Amy B. Mansue	For	For	Withhold	Withhold	WITHHOLD votes for Walter (Skip) Reinhard, Steven Klein and Amy Mansue are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Vaughn L. McKoy is warranted.
Middlesex Water Company	05/23/2022	Management	3	Yes	Elect Director Walter G. Reinhard	For	For	Withhold	Withhold	WITHHOLD votes for Walter (Skip) Reinhard, Steven Klein and Amy Mansue are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Vaughn L. McKoy is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction		Voting Policy Rationale
Middlesex Water Company	05/23/2022	Management	4	Yes	Elect Director Vaughn L. McKoy	For			For		WITHHOLD votes for Walter (Skip) Reinhard, Steven Klein and Amy Mansue are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Vaughn L. McKoy is warranted.
Middlesex Water Company	05/23/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		A vote AGAINST this proposal is warranted as the company maintains agreements with executives that contain excise tax gross-up provisions and excessive severance basis.
Middlesex Water Company	05/23/2022	Management	6	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Midland States Bancorp, Inc.	05/02/2022	Management	1	Yes	Elect Director R. Dean Bingham	For	Against	Against	Against		A vote AGAINST director nominees R. Dean Bingham, Jerry McDaniel, and Jeffrey McDonnell is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Midland States Bancorp, Inc.	05/02/2022	Management	2	Yes	Elect Director Jerry L. McDaniel	For	Against	Against	Against		A vote AGAINST director nominees R. Dean Bingham, Jerry McDaniel, and Jeffrey McDonnell is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Midland States Bancorp, Inc.	05/02/2022	Management	3	Yes	Elect Director Jeffrey M. McDonnell	For	Against	Against	Against		A vote AGAINST director nominees R. Dean Bingham, Jerry McDaniel, and Jeffrey McDonnell is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Midland States Bancorp, Inc.	05/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Midland States Bancorp, Inc.	05/02/2022	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	For	For		A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
MidWestOne Financial Group, Inc.	04/28/2022	Management	1	Yes	Elect Director Janet E. Godwin	For	For	For	For		WITHHOLD votes are warranted for nominating committee chair Matthew Hayek for lack of racial/ethnic diversity on the board. WITHHOLD votes for Tracy McCormick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MidWestOne Financial Group, Inc.	04/28/2022	Management	2	Yes	Elect Director Matthew J. Hayek	For	Withhold	Withhold	Withhold		WITHHOLD votes are warranted for nominating committee chair Matthew Hayek for lack of racial/ethnic diversity on the board. WITHHOLD votes for Tracy McCormick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MidWestOne Financial Group, Inc.	04/28/2022	Management	3	Yes	Elect Director Tracy S. McCormick	For		Withhold	Withhold		WITHHOLD votes are warranted for nominating committee chair Matthew Hayek for lack of racial/ethnic diversity on the board. WITHHOLD votes for Tracy McCormick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MidWestOne Financial Group, Inc.	04/28/2022	Management	4	Yes	Elect Director Kevin W. Monson	For	For	For	For		WITHHOLD votes are warranted for nominating committee chair Matthew Hayek for lack of racial/ethnic diversity on the board. WITHHOLD votes for Tracy McCormick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MidWestOne Financial Group, Inc.	04/28/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MidWestOne Financial Group, Inc.	04/28/2022	Management	6	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mimecast Limited	03/11/2022	Management	1	Yes	Approve Scheme of Arrangement	For	For	For	For		A vote FOR this proposal is warranted in light of the reasonably thorough review of strategic alternatives and the certainty and premium implied by the all-cash offer. In addition, there is potential downside risk of non-approval given Mimecast's shares outperformance relative to peers.
Mimecast Limited	03/11/2022	Management	2	Yes	Approve Scheme of Arrangement	For	For	For	For		A vote FOR this proposal is warranted in light of the reasonably thorough review of strategic alternatives and the certainty and premium implied by the all-cash offer. In addition, there is potential downside risk of non-approval given Mimecast's shares outperformance relative to peers.
Mimecast Limited	03/11/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For		A vote FOR this proposal is warranted. Although half of all equity awards will be subject to accelerated vesting at the time of the merger, cash severance is only payable upon a qualifying termination and is reasonably based, and no NEOs are eligible for excise tax gross-ups.
Minerals Technologies Inc.	05/18/2022	Management	1	Yes	Elect Director Douglas T. Dietrich	For	For	For	For		A vote FOR the director nominees is warranted.
Minerals Technologies Inc.	05/18/2022	Management	2	Yes	Elect Director Carolyn K. Pittman	For	For	For	For		A vote FOR the director nominees is warranted.
Minerals Technologies Inc.	05/18/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Minerals Technologies Inc.	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Mirati Therapeutics, Inc.	05/12/2022	Management	1	Yes	Elect Director Charles M. Baum	For	For	For	For		WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Aaron Davis are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/12/2022	Management	2	Yes	Elect Director Bruce L.A. Carter	For	For	For	For		WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Aaron Davis are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/12/2022	Management	3	Yes	Elect Director Julie M. Cherrington	For	For	For	For		WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Aaron Davis are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/12/2022	Management	4	Yes	Elect Director Aaron I. Davis	For	For	Withhold	Withhold		WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Aaron Davis are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/12/2022	Management	5	Yes	Elect Director Henry J. Fuchs	For	For	For	For		WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Aaron Davis are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/12/2022	Management	6	Yes	Elect Director Faheem Hasnain	For	For	Withhold	Withhold		WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Aaron Davis are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/12/2022	Management	7	Yes	Elect Director Craig Johnson	For	For	For	For		WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Aaron Davis are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/12/2022	Management	8	Yes	Elect Director Maya Martinez-Davis	For	For	For	For		WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Aaron Davis are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/12/2022	Management	9	Yes	Elect Director David Meek	For	For	For	For		WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Aaron Davis are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/12/2022	Management	10	Yes	Elect Director Shalini Sharp	For	For	For	For		WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Aaron Davis are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against		A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.
Mirati Therapeutics, Inc.	05/12/2022	Management	12	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mirati Therapeutics, Inc.	05/12/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against		Votes AGAINST this proposal are warranted considering: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 14.27 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MISTRAS Group, Inc.	05/23/2022	Management	1	Yes	Elect Director Dennis Bertolotti	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/23/2022	Management	2	Yes	Elect Director Nicholas DeBenedictis	For	For	For	For		WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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MISTRAS Group, Inc.	05/23/2022	Management	3	Yes	Elect Director James J. Forese	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/23/2022	Management	4	Yes	Elect Director Richard H. Glanton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/23/2022	Management	5	Yes	Elect Director Michelle J. Lohmeier	For	For	For	For	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/23/2022	Management	6	Yes	Elect Director Charles P. Pizzi	For	For	For	For	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/23/2022	Management	7	Yes	Elect Director Manuel N. Stamatakis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/23/2022	Management	8	Yes	Elect Director Sotirios J. Vahaviolos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/23/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MISTRAS Group, Inc.	05/23/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total award.
MISTRAS Group, Inc.	05/23/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ModivCare Inc.	06/14/2022	Management	1	Yes	Elect Director Richard A. Kerley	For	For	Against	Against	Votes AGAINST Richard Kerley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ModivCare Inc.	06/14/2022	Management	2	Yes	Elect Director Stacy Saal	For	For	For	For	Votes AGAINST Richard Kerley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ModivCare Inc.	06/14/2022	Management	3	Yes	Elect Director Christopher S. Shackelton	For	For	For	For	Votes AGAINST Richard Kerley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ModivCare Inc.	06/14/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ModivCare Inc.	06/14/2022	Management	5	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: " The purchase price is reasonable;" The shares reserved is relatively conservative; and " The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
ModivCare Inc.	06/14/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Momentive Global Inc.	06/07/2022	Management	1	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Momentive Global Inc.	06/07/2022	Management	2	Yes	Elect Director Alexander J. "Zander" Lurie	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Alexander (Zander) Lurie and Dana Evan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR new director nominee Sagar Gupta is warranted.
Momentive Global Inc.	06/07/2022	Management	3	Yes	Elect Director Dana L. Evan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Alexander (Zander) Lurie and Dana Evan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR new director nominee Sagar Gupta is warranted.
Momentive Global Inc.	06/07/2022	Management	4	Yes	Elect Director Sagar Gupta	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Alexander (Zander) Lurie and Dana Evan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR new director nominee Sagar Gupta is warranted.
Momentive Global Inc.	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Momentive Global Inc.	06/07/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Momentive Global, Inc.	02/25/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Though shareholders may have preferred transaction terms that provided greater certainty of value, the sale process appears to have been arms-length, with a sufficient number of participants to generate competing bids. In light of the potential downside risk of rejecting the transaction, and the potential upside of owning 22 percent of the leading pure play cloud customer support company, a vote FOR the acquisition is warranted.
Momentive Global, Inc.	02/25/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. NEOs' potential cash severance and unvested equity awards are both double-trigger and of a reasonable basis, and no excise tax gross-ups are payable.
Momentive Global, Inc.	02/25/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
MoneyGram International, Inc.	05/05/2022	Management	1	Yes	Elect Director Antonio O. Garza	For	For	For	For	Votes AGAINST W. Bruce Turner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MoneyGram International, Inc.	05/05/2022	Management	2	Yes	Elect Director Alka Gupta	For	For	For	For	Votes AGAINST W. Bruce Turner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MoneyGram International, Inc.	05/05/2022	Management	3	Yes	Elect Director W. Alexander Holmes	For	For	For	For	Votes AGAINST W. Bruce Turner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MoneyGram International, Inc.	05/05/2022	Management	4	Yes	Elect Director Francisco Lorca	For	For	For	For	Votes AGAINST W. Bruce Turner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MoneyGram International, Inc.	05/05/2022	Management	5	Yes	Elect Director Michael P. Rafferty	For	For	For	For	Votes AGAINST W. Bruce Turner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MoneyGram International, Inc.	05/05/2022	Management	6	Yes	Elect Director Julie E. Silcock	For	For	For	For	Votes AGAINST W. Bruce Turner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MoneyGram International, Inc.	05/05/2022	Management	7	Yes	Elect Director W. Bruce Turner	For	For	Against	Against	Votes AGAINST W. Bruce Turner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MoneyGram International, Inc.	05/05/2022	Management	8	Yes	Elect Director Peggy Vaughan	For	For	For	For	Votes AGAINST W. Bruce Turner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MoneyGram International, Inc.	05/05/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
MoneyGram International, Inc.	05/05/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MoneyGram International, Inc.	05/23/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. The company conducted a thorough sales process over the course of three years, ultimately resulting in an \$11.00 per share purchase price, which represents a 23 percent premium to the MGI share price at announcement, and a 50 percent premium to the share price on the unaffected date. Additionally, the all-cash consideration provides shareholders with liquidity and certainty of value, and there is downside risk of non-approval, evidenced by outperformance relative to industry and market indices since the announcement.



B.1.a										
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			Voting Policy Rationale							
MoneyGram International, Inc.	05/23/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although cash severance is double trigger and of a reasonable basis, outstanding equity will auto-accelerate at the time of merger, including a recent grant made in 2022. Accelerating recently granted equity without prorating the value of the grant is particularly concerning.
MoneyGram International, Inc.	05/23/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Moog Inc.	02/08/2022	Management	1	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Morphic Holding, Inc.	06/08/2022	Management	1	Yes	Elect Director Martin Edwards	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Praveen Tipirneni and Martin Edwards due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Martin Edwards are further warranted for serving as a director on more than four public company boards. A vote FOR Nisha Nanda is warranted.
Morphic Holding, Inc.	06/08/2022	Management	2	Yes	Elect Director Nisha Nanda	For	For	For	For	WITHHOLD votes are warranted for incumbent directors Praveen Tipirneni and Martin Edwards due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Martin Edwards are further warranted for serving as a director on more than four public company boards. A vote FOR Nisha Nanda is warranted.
Morphic Holding, Inc.	06/08/2022	Management	3	Yes	Elect Director Praveen P. Tipirneni	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Praveen Tipirneni and Martin Edwards due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Martin Edwards are further warranted for serving as a director on more than four public company boards. A vote FOR Nisha Nanda is warranted.
Morphic Holding, Inc.	06/08/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Morphic Holding, Inc.	06/08/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Morphic Holding, Inc.	06/08/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Morphic Holding, Inc.	06/08/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 34.49 percent is excessive. * The plan administrator may provide loans to exercise awards. * The plan has an automatic share replenishment feature. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Movado Group, Inc.	06/23/2022	Management	1	Yes	Elect Director Peter A. Bridgman	For	For	For	For	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isseman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isseman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Movado Group, Inc.	06/23/2022	Management	2	Yes	Elect Director Alex Grinberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isseman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isseman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Movado Group, Inc.	06/23/2022	Management	3	Yes	Elect Director Efraim Grinberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isseman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isseman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Movado Group, Inc.	06/23/2022	Management	4	Yes	Elect Director Alan H. Howard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isseman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isseman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Movado Group, Inc.	06/23/2022	Management	5	Yes	Elect Director Richard Isseman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isseman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isseman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Movado Group, Inc.	06/23/2022	Management	6	Yes	Elect Director Ann Kirschner	For	For	For	For	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isseman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isseman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Movado Group, Inc.	06/23/2022	Management	7	Yes	Elect Director Maya Peterson	For	For	For	For	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isseman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isseman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Movado Group, Inc.	06/23/2022	Management	8	Yes	Elect Director Stephen Sadove	For	For	For	For	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg and Richard Isseman are warranted for lack of a majority independent board. WITHHOLD votes for Alan Howard and Richard Isseman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Movado Group, Inc.	06/23/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Movado Group, Inc.	06/23/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted in light of the unmitigated pay-for-performance misalignment. Although the funding pool is based on a pre-set financial metric, annual bonus payouts are determined at the discretion of the committee and the CEO received a bonus award of relatively significant magnitude. In addition, long-term incentive awards remained entirely time-vesting, resulting in a compensation program for which pay is predominantly not linked to objective performance measures. The CEO's large life insurance perquisite and the provision that allows for single-trigger vesting of equity upon a change in control raise further
Movado Group, Inc.	06/23/2022	Management	11	Yes	Amend Deferred Compensation Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The plan does not allow for repricing of stock options without prior shareholder approval; and * The equity burn rate is reasonable.
Mr. Cooper Group Inc.	05/19/2022	Management	1	Yes	Elect Director Jay Bray	For	For	For	For	A vote FOR the director nominees is warranted.
Mr. Cooper Group Inc.	05/19/2022	Management	2	Yes	Elect Director Busv Burr	For	For	For	For	A vote FOR the director nominees is warranted.
Mr. Cooper Group Inc.	05/19/2022	Management	3	Yes	Elect Director Roy Guthrie	For	For	For	For	A vote FOR the director nominees is warranted.
Mr. Cooper Group Inc.	05/19/2022	Management	4	Yes	Elect Director Daniela Jorge	For	For	For	For	A vote FOR the director nominees is warranted.
Mr. Cooper Group Inc.	05/19/2022	Management	5	Yes	Elect Director Michael Malone	For	For	For	For	A vote FOR the director nominees is warranted.
Mr. Cooper Group Inc.	05/19/2022	Management	6	Yes	Elect Director Shveta Mulumdar	For	For	For	For	A vote FOR the director nominees is warranted.
Mr. Cooper Group Inc.	05/19/2022	Management	7	Yes	Elect Director Tagar Olson	For	For	For	For	A vote FOR the director nominees is warranted.
Mr. Cooper Group Inc.	05/19/2022	Management	8	Yes	Elect Director Steven Scheiwe	For	For	For	For	A vote FOR the director nominees is warranted.
Mr. Cooper Group Inc.	05/19/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While CEO pay and company performance were aligned for the year in review, a former NEO received a sizable severance payout for voluntary termination of employment.
Mr. Cooper Group Inc.	05/19/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MRC Global Inc.	05/05/2022	Management	1	Yes	Elect Director Deborah G. Adams	For	For	For	For	WITHHOLD votes for Leonard Anthony and Cornelis Linse are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/05/2022	Management	2	Yes	Elect Director Leonard M. Anthony	For	For	Withhold	Withhold	WITHHOLD votes for Leonard Anthony and Cornelis Linse are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/05/2022	Management	3	Yes	Elect Director George J. Daminis	For	For	For	For	WITHHOLD votes for Leonard Anthony and Cornelis Linse are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/05/2022	Management	4	Yes	Elect Director Barbara J. Duganier	For	For	For	For	WITHHOLD votes for Leonard Anthony and Cornelis Linse are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/05/2022	Management	5	Yes	Elect Director Ronald L. Jadin	For	For	For	For	WITHHOLD votes for Leonard Anthony and Cornelis Linse are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/05/2022	Management	6	Yes	Elect Director Cornelis A. Linse	For	For	Withhold	Withhold	WITHHOLD votes for Leonard Anthony and Cornelis Linse are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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## Dimensional Fund Advisors - Proxy Votes - January through June 2022 Compared to ISS and Pulic Fund Policy Recommendations

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy		Vote Instruction	Voting Policy Rationale	
								Recommendation	Recommendation			
Murphy USA Inc.	05/05/2022	Management	4	Yes	Elect Director Rosemary L. Turner	For	For	For	For	For	WITHOLD votes for incumbent governance committee members Robert Madison Murphy and David Miller are warranted, due to the board's unilateral amendment of the company's bylaws to include that the sole and exclusive forum to resolve actions arising under the Securities Act of 1933 will be the federal district courts of the United States. Votes FOR the remaining director nominees are warranted.	
Murphy USA Inc.	05/05/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal as pay and performance are reasonably aligned.	
Murphy USA Inc.	05/05/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Murphy USA Inc.	05/05/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
MVB Financial Corp.	05/17/2022	Management	1	Yes	Elect Director Daniel W. Holt	For	For	For	For	For	A vote FOR all director nominees is warranted.	
MVB Financial Corp.	05/17/2022	Management	2	Yes	Elect Director Gary A. LeDonne	For	For	For	For	For	A vote FOR all director nominees is warranted.	
MVB Financial Corp.	05/17/2022	Management	3	Yes	Elect Director Lindsay A. Slader	For	For	For	For	For	A vote FOR all director nominees is warranted.	
MVB Financial Corp.	05/17/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
MVB Financial Corp.	05/17/2022	Management	5	Yes	Ratify Dixon Hughes Goodman LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.	
MVB Financial Corp.	05/17/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.11 percent is excessive; * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The company's three-year average burn rate is excessive.	
Myers Industries, Inc.	04/28/2022	Management	1	Yes	Elect Director Yvette Dapremont Bright	For	For	For	For	For	Votes AGAINST Sarah Coffin and William (Bill) Foley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Myers Industries, Inc.	04/28/2022	Management	2	Yes	Elect Director Sarah R. Coffin	For	For	Against	Against	Against	Votes AGAINST Sarah Coffin and William (Bill) Foley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Myers Industries, Inc.	04/28/2022	Management	3	Yes	Elect Director Ronald M. De Feo	For	For	For	For	For	Votes AGAINST Sarah Coffin and William (Bill) Foley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Myers Industries, Inc.	04/28/2022	Management	4	Yes	Elect Director William A. Foley	For	For	Against	Against	Against	Votes AGAINST Sarah Coffin and William (Bill) Foley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Myers Industries, Inc.	04/28/2022	Management	5	Yes	Elect Director Jeffrey Kramer	For	For	For	For	For	Votes AGAINST Sarah Coffin and William (Bill) Foley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Myers Industries, Inc.	04/28/2022	Management	6	Yes	Elect Director F. Jack Liebau, Jr.	For	For	For	For	For	Votes AGAINST Sarah Coffin and William (Bill) Foley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Myers Industries, Inc.	04/28/2022	Management	7	Yes	Elect Director Bruce M. Lisman	For	For	For	For	For	Votes AGAINST Sarah Coffin and William (Bill) Foley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Myers Industries, Inc.	04/28/2022	Management	8	Yes	Elect Director Lori Lutey	For	For	For	For	For	Votes AGAINST Sarah Coffin and William (Bill) Foley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Myers Industries, Inc.	04/28/2022	Management	9	Yes	Elect Director Michael McGaugh	For	For	For	For	For	Votes AGAINST Sarah Coffin and William (Bill) Foley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Myers Industries, Inc.	04/28/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	
Myers Industries, Inc.	04/28/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
MYR Group Inc.	04/21/2022	Management	1	Yes	Elect Director Bradley T. Favreau	For	For	For	For	For	Votes AGAINST William (Bill) Patterson are warranted for serving as a non-independent member of a key board committee. A vote FOR Bradley T. Favreau is warranted.	
MYR Group Inc.	04/21/2022	Management	2	Yes	Elect Director William D. Patterson	For	For	Against	Against	Against	Votes AGAINST William (Bill) Patterson are warranted for serving as a non-independent member of a key board committee. A vote FOR Bradley T. Favreau is warranted.	
MYR Group Inc.	04/21/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
MYR Group Inc.	04/21/2022	Management	4	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Myriad Genetics, Inc.	06/02/2022	Management	1	Yes	Elect Director Paul J. Diaz	For	For	For	For	For	Votes AGAINST Heinrich (Heiner) Dreismann are also warranted for serving as a non-independent member of a key board committee. A vote FOR Colleen F. Reitan is warranted.	
Myriad Genetics, Inc.	06/02/2022	Management	2	Yes	Elect Director Heiner Dreismann	For	For	Against	Against	Against	Votes AGAINST Heinrich (Heiner) Dreismann are also warranted for serving as a non-independent member of a key board committee. A vote FOR Colleen F. Reitan is warranted.	
Myriad Genetics, Inc.	06/02/2022	Management	3	Yes	Elect Director Colleen F. Reitan	For	For	For	For	For	Votes AGAINST Heinrich (Heiner) Dreismann are also warranted for serving as a non-independent member of a key board committee. A vote FOR Colleen F. Reitan is warranted.	
Myriad Genetics, Inc.	06/02/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Myriad Genetics, Inc.	06/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Myriad Genetics, Inc.	06/02/2022	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.	
Nabors Industries Ltd.	06/07/2022	Management	1	Yes	Elect Director Tanya S. Beder	For	For	For	For	For	WITHOLD votes for John Yearwood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Nabors Industries Ltd.	06/07/2022	Management	2	Yes	Elect Director Anthony R. Chase	For	For	For	For	For	WITHOLD votes for John Yearwood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Nabors Industries Ltd.	06/07/2022	Management	3	Yes	Elect Director James R. Crane	For	For	For	For	For	WITHOLD votes for John Yearwood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Nabors Industries Ltd.	06/07/2022	Management	4	Yes	Elect Director John P. Kotts	For	For	For	For	For	WITHOLD votes for John Yearwood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Nabors Industries Ltd.	06/07/2022	Management	5	Yes	Elect Director Michael C. Linn	For	For	For	For	For	WITHOLD votes for John Yearwood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Nabors Industries Ltd.	06/07/2022	Management	6	Yes	Elect Director Anthony G. Petrello	For	For	For	For	For	WITHOLD votes for John Yearwood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Nabors Industries Ltd.	06/07/2022	Management	7	Yes	Elect Director John Yearwood	For	For	Withhold	Withhold	Withhold	WITHOLD votes for John Yearwood are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Nabors Industries Ltd.	06/07/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Nabors Industries Ltd.	06/07/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Despite additional supplemental disclosure, the committee demonstrated only limited responsiveness following last year's failed say-on-pay vote. Further, pay-for-performance concerns are again raised for the year in review. While annual incentives were entirely based on a financial metric, annual bonuses were paid out above target despite the financial target being set lower than FY20's achieved performance. Further, although long-term incentives are entirely performance-based, with improved disclosure of performance targets, the majority of awards use just a one-year performance period. The awards also lack disclosure of threshold and maximum goals, limiting investors' ability to assess the potential performance and vesting ranges. This portion of the grants was then earned near maximum level. Moreover, concerns are raised with respect to change-in-control arrangements that provide for a modified single trigger severance and automatic equity vesting acceleration, and the absence of several risk mitigators in the company's executive pay program.	
Nabors Industries Ltd.	06/07/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because: * There is an equity-related pay-for-performance disconnect. * The equity granted to the named executives	

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NACCO Industries, Inc.	05/18/2022	Management	1	Yes	Elect Director J.C. Butler, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	2	Yes	Elect Director John S. Dalrymple, III	For	For	For	For	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	3	Yes	Elect Director John P. Jumper	For	For	For	For	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	4	Yes	Elect Director Dennis W. LaBarre	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	5	Yes	Elect Director Michael S. Miller	For	For	For	For	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	6	Yes	Elect Director Richard de J. Osborne	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	7	Yes	Elect Director Alfred M. Rankin, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	8	Yes	Elect Director Matthew M. Rankin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	9	Yes	Elect Director Roger F. Rankin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	10	Yes	Elect Director Lori J. Robinson	For	For	For	For	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	11	Yes	Elect Director Robert S. Shapard	For	For	For	For	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	12	Yes	Elect Director Britton T. Taplin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., Dennis LaBarre, Richard Osborne, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis LaBarre and Richard Osborne are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/18/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted at this time.
NACCO Industries, Inc.	05/18/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NanoString Technologies, Inc.	06/17/2022	Management	1	Yes	Elect Director Dana Rollison	For	For	For	For	WITHHOLD votes for William Young are warranted for serving as a non-independent member of a key board committee. A vote FOR Dana Rollison is warranted.
NanoString Technologies, Inc.	06/17/2022	Management	2	Yes	Elect Director William D. Young	For	For	Withhold	Withhold	WITHHOLD votes for William Young are warranted for serving as a non-independent member of a key board committee. A vote FOR Dana Rollison is warranted.
NanoString Technologies, Inc.	06/17/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
NanoString Technologies, Inc.	06/17/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following adjustments made last year to the FY19 equity grants, the committee then also adjusted goals for the FY20-21 grants. While the changes to goals for the FY19 awards cited both the COVID-19 pandemic and a corporate transaction, adjustments made in FY21 were only pandemic-related. Investors may question the decision to make consecutive adjustments to long-term incentive awards, particularly as those adjustments have contributed to a pay-for-performance misalignment for the year in review. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
NanoString Technologies, Inc.	06/17/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.39 percent is excessive. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NanoString Technologies, Inc.	06/17/2022	Shareholder	6	Yes	Declassify the Board of Directors	None	For	For	For	A vote FOR this proposal is warranted because the declassification would enhance board accountability.



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
National Bank Holdings Corporation	05/03/2022	Management	1	Yes	Elect Director Ralph W. Clermont	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers, Micho Spring and Burney Warren III are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean, Micho Spring and Burney Warren III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/03/2022	Management	2	Yes	Elect Director Robert E. Dean	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers, Micho Spring and Burney Warren III are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean, Micho Spring and Burney Warren III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/03/2022	Management	3	Yes	Elect Director Alka Gupta	For	For	For	For	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers, Micho Spring and Burney Warren III are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean, Micho Spring and Burney Warren III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/03/2022	Management	4	Yes	Elect Director Fred J. Joseph	For	For	For	For	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers, Micho Spring and Burney Warren III are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean, Micho Spring and Burney Warren III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/03/2022	Management	5	Yes	Elect Director G. Timothy Laney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers, Micho Spring and Burney Warren III are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean, Micho Spring and Burney Warren III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/03/2022	Management	6	Yes	Elect Director Patrick G. Sobers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers, Micho Spring and Burney Warren III are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean, Micho Spring and Burney Warren III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/03/2022	Management	7	Yes	Elect Director Micho F. Spring	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers, Micho Spring and Burney Warren III are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean, Micho Spring and Burney Warren III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/03/2022	Management	8	Yes	Elect Director Burney S. Warren, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers, Micho Spring and Burney Warren III are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean, Micho Spring and Burney Warren III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/03/2022	Management	9	Yes	Elect Director Art Zeile	For	For	For	For	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers, Micho Spring and Burney Warren III are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean, Micho Spring and Burney Warren III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/03/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Bank Holdings Corporation	05/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
National Bankshares, Inc.	05/10/2022	Management	1	Yes	Elect Director F. Brad Denardo	For	For	Against	Against	Votes AGAINST non-independent nominee F. Brad Denardo are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
National Bankshares, Inc.	05/10/2022	Management	2	Yes	Elect Director John E. Dooley	For	For	For	For	Votes AGAINST non-independent nominee F. Brad Denardo are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
National Bankshares, Inc.	05/10/2022	Management	3	Yes	Elect Director Norman V. Fitzwater, III	For	For	For	For	Votes AGAINST non-independent nominee F. Brad Denardo are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
National Bankshares, Inc.	05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although half of the other NEOs' annual incentives continues to be based on individual performance and the company has not provided a rationale for its decision to not utilize a long-term incentive program, the CEO's annual incentive remains to be based pre-dominantly on a pre-set financial metric, and payouts were earned below target aligned with company performance.
National Bankshares, Inc.	05/10/2022	Management	5	Yes	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Fuel Gas Company	03/10/2022	Management	1	Yes	Elect Director David C. Carroll	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/10/2022	Management	2	Yes	Elect Director Steven C. Finch	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/10/2022	Management	3	Yes	Elect Director Joseph N. Jaggers	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/10/2022	Management	4	Yes	Elect Director David F. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
National Fuel Gas Company	03/10/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National HealthCare Corporation	05/05/2022	Management	1	Yes	Elect Director Stephen F. Flatt	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Flatt and Richard LaRoche Jr. are warranted for lack of majority independent board. Votes AGAINST Richard LaRoche Jr. are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Richard LaRoche Jr. are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Sandra Y. Trail is warranted.
National HealthCare Corporation	05/05/2022	Management	2	Yes	Elect Director Richard F. LaRoche	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Flatt and Richard LaRoche Jr. are warranted for lack of majority independent board. Votes AGAINST Richard LaRoche Jr. are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Richard LaRoche Jr. are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Sandra Y. Trail is warranted.
National HealthCare Corporation	05/05/2022	Management	3	Yes	Elect Director Sandra Y. Trail	For	For	For	For	Votes AGAINST non-independent nominees Stephen Flatt and Richard LaRoche Jr. are warranted for lack of majority independent board. Votes AGAINST Richard LaRoche Jr. are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Richard LaRoche Jr. are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Sandra Y. Trail is warranted.
National Instruments Corporation	05/10/2022	Management	1	Yes	Elect Director James E. Cashman, III	For	For	For	For	A vote FOR the director nominees is warranted.
National Instruments Corporation	05/10/2022	Management	2	Yes	Elect Director Liam K. Griffin	For	For	For	For	A vote FOR the director nominees is warranted.
National Instruments Corporation	05/10/2022	Management	3	Yes	Elect Director Eric H. Starkloff	For	For	For	For	A vote FOR the director nominees is warranted.
National Instruments Corporation	05/10/2022	Management	4	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
National Instruments Corporation	05/10/2022	Management	5	Yes	Approve Restricted Stock Plan	For	For	For	For	A vote FOR this equity incentive plan is warranted.
National Instruments Corporation	05/10/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.
National Instruments Corporation	05/10/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Presto Industries, Inc.	05/17/2022	Management	1	Yes	Elect Director Richard N. Cardozo	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee members Richard Cardozo and Patrick Quinn for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Richard Cardozo and Patrick Quinn are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of a "say-on-pay" proposal on ballot, WITHHOLD votes for compensation committee members Richard Cardozo and Patrick Quinn are further warranted in light of the company's problematic compensation practices, including the auto-accelerated vesting of equity upon a change in control, absence of several risk-mitigating policies, and lack of any performance-contingent pay elements for equity awards.

						Management Recommendation		ISS Recommendation		Voting Policy Recommendation		Vote		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text									Voting Policy Rationale
National Presto Industries, Inc.	05/17/2022	Management	2	Yes	Elect Director Patrick J. Quinn	For	Withhold	Withhold	Withhold	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee members Richard Cardozo and Patrick Quinn for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Richard Cardozo and Patrick Quinn are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. In the absence of a "say-on-pay" proposal on ballot, WITHHOLD votes for compensation committee members Richard Cardozo and Patrick Quinn are further warranted in light of the company's problematic compensation practices, including the auto-accelerated vesting of equity upon a change in control, absence of several risk-mitigating policies, and lack of any performance-contingent pay elements for equity awards.
National Presto Industries, Inc.	05/17/2022	Management	3	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
National Western Life Group, Inc.	06/17/2022	Management	1	Yes	Elect Director David S. Boone	For	Withhold	Withhold	Withhold	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Elvin (Jere) Pederson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair David Boone are warranted for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members David Boone and Elvin (Jere) Pederson are further warranted due to an unmitigated pay-for-performance misalignment. Concerns are also raised with respect to the multiple outsized peers included in the company's self-selected peer group, the automatic accelerated equity vesting upon a change-in-control, and the company's lack of risk mitigating provisions. A vote FOR Todd M. Wallace is warranted.
National Western Life Group, Inc.	06/17/2022	Management	2	Yes	Elect Director E. J. Pederson	For	Withhold	Withhold	Withhold	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Elvin (Jere) Pederson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair David Boone are warranted for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members David Boone and Elvin (Jere) Pederson are further warranted due to an unmitigated pay-for-performance misalignment. Concerns are also raised with respect to the multiple outsized peers included in the company's self-selected peer group, the automatic accelerated equity vesting upon a change-in-control, and the company's lack of risk mitigating provisions. A vote FOR Todd M. Wallace is warranted.
National Western Life Group, Inc.	06/17/2022	Management	3	Yes	Elect Director Todd M. Wallace	For	For	For	For	For	For	For	For	WITHHOLD votes for non-independent nominee Elvin (Jere) Pederson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair David Boone are warranted for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for incumbent Compensation Committee members David Boone and Elvin (Jere) Pederson are further warranted due to an unmitigated pay-for-performance misalignment. Concerns are also raised with respect to the multiple outsized peers included in the company's self-selected peer group, the automatic accelerated equity vesting upon a change-in-control, and the company's lack of risk mitigating provisions. A vote FOR Todd M. Wallace is warranted.
National Western Life Group, Inc.	06/17/2022	Management	4	Yes	Ratify BKD, LLP as Auditors	For	For	For	For	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Natural Gas Services Group, Inc.	06/16/2022	Management	1	Yes	Elect Director John W. Chisholm	For	For	For	For	For	For	For	For	A vote FOR John Chisholm is warranted.
Natural Gas Services Group, Inc.	06/16/2022	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Against	Against	Against	Against	The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal. In addition, the pay-for-performance misalignment is mitigated at this time. The CEO's salary and target bonus were relatively high, but concerns with respect to equity awards have been addressed for fiscal 2022. However, a vote AGAINST this proposal is warranted because of a problematic pay practice. The company will pay sizable severance to the CEO next year upon his retirement, that does not appear to be involuntary.
Natural Gas Services Group, Inc.	06/16/2022	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Natural Gas Services Group, Inc.	06/16/2022	Management	4	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Natural Grocers by Vitamin Cottage, Inc.	03/02/2022	Management	1	Yes	Elect Director Elizabeth Isely	For	Withhold	Withhold	Withhold	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Elizabeth Isely are warranted for lack of a majority independent board and for the board's lack of a formal nominating committee. WITHHOLD votes are warranted for incumbent director nominees Richard Halle and Elizabeth Isely for lack of diversity on the board.
Natural Grocers by Vitamin Cottage, Inc.	03/02/2022	Management	2	Yes	Elect Director Richard Halle	For	Withhold	Withhold	Withhold	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Elizabeth Isely are warranted for lack of a majority independent board and for the board's lack of a formal nominating committee. WITHHOLD votes are warranted for incumbent director nominees Richard Halle and Elizabeth Isely for lack of diversity on the board.
Natural Grocers by Vitamin Cottage, Inc.	03/02/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	Against	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nature's Sunshine Products, Inc.	05/04/2022	Management	1	Yes	Elect Director Curtis Kopf	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/04/2022	Management	2	Yes	Elect Director Terrence O. Moorehead	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/04/2022	Management	3	Yes	Elect Director Richard D. Moss	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/04/2022	Management	4	Yes	Elect Director Tess Roering	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/04/2022	Management	5	Yes	Elect Director Mary Beth Springer	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/04/2022	Management	6	Yes	Elect Director Robert D. Straus	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/04/2022	Management	7	Yes	Elect Director J. Christopher Teets	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/04/2022	Management	8	Yes	Elect Director Heidi Wissmiller	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/04/2022	Management	9	Yes	Elect Director Shirley Wu	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/04/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Nature's Sunshine Products, Inc.	05/04/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	Against	Against	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Natus Medical Incorporated	06/15/2022	Management	1	Yes	Elect Director Ilan Daskal	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Natus Medical Incorporated	06/15/2022	Management	2	Yes	Elect Director Eric J. Guerin	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Natus Medical Incorporated	06/15/2022	Management	3	Yes	Elect Director Lisa Wipperman Heine	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Natus Medical Incorporated	06/15/2022	Management	4	Yes	Elect Director Joshua H. Levine	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Natus Medical Incorporated	06/15/2022	Management	5	Yes	Elect Director Bryant M. Moore	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Natus Medical Incorporated	06/15/2022	Management	6	Yes	Elect Director Alice D. Schroeder	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Natus Medical Incorporated	06/15/2022	Management	7	Yes	Elect Director Thomas J. Sullivan	For	For	For	For	For	For	For	For	A vote FOR all director nominees is warranted.
Natus Medical Incorporated	06/15/2022	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Natus Medical Incorporated	06/15/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The payment of severance and equity award vesting acceleration upon the former CEO's separation, which was described as a resignation, is problematic. Severance is appropriate only for involuntary or constructive job loss. Investors expect clear and forthright disclosure around the nature of an executive's termination and how the board determined to pay severance.
Natus Medical Incorporated	06/15/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	Against	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NBT Bancorp Inc.	05/17/2022	Management	1	Yes	Elect Director John H. Watt, Jr.	For	For	Against	Against	Against	Against	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	2	Yes	Elect Director Martin A. Dietrich	For	For	Against	Against	Against	Against	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	3	Yes	Elect Director Johanna R. Ames	For	For	For	For	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

						Management	ISS	Voting Policy	B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommend ation	Recommend ation	Recommend ation	Vote Instruction	Voting Policy Rationale
NBT Bancorp Inc.	05/17/2022	Management	4	Yes	Elect Director J. David Brown	For		For	For	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	5	Yes	Elect Director Timothy E. Delaney	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	6	Yes	Elect Director James H. Douglas	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	7	Yes	Elect Director Heidi M. Hoeller	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	8	Yes	Elect Director Andrew S. Kowalczyk, III	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	9	Yes	Elect Director V. Daniel Robinson, II	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	10	Yes	Elect Director Matthew J. Salanger	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	11	Yes	Elect Director Joseph A. Santangelo	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	12	Yes	Elect Director Lowell A. Seifter	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	13	Yes	Elect Director Jack H. Webb	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are warranted for lack of a majority independent board. Votes AGAINST Timothy Delaney, James Douglas, Andrew Kowalczyk III, V. Daniel Robinson II, Matthew Salanger and Joseph Santangelo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/17/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
NBT Bancorp Inc.	05/17/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NCR Corporation	05/06/2022	Management	1	Yes	Elect Director Mark W. Begor	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	2	Yes	Elect Director Gregory Blank	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	3	Yes	Elect Director Catherine L. Burke	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	4	Yes	Elect Director Deborah A. Farrington	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	5	Yes	Elect Director Michael D. Hayford	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	6	Yes	Elect Director Georgette D. Kiser	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	7	Yes	Elect Director Kirk T. Larsen	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	8	Yes	Elect Director Frank R. Martire	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	9	Yes	Elect Director Martin Mucci	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	10	Yes	Elect Director Laura J. Sen	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	11	Yes	Elect Director Glenn W. Welling	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft perquisite to the CEO.
NCR Corporation	05/06/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NCR Corporation	05/06/2022	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms, the proposal applies only to future severance arrangements, leaving current agreements unaffected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Neenah, Inc.	05/19/2022	Management	1	Yes	Elect Director Shruti Singhal	For	For	For	For	Votes AGAINST governance committee member Tony Thene are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR Shruti Singhal is warranted.
Neenah, Inc.	05/19/2022	Management	2	Yes	Elect Director Tony R. Thene	For	For	For	For	Votes AGAINST governance committee member Tony Thene are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR Shruti Singhal is warranted.
Neenah, Inc.	05/19/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Neenah, Inc.	05/19/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Neenah, Inc.	06/29/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the sound strategic rationale and anticipated synergies.
Neenah, Inc.	06/29/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. NEOs' potential cash severance and unvested equity awards are both double-trigger and of a reasonable basis. There are some concerns raised by the company reserving the right to pay excise tax gross-ups, although they are not estimated to be paid in the golden parachute table.
Neenah, Inc.	06/29/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
Nektar Therapeutics	06/08/2022	Management	1	Yes	Elect Director Diana M. Brainard	For	For	For	For	Votes AGAINST non-independent nominee R. Scott Greer are warranted for lack of a majority independent board and for serving as a non-independent member of key board committees. A vote FOR Diana M. Brainard is warranted.
Nektar Therapeutics	06/08/2022	Management	2	Yes	Elect Director R. Scott Greer	For	For	Against	Against	Votes AGAINST non-independent nominee R. Scott Greer are warranted for lack of a majority independent board and for serving as a non-independent member of key board committees. A vote FOR Diana M. Brainard is warranted.
Nektar Therapeutics	06/08/2022	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Nektar Therapeutics	06/08/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nektar Therapeutics	06/08/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The annual incentive and equity awards were largely based on performance measures, though certain disclosures could be improved. In addition, base salaries for certain NEOs remain high relative to peer company CEOs.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommend	Recommend	Recommend		
Nelnet, Inc.	05/19/2022	Management	1	Yes	Elect Director William R. Cintani	For	For	For	For	Votes AGAINST non-independent nominee Kimberly Rath are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST Adam Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR William R. Cintani is warranted.
Nelnet, Inc.	05/19/2022	Management	2	Yes	Elect Director Adam K. Peterson	For	For	Against	Against	Votes AGAINST non-independent nominee Kimberly Rath are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST Adam Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR William R. Cintani is warranted.
Nelnet, Inc.	05/19/2022	Management	3	Yes	Elect Director Kimberly K. Rath	For	For	Against	Against	Votes AGAINST non-independent nominee Kimberly Rath are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST Adam Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR William R. Cintani is warranted.
Nelnet, Inc.	05/19/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nelnet, Inc.	05/19/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Nelnet, Inc.	05/19/2022	Management	6	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
NeoGenomics, Inc.	06/02/2022	Management	1	Yes	Elect Director Lynn A. Tetrault	For	For	For	For	WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
NeoGenomics, Inc.	06/02/2022	Management	2	Yes	Elect Director Bruce K. Crowther	For	For	For	For	WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
NeoGenomics, Inc.	06/02/2022	Management	3	Yes	Elect Director David J. Daly	For	For	For	For	WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
NeoGenomics, Inc.	06/02/2022	Management	4	Yes	Elect Director Alison L. Hannah	For	For	For	For	WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
NeoGenomics, Inc.	06/02/2022	Management	5	Yes	Elect Director Stephen M. Kanovsky	For	For	For	For	WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
NeoGenomics, Inc.	06/02/2022	Management	6	Yes	Elect Director Michael A. Kelly	For	For	Withhold	Withhold	WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
NeoGenomics, Inc.	06/02/2022	Management	7	Yes	Elect Director Rachel A. Stahler	For	For	For	For	WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
NeoGenomics, Inc.	06/02/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the company's adjustment of its annual incentive calculation resulted to below-target average executive payouts, the replacement of one-time PSUs with larger time-vesting restricted stock awards is cause for concern.
NeoGenomics, Inc.	06/02/2022	Management	9	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
NeoGenomics, Inc.	06/02/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
NeoPhotonics Corporation	02/01/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The company made an effort to involve other bidders in its market check process, but ultimately was not successful. However, the consideration represents a premium to the five-year closing high, the valuation is reasonable, and the cash form of consideration provides certainty of value and liquidity. On balance, support FOR the transaction is warranted.
NeoPhotonics Corporation	02/01/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no tax gross-ups are payable. In addition, outstanding equity awards will only accelerate upon a qualifying termination.
NeoPhotonics Corporation	02/01/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
NeoPhotonics Corporation	06/02/2022	Management	1	Yes	Elect Director Kimberly Y. Chainey	For	For	For	For	A vote FOR all director nominees is warranted.
NeoPhotonics Corporation	06/02/2022	Management	2	Yes	Elect Director Rajiv Ramaswami	For	For	For	For	A vote FOR all director nominees is warranted.
NeoPhotonics Corporation	06/02/2022	Management	3	Yes	Elect Director Ihab Tarazi	For	For	For	For	A vote FOR all director nominees is warranted.
NeoPhotonics Corporation	06/02/2022	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
NetSol Technologies, Inc.	06/07/2022	Management	1	Yes	Elect Director Najeeb U. Ghauri	For	For	Against	Against	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/07/2022	Management	2	Yes	Elect Director Mark Caton	For	For	Against	Against	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/07/2022	Management	3	Yes	Elect Director Malea Farsai	For	For	Against	Against	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/07/2022	Management	4	Yes	Elect Director Henry Tolentino	For	For	For	For	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/07/2022	Management	5	Yes	Elect Director Syed Kausar Kazmi	For	For	For	For	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/07/2022	Management	6	Yes	Ratify BF Borgers CPA PC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
NetSol Technologies, Inc.	06/07/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: * The company maintains employment agreements with certain executives that provide for excessive severance multiple and excise tax gross-ups on change in control severance. * The company provided sizable perquisites to the CEO. * The company lacks risk mitigating features such as a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
Neuronetics, Inc.	05/26/2022	Management	1	Yes	Elect Director John Bakewell	For	For	For	For	WITHHOLD votes are warranted for Wilfred Jaeger and Bruce Shook for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Bruce Shook and Sheryl Conley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Bruce Shook for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/26/2022	Management	2	Yes	Elect Director Robert A. Cascella	For	For	For	For	WITHHOLD votes are warranted for Wilfred Jaeger and Bruce Shook for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Bruce Shook and Sheryl Conley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Bruce Shook for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/26/2022	Management	3	Yes	Elect Director Sheryl L. Conley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Wilfred Jaeger and Bruce Shook for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Bruce Shook and Sheryl Conley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Bruce Shook for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Neuronetics, Inc.	05/26/2022	Management	4	Yes	Elect Director Wilfred E. Jaeger	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Wilfred Jaeger and Bruce Shook for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Bruce Shook and Sheryl Conley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Bruce Shook for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/26/2022	Management	5	Yes	Elect Director Glenn P. Muir	For	For	For	For	WITHHOLD votes are warranted for Wilfred Jaeger and Bruce Shook for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Bruce Shook and Sheryl Conley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Bruce Shook for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/26/2022	Management	6	Yes	Elect Director Megan Rosengarten	For	For	For	For	WITHHOLD votes are warranted for Wilfred Jaeger and Bruce Shook for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Bruce Shook and Sheryl Conley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Bruce Shook for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/26/2022	Management	7	Yes	Elect Director Bruce J. Shook	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Wilfred Jaeger and Bruce Shook for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Bruce Shook and Sheryl Conley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Bruce Shook for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/26/2022	Management	8	Yes	Elect Director Keith J. Sullivan	For	For	For	For	WITHHOLD votes are warranted for Wilfred Jaeger and Bruce Shook for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Bruce Shook and Sheryl Conley given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee chair Bruce Shook for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/26/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nevro Corp.	05/26/2022	Management	1	Yes	Elect Director D. Keith Grossman	For	For	For	For	A vote FOR the director nominees is warranted.
Nevro Corp.	05/26/2022	Management	2	Yes	Elect Director Michael DeMane	For	For	For	For	A vote FOR the director nominees is warranted.
Nevro Corp.	05/26/2022	Management	3	Yes	Elect Director Frank Fischer	For	For	For	For	A vote FOR the director nominees is warranted.
Nevro Corp.	05/26/2022	Management	4	Yes	Elect Director Sri Kosaraju	For	For	For	For	A vote FOR the director nominees is warranted.
Nevro Corp.	05/26/2022	Management	5	Yes	Elect Director Shawn T. McCormick	For	For	For	For	A vote FOR the director nominees is warranted.
Nevro Corp.	05/26/2022	Management	6	Yes	Elect Director Kevin O'Boyle	For	For	For	For	A vote FOR the director nominees is warranted.
Nevro Corp.	05/26/2022	Management	7	Yes	Elect Director Karen Prange	For	For	For	For	A vote FOR the director nominees is warranted.
Nevro Corp.	05/26/2022	Management	8	Yes	Elect Director Susan Siegel	For	For	For	For	A vote FOR the director nominees is warranted.
Nevro Corp.	05/26/2022	Management	9	Yes	Elect Director Elizabeth Weatherman	For	For	For	For	A vote FOR the director nominees is warranted.
Nevro Corp.	05/26/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nevro Corp.	05/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support for this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Nevro Corp.	05/26/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
New Jersey Resources Corporation	01/26/2022	Management	1	Yes	Elect Director Gregory E. Aliff	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Evans are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
New Jersey Resources Corporation	01/26/2022	Management	2	Yes	Elect Director Robert B. Evans	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Robert Evans are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
New Jersey Resources Corporation	01/26/2022	Management	3	Yes	Elect Director Thomas C. O'Connor	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Evans are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
New Jersey Resources Corporation	01/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
New Jersey Resources Corporation	01/26/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NewMarket Corporation	04/28/2022	Management	1	Yes	Elect Director Mark M. Gambill	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	2	Yes	Elect Director Bruce C. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	3	Yes	Elect Director Thomas E. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	4	Yes	Elect Director Patrick D. Hanley	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	5	Yes	Elect Director H. Hiter Harris, III	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	6	Yes	Elect Director James E. Rogers	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	7	Yes	Elect Director Ting Xu	For	For	For	For	Votes AGAINST non-independent nominees Thoms Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
NewMarket Corporation	04/28/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Newpark Resources, Inc.	05/19/2022	Management	1	Yes	Elect Director Anthony J. Best	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Newpark Resources, Inc.	05/19/2022	Management	2	Yes	Elect Director Matthew S. Lanigan	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Newpark Resources, Inc.	05/19/2022	Management	3	Yes	Elect Director Roderick A. Larson	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Newpark Resources, Inc.	05/19/2022	Management	4	Yes	Elect Director Michael A. Lewis	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Newpark Resources, Inc.	05/19/2022	Management	5	Yes	Elect Director Claudia M. Meer	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Newpark Resources, Inc.	05/19/2022	Management	6	Yes	Elect Director John C. Minge	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Newpark Resources, Inc.	05/19/2022	Management	7	Yes	Elect Director Rose M. Robeson	For	For	For	For	Votes FOR the director nominees are warranted at this time.

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Company Name	Meeting Date	Proponent	Proposal	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
			Sequence Number			Recommendation	Recommendation	Recommendation		
Newpark Resources, Inc.	05/19/2022	Management	8	Yes	Elect Director Donald W. Young	For	For		For	Votes FOR the director nominees are warranted at this time.
Newpark Resources, Inc.	05/19/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For		For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Newpark Resources, Inc.	05/19/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newpark Resources, Inc.	05/19/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The company's three-year average burn rate is excessive.
Newpark Resources, Inc.	05/19/2022	Management	12	Yes	Amend Non-Employee Director Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive. Moreover, the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Nexstar Media Group, Inc.	06/13/2022	Management	1	Yes	Elect Director Bernadette S. Aulestia	For	For		For	Votes AGAINST non-independent nominee Lisbeth McNabb are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nexstar Media Group, Inc.	06/13/2022	Management	2	Yes	Elect Director Dennis J. FitzSimons	For	For		For	Votes AGAINST non-independent nominee Lisbeth McNabb are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nexstar Media Group, Inc.	06/13/2022	Management	3	Yes	Elect Director C. Thomas McMillen	For	For		For	Votes AGAINST non-independent nominee Lisbeth McNabb are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nexstar Media Group, Inc.	06/13/2022	Management	4	Yes	Elect Director Lisbeth McNabb	For	For	Against	Against	Votes AGAINST non-independent nominee Lisbeth McNabb are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nexstar Media Group, Inc.	06/13/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nexstar Media Group, Inc.	06/13/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For		For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Nexstar Media Group, Inc.	06/13/2022	Management	7	Yes	Eliminate Class B and Class C Common Stock	For	For		For	A vote FOR this proposal is warranted as the charter amendment is housekeeping in nature and would not diminish the rights of shareholders.
NextDecade Corporation	06/22/2022	Management	1	Yes	Elect Director Frank Chapman	For	Against	Against	Against	AGAINST votes are warranted for nominating and governance committee member Sir Frank Chapman for the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
NextDecade Corporation	06/22/2022	Management	2	Yes	Elect Director Seokwon Ha	For	For		For	AGAINST votes are warranted for nominating and governance committee member Sir Frank Chapman for the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
NextDecade Corporation	06/22/2022	Management	3	Yes	Elect Director Giovanni Oddo	For	For		For	AGAINST votes are warranted for nominating and governance committee member Sir Frank Chapman for the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
NextDecade Corporation	06/22/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NextDecade Corporation	06/22/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The company provided limited disclosure on its annual and long-term incentive awards, which is particularly concerning as the CEO received a sizable performance-based equity award.
NextDecade Corporation	06/22/2022	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For		For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	1	Yes	Elect Director Robert W. Drummond	For	For		For	A vote FOR all director nominees is warranted.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	2	Yes	Elect Director Stuart M. Brightman	For	For		For	A vote FOR all director nominees is warranted.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	3	Yes	Elect Director Gary M. Halverson	For	For		For	A vote FOR all director nominees is warranted.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	4	Yes	Elect Director Patrick M. Murray	For	For		For	A vote FOR all director nominees is warranted.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	5	Yes	Elect Director Amy H. Nelson	For	For		For	A vote FOR all director nominees is warranted.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	6	Yes	Elect Director Melvin G. Riggs	For	For		For	A vote FOR all director nominees is warranted.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	7	Yes	Elect Director Bernardo J. Rodriguez	For	For		For	A vote FOR all director nominees is warranted.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	8	Yes	Elect Director Michael Roemer	For	For		For	A vote FOR all director nominees is warranted.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	9	Yes	Elect Director James C. Stewart	For	For		For	A vote FOR all director nominees is warranted.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	10	Yes	Elect Director Scott R. Wille	For	For		For	A vote FOR all director nominees is warranted.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NextTier Oilfield Solutions Inc.	06/14/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For		For	A vote FOR this proposal is warranted. While the CEO's FY21 long-term incentive value increased year-over-year, equity awards are granted in half performance-based equity with a multi-year performance period. Further, although PRSUs are earned based on a relative TSR metric that targets merely median performance, in a supplemental filing, the committee disclosed a cap on vesting at target should absolute TSR be negative as well as the actual vesting of FY19-21 PRSUs, which were earned at maximum based on relative performance but paid out at target due to the company's negative absolute TSR.
NGM Biopharmaceuticals, Inc.	05/18/2022	Management	1	Yes	Elect Director David V. Goeddel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees David Woodhouse, David Goeddel, and Suzanne Sawochka Hooper given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for non-independent directors David Woodhouse and David Goeddel are warranted for lack of a majority independent board. WITHHOLD votes are further warranted for David Goeddel for serving as a non-independent member of a key board
NGM Biopharmaceuticals, Inc.	05/18/2022	Management	2	Yes	Elect Director Suzanne Sawochka Hooper	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees David Woodhouse, David Goeddel, and Suzanne Sawochka Hooper given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for non-independent directors David Woodhouse and David Goeddel are warranted for lack of a majority independent board. WITHHOLD votes are further warranted for David Goeddel for serving as a non-independent member of a key board
NGM Biopharmaceuticals, Inc.	05/18/2022	Management	3	Yes	Elect Director David J. Woodhouse	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees David Woodhouse, David Goeddel, and Suzanne Sawochka Hooper given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for non-independent directors David Woodhouse and David Goeddel are warranted for lack of a majority independent board. WITHHOLD votes are further warranted for David Goeddel for serving as a non-independent member of a key board
NGM Biopharmaceuticals, Inc.	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The NEOs received discretionary bonuses and equity awards are solely time-vesting and lack performance criteria.
NGM Biopharmaceuticals, Inc.	05/18/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NGM Biopharmaceuticals, Inc.	05/18/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nicolet Bankshares, Inc.	05/09/2022	Management	1	Yes	Elect Director Marcia M. Anderson	For	For		For	WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/09/2022	Management	2	Yes	Elect Director Robert B. Atwell	For	For		For	WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/09/2022	Management	3	Yes	Elect Director Hector Colon	For	For		For	WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/09/2022	Management	4	Yes	Elect Director Michael E. Daniels	For	For		For	WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/09/2022	Management	5	Yes	Elect Director Lynn D. Davis	For	For		For	WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/09/2022	Management	6	Yes	Elect Director John N. Dykema	For	For	Withhold	Withhold	WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/09/2022	Management	7	Yes	Elect Director Christopher J. Ghidorzi	For	For		For	WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/09/2022	Management	8	Yes	Elect Director Andrew F. Hetzel, Jr.	For	For		For	WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Nicolet Bankshares, Inc.	05/09/2022	Management	9	Yes	Elect Director Ann K. Lawson	For	For	For	For
Nicolet Bankshares, Inc.	05/09/2022	Management	10	Yes	Elect Director Donald J. Long, Jr.	For	For	Withhold	Withhold
Nicolet Bankshares, Inc.	05/09/2022	Management	11	Yes	Elect Director Dustin J. McClone	For	For	For	For
Nicolet Bankshares, Inc.	05/09/2022	Management	12	Yes	Elect Director Susan L. Merkatoris	For	For	Withhold	Withhold
Nicolet Bankshares, Inc.	05/09/2022	Management	13	Yes	Elect Director Oliver Pierce Smith	For	For	For	For
Nicolet Bankshares, Inc.	05/09/2022	Management	14	Yes	Elect Director Paul D. Tobias	For	For	For	For
Nicolet Bankshares, Inc.	05/09/2022	Management	15	Yes	Elect Director Robert J. Weyers	For	For	For	For
Nicolet Bankshares, Inc.	05/09/2022	Management	16	Yes	Ratify BKD, LLP as Auditors	For	For	For	For
Nicolet Bankshares, Inc.	05/09/2022	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against
Nielsen Holdings Plc	05/17/2022	Management	1	Yes	Elect Director James A. Attwood, Jr.	For	For	Against	Against
Nielsen Holdings Plc	05/17/2022	Management	2	Yes	Elect Director Thomas H. Castro	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	3	Yes	Elect Director Guerrino De Luca	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	4	Yes	Elect Director Karen M. Hoguet	For	For	Against	Against
Nielsen Holdings Plc	05/17/2022	Management	5	Yes	Elect Director David Kenny	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	6	Yes	Elect Director Janice Marinelli Mazza	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	7	Yes	Elect Director Jonathan F. Miller	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	8	Yes	Elect Director Stephanie Plaines	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	9	Yes	Elect Director Nancy Tellem	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	10	Yes	Elect Director Lauren Zalaznick	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
Nielsen Holdings Plc	05/17/2022	Management	12	Yes	Reappoint Ernst & Young LLP as UK Statutory Auditors	For	For	Against	Against
Nielsen Holdings Plc	05/17/2022	Management	13	Yes	Authorize the Audit Committee to Fix Remuneration of UK Statutory Auditor	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	15	Yes	Approve Remuneration Report	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	16	Yes	Authorize Issue of Equity	For	For	Against	Against
Nielsen Holdings Plc	05/17/2022	Management	17	Yes	Authorize Issue of Equity without Pre-emptive Rights	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	18	Yes	Authorize Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	For
Nielsen Holdings Plc	05/17/2022	Management	19	Yes	Approve Share Repurchase Contracts and Repurchase Counterparties	For	For	For	For
NL Industries, Inc.	05/19/2022	Management	1	Yes	Elect Director Loretta J. Feehan	For	Withhold	Withhold	Withhold
NL Industries, Inc.	05/19/2022	Management	2	Yes	Elect Director Robert D. Graham	For	Withhold	Withhold	Withhold
NL Industries, Inc.	05/19/2022	Management	3	Yes	Elect Director John E. Harper	For	For	Withhold	Withhold
NL Industries, Inc.	05/19/2022	Management	4	Yes	Elect Director Meredith W. Mendes	For	For	Withhold	Withhold

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NL Industries, Inc.	05/19/2022	Management	5	Yes	Elect Director Cecil H. Moore, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Robert Graham, Cecil Moore Jr. and Thomas Stafford are warranted for the lack of a majority independent board and the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and Thomas Stafford are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and Thomas Stafford are warranted for failing to include auditor ratification on the proxy ballot.
NL Industries, Inc.	05/19/2022	Management	6	Yes	Elect Director Thomas P. Stafford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Robert Graham, Cecil Moore Jr. and Thomas Stafford are warranted for the lack of a majority independent board and the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and Thomas Stafford are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and Thomas Stafford are warranted for failing to include auditor ratification on the proxy ballot.
NL Industries, Inc.	05/19/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each NEO, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.
nLIGHT, Inc.	06/09/2022	Management	1	Yes	Elect Director Scott Keeney	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Scott Keeney and Camille Nichols are warranted given that the disclosure surrounding the removal of the classified board structure is vague and the board has not provided additional information regarding its review of the supermajority vote requirements. WITHHOLD votes for non-independent nominee Scott Keeney are warranted for lack of a majority independent board.
nLIGHT, Inc.	06/09/2022	Management	2	Yes	Elect Director Camille Nichols	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Scott Keeney and Camille Nichols are warranted given that the disclosure surrounding the removal of the classified board structure is vague and the board has not provided additional information regarding its review of the supermajority vote requirements. WITHHOLD votes for non-independent nominee Scott Keeney are warranted for lack of a majority independent board.
nLIGHT, Inc.	06/09/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
nLIGHT, Inc.	06/09/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Equity awards are predominantly time-vesting and specific goals with respect to the metrics used for the performance-based awards are not disclosed.
NMI Holdings, Inc.	05/12/2022	Management	1	Yes	Elect Director Bradley M. Shuster	For	For	For	For	A vote FOR the proposed director nominees is warranted.
NMI Holdings, Inc.	05/12/2022	Management	2	Yes	Elect Director Adam S. Pollitzer	For	For	For	For	A vote FOR the proposed director nominees is warranted.
NMI Holdings, Inc.	05/12/2022	Management	3	Yes	Elect Director Michael Emblar	For	For	For	For	A vote FOR the proposed director nominees is warranted.
NMI Holdings, Inc.	05/12/2022	Management	4	Yes	Elect Director Priya Huskins	For	For	For	For	A vote FOR the proposed director nominees is warranted.
NMI Holdings, Inc.	05/12/2022	Management	5	Yes	Elect Director James G. Jones	For	For	For	For	A vote FOR the proposed director nominees is warranted.
NMI Holdings, Inc.	05/12/2022	Management	6	Yes	Elect Director Lynn S. McCreary	For	For	For	For	A vote FOR the proposed director nominees is warranted.
NMI Holdings, Inc.	05/12/2022	Management	7	Yes	Elect Director Michael Montgomery	For	For	For	For	A vote FOR the proposed director nominees is warranted.
NMI Holdings, Inc.	05/12/2022	Management	8	Yes	Elect Director Regina Muehlhauser	For	For	For	For	A vote FOR the proposed director nominees is warranted.
NMI Holdings, Inc.	05/12/2022	Management	9	Yes	Elect Director Steven L. Scheid	For	For	For	For	A vote FOR the proposed director nominees is warranted.
NMI Holdings, Inc.	05/12/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were aligned for the year in review, the company paid severance to its CEO upon her separation from the company and did not clearly indicate an involuntary termination. The payment of severance upon a voluntary resignation is not a common market practice, as severance is intended as a protection against involuntary job loss.
NMI Holdings, Inc.	05/12/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NMI Holdings, Inc.	05/12/2022	Management	12	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NMI Holdings, Inc.	05/12/2022	Management	13	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
NN, Inc.	05/25/2022	Management	1	Yes	Elect Director Raynard D. Benvenuti	For	For	For	For	A vote FOR all director nominees is warranted.
NN, Inc.	05/25/2022	Management	2	Yes	Elect Director Robert E. Brunner	For	For	For	For	A vote FOR all director nominees is warranted.
NN, Inc.	05/25/2022	Management	3	Yes	Elect Director Christina E. Carroll	For	For	For	For	A vote FOR all director nominees is warranted.
NN, Inc.	05/25/2022	Management	4	Yes	Elect Director Joao Faria	For	For	For	For	A vote FOR all director nominees is warranted.
NN, Inc.	05/25/2022	Management	5	Yes	Elect Director Rajeev Gautam	For	For	For	For	A vote FOR all director nominees is warranted.
NN, Inc.	05/25/2022	Management	6	Yes	Elect Director Jeri J. Harman	For	For	For	For	A vote FOR all director nominees is warranted.
NN, Inc.	05/25/2022	Management	7	Yes	Elect Director Shihab Kuran	For	For	For	For	A vote FOR all director nominees is warranted.
NN, Inc.	05/25/2022	Management	8	Yes	Elect Director Warren A. Veltman	For	For	For	For	A vote FOR all director nominees is warranted.
NN, Inc.	05/25/2022	Management	9	Yes	Elect Director Thomas H. Wilson, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
NN, Inc.	05/25/2022	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NN, Inc.	05/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
NN, Inc.	05/25/2022	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Noodles & Company	05/10/2022	Management	1	Yes	Elect Director Dave Boernighausen	For	For	For	For	A vote FOR the director nominees is warranted.
Noodles & Company	05/10/2022	Management	2	Yes	Elect Director Elisa Schreiber	For	For	For	For	A vote FOR the director nominees is warranted.
Noodles & Company	05/10/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Noodles & Company	05/10/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northfield Bancorp, Inc.	05/25/2022	Management	1	Yes	Elect Director Gil Chapman	For	For	Withhold	Withhold	WITHHOLD votes for Gil Chapman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Northfield Bancorp, Inc.	05/25/2022	Management	2	Yes	Elect Director Steven M. Klein	For	For	For	For	WITHHOLD votes for Gil Chapman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Northfield Bancorp, Inc.	05/25/2022	Management	3	Yes	Elect Director Frank P. Patafio	For	For	For	For	WITHHOLD votes for Gil Chapman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Northfield Bancorp, Inc.	05/25/2022	Management	4	Yes	Elect Director Paul V. Stahlin	For	For	For	For	WITHHOLD votes for Gil Chapman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Northfield Bancorp, Inc.	05/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Northfield Bancorp, Inc.	05/25/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northrim BanCorp, Inc.	05/26/2022	Management	1	Yes	Elect Director Larry S. Cash	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	2	Yes	Elect Director Anthony Drabek	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	3	Yes	Elect Director Karl L. Hanneman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	4	Yes	Elect Director David W. Karp	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy		Vote Instruction
								Recommendation	Rationale	
Northrim BanCorp, Inc.	05/26/2022	Management	5	Yes	Elect Director Joseph P. Marushack	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	6	Yes	Elect Director David J. McCambridge	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	7	Yes	Elect Director Krystal M. Nelson	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	8	Yes	Elect Director Joseph M. Schierhorn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	9	Yes	Elect Director Aaron M. Schutt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	10	Yes	Elect Director John C. Swalling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	11	Yes	Elect Director Linda C. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	12	Yes	Elect Director David G. Wight	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Northrim BanCorp, Inc.	05/26/2022	Management	14	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northwest Natural Holding Company	05/23/2022	Management	1	Yes	Elect Director Sandra McDonough	For	For	For	For	WITHHOLD votes for Jane Peverett and Kenneth Thrasher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northwest Natural Holding Company	05/23/2022	Management	2	Yes	Elect Director Jane L. Peverett	For	For	Withhold	Withhold	WITHHOLD votes for Jane Peverett and Kenneth Thrasher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northwest Natural Holding Company	05/23/2022	Management	3	Yes	Elect Director Kenneth Thrasher	For	For	Withhold	Withhold	WITHHOLD votes for Jane Peverett and Kenneth Thrasher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northwest Natural Holding Company	05/23/2022	Management	4	Yes	Elect Director Charles A. Wilhoite	For	For	For	For	WITHHOLD votes for Jane Peverett and Kenneth Thrasher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northwest Natural Holding Company	05/23/2022	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Northwest Natural Holding Company	05/23/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.
Northwest Natural Holding Company	05/23/2022	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northwest Pipe Company	06/16/2022	Management	1	Yes	Elect Director Michael Franson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Michael Franson for lack of racial or ethnic diversity on the board.
Northwest Pipe Company	06/16/2022	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Northwest Pipe Company	06/16/2022	Management	3	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Northwest Pipe Company	06/16/2022	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Norwood Financial Corp.	04/26/2022	Management	1	Yes	Elect Director Andrew A. Forte	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Susan Campfield (Susan Gumble Cottell), Andrew Forte and Ralph Matergia are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee member Ralph Matergia are further warranted due to the problematic practices in the company's compensation program, including the provision of modified single-trigger severance, excise tax gross-up, and automatic accelerated equity vesting in change-in-control agreements. In addition, the company has not disclosed risk-mitigating policies and there is a lack of performance metrics in the company's long-term incentive program. A vote FOR Alexandra K. Nolan is warranted.
Norwood Financial Corp.	04/26/2022	Management	2	Yes	Elect Director Ralph A. Matergia	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Susan Campfield (Susan Gumble Cottell), Andrew Forte and Ralph Matergia are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee member Ralph Matergia are further warranted due to the problematic practices in the company's compensation program, including the provision of modified single-trigger severance, excise tax gross-up, and automatic accelerated equity vesting in change-in-control agreements. In addition, the company has not disclosed risk-mitigating policies and there is a lack of performance metrics in the company's long-term incentive program. A vote FOR Alexandra K. Nolan is warranted.
Norwood Financial Corp.	04/26/2022	Management	3	Yes	Elect Director Susan Campfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Susan Campfield (Susan Gumble Cottell), Andrew Forte and Ralph Matergia are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee member Ralph Matergia are further warranted due to the problematic practices in the company's compensation program, including the provision of modified single-trigger severance, excise tax gross-up, and automatic accelerated equity vesting in change-in-control agreements. In addition, the company has not disclosed risk-mitigating policies and there is a lack of performance metrics in the company's long-term incentive program. A vote FOR Alexandra K. Nolan is warranted.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Sequence Number	Proposal		Recommendation	Recommendation	Recommendation		
Norwood Financial Corp.		Management	4	Yes	Elect Director Alexandra K. Nolan	For	For	For	For	WITHHOLD votes for non-independent nominees Susan Campfield (Susan Gumble-Cottell), Andrew Forte and Ralph Matergia are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee member Ralph Matergia are further warranted due to the problematic practices in the company's compensation program, including the provision of modified single-trigger severance, excise tax gross-up, and automatic accelerated equity vesting in change-in-control agreements. In addition, the company has not disclosed risk-mitigating policies and there is a lack of performance metrics in the company's long-term incentive program. A vote FOR Alexandra K. Nolan is warranted.
Norwood Financial Corp.	04/26/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Norwood Financial Corp.	04/26/2022	Management	6	Yes	Ratify S.R. Snodgrass, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NOV Inc.	05/24/2022	Management	1	Yes	Elect Director Clay C. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	2	Yes	Elect Director Greg L. Armstrong	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	3	Yes	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	4	Yes	Elect Director Ben A. Guill	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	5	Yes	Elect Director James T. Hackett	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	6	Yes	Elect Director David D. Harrison	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	7	Yes	Elect Director Eric L. Mattson	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	8	Yes	Elect Director Melody B. Meyer	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	9	Yes	Elect Director William R. Thomas	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	10	Yes	Elect Director Robert S. Welborn	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
NOV Inc.	05/24/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
NOV Inc.	05/24/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Novanta Inc.	05/12/2022	Management	1	Yes	Elect Director Lonny J. Carpenter	For	For	For	For	WITHHOLD votes for Ira Lamel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Novanta Inc.	05/12/2022	Management	2	Yes	Elect Director Matthijs Glastra	For	For	For	For	WITHHOLD votes for Ira Lamel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Novanta Inc.	05/12/2022	Management	3	Yes	Elect Director Brian D. King	For	For	For	For	WITHHOLD votes for Ira Lamel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Novanta Inc.	05/12/2022	Management	4	Yes	Elect Director Ira J. Lamel	For	For	Withhold	Withhold	WITHHOLD votes for Ira Lamel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Novanta Inc.	05/12/2022	Management	5	Yes	Elect Director Maxine L. Mauricio	For	For	For	For	WITHHOLD votes for Ira Lamel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Novanta Inc.	05/12/2022	Management	6	Yes	Elect Director Katherine A. Owen	For	For	For	For	WITHHOLD votes for Ira Lamel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Novanta Inc.	05/12/2022	Management	7	Yes	Elect Director Thomas N. Secor	For	For	For	For	WITHHOLD votes for Ira Lamel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Novanta Inc.	05/12/2022	Management	8	Yes	Elect Director Frank A. Wilson	For	For	For	For	WITHHOLD votes for Ira Lamel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Novanta Inc.	05/12/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Novanta Inc.	05/12/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NOW Inc.	05/25/2022	Management	1	Yes	Elect Director Terry Bonno	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/25/2022	Management	2	Yes	Elect Director David Cherechinsky	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/25/2022	Management	3	Yes	Elect Director Galen Cobb	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/25/2022	Management	4	Yes	Elect Director James Crandell	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/25/2022	Management	5	Yes	Elect Director Sonva Reed	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/25/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NOW Inc.	05/25/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Nu Skin Enterprises, Inc.	06/02/2022	Management	1	Yes	Elect Director Emma S. Battle	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/02/2022	Management	2	Yes	Elect Director Daniel W. Campbell	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/02/2022	Management	3	Yes	Elect Director Andrew D. Lipman	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

						Management		ISS		Voting Policy		B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommend ation	Recommend ation	Recommend ation	Vote Instruction	Voting Policy Rationale			
Nu Skin Enterprises, Inc.	06/02/2022	Management	4	Yes	Elect Director Steven J. Lund	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Nu Skin Enterprises, Inc.	06/02/2022	Management	5	Yes	Elect Director Ryan S. Napierski	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Nu Skin Enterprises, Inc.	06/02/2022	Management	6	Yes	Elect Director Laura Nathanson	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Nu Skin Enterprises, Inc.	06/02/2022	Management	7	Yes	Elect Director Thomas R. Pisano	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Nu Skin Enterprises, Inc.	06/02/2022	Management	8	Yes	Elect Director Zheqing (Simon) Shen	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Nu Skin Enterprises, Inc.	06/02/2022	Management	9	Yes	Elect Director Edwina D. Woodbury	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.			
Nu Skin Enterprises, Inc.	06/02/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.			
Nu Skin Enterprises, Inc.	06/02/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.			
NuVasive, Inc.	05/11/2022	Management	1	Yes	Elect Director Robert F. Friel	For	For	For	For	A vote FOR the director nominees is warranted.			
NuVasive, Inc.	05/11/2022	Management	2	Yes	Elect Director Daniel J. Wolterman	For	For	For	For	A vote FOR the director nominees is warranted.			
NuVasive, Inc.	05/11/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.			
NuVasive, Inc.	05/11/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.			
NV5 Global, Inc.	06/09/2022	Management	1	Yes	Elect Director Dickerson Wright	For	For	For	For	WITHHOLD votes for Nominating Committee chair Laurie Conner are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.			
NV5 Global, Inc.	06/09/2022	Management	2	Yes	Elect Director Alexander A. Hockman	For	For	For	For	WITHHOLD votes for Nominating Committee chair Laurie Conner are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.			
NV5 Global, Inc.	06/09/2022	Management	3	Yes	Elect Director MaryJo O'Brien	For	For	For	For	WITHHOLD votes for Nominating Committee chair Laurie Conner are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.			
NV5 Global, Inc.	06/09/2022	Management	4	Yes	Elect Director William D. Pruitt	For	For	For	For	WITHHOLD votes for Nominating Committee chair Laurie Conner are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.			
NV5 Global, Inc.	06/09/2022	Management	5	Yes	Elect Director Francois Tardan	For	For	For	For	WITHHOLD votes for Nominating Committee chair Laurie Conner are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.			
NV5 Global, Inc.	06/09/2022	Management	6	Yes	Elect Director Laurie Conner	For	Withhold	Withhold	Withhold	WITHHOLD votes for Nominating Committee chair Laurie Conner are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.			
NV5 Global, Inc.	06/09/2022	Management	7	Yes	Elect Director Denise Dickens	For	For	For	For	WITHHOLD votes for Nominating Committee chair Laurie Conner are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.			
NV5 Global, Inc.	06/09/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.			
NV5 Global, Inc.	06/09/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided sizable miscellaneous perquisites to CEO; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * Equity awards to the CEO lack any performance-contingent pay elements.			
nVent Electric Plc	05/13/2022	Management	1	Yes	Elect Director Jerry W. Burris	For	For	For	For	A vote FOR all director nominees is warranted.			
nVent Electric Plc	05/13/2022	Management	2	Yes	Elect Director Susan M. Cameron	For	For	For	For	A vote FOR all director nominees is warranted.			
nVent Electric Plc	05/13/2022	Management	3	Yes	Elect Director Michael L. Ducker	For	For	For	For	A vote FOR all director nominees is warranted.			
nVent Electric Plc	05/13/2022	Management	4	Yes	Elect Director Randall J. Hogan	For	For	For	For	A vote FOR all director nominees is warranted.			
nVent Electric Plc	05/13/2022	Management	5	Yes	Elect Director Danita K. Ostling	For	For	For	For	A vote FOR all director nominees is warranted.			
nVent Electric Plc	05/13/2022	Management	6	Yes	Elect Director Nicola Palmer	For	For	For	For	A vote FOR all director nominees is warranted.			
nVent Electric Plc	05/13/2022	Management	7	Yes	Elect Director Herbert K. Parker	For	For	For	For	A vote FOR all director nominees is warranted.			
nVent Electric Plc	05/13/2022	Management	8	Yes	Elect Director Greg Scheu	For	For	For	For	A vote FOR all director nominees is warranted.			
nVent Electric Plc	05/13/2022	Management	9	Yes	Elect Director Beth A. Wozniak	For	For	For	For	A vote FOR all director nominees is warranted.			
nVent Electric Plc	05/13/2022	Management	10	Yes	Elect Director Jacqueline Wright	For	For	For	For	A vote FOR all director nominees is warranted.			
nVent Electric Plc	05/13/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.			
nVent Electric Plc	05/13/2022	Management	12	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.			
nVent Electric Plc	05/13/2022	Management	13	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.			
nVent Electric Plc	05/13/2022	Management	14	Yes	Authorize the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.			
nVent Electric Plc	05/13/2022	Management	15	Yes	Authorize Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.			
Oasis Petroleum Inc.	04/27/2022	Management	1	Yes	Elect Director Douglas E. Brooks	For	For	For	For	A vote FOR all director nominees is warranted.			
Oasis Petroleum Inc.	04/27/2022	Management	2	Yes	Elect Director Daniel E. Brown	For	For	For	For	A vote FOR all director nominees is warranted.			
Oasis Petroleum Inc.	04/27/2022	Management	3	Yes	Elect Director Samantha Holroyd	For	For	For	For	A vote FOR all director nominees is warranted.			
Oasis Petroleum Inc.	04/27/2022	Management	4	Yes	Elect Director John Jacobi	For	For	For	For	A vote FOR all director nominees is warranted.			
Oasis Petroleum Inc.	04/27/2022	Management	5	Yes	Elect Director N. John Lancaster, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.			
Oasis Petroleum Inc.	04/27/2022	Management	6	Yes	Elect Director Robert McNally	For	For	For	For	A vote FOR all director nominees is warranted.			
Oasis Petroleum Inc.	04/27/2022	Management	7	Yes	Elect Director Cynthia Walker	For	For	For	For	A vote FOR all director nominees is warranted.			
Oasis Petroleum Inc.	04/27/2022	Management	8	Yes	Elect Director Marquette N. Woung-Chapman	For	For	For	For	A vote FOR all director nominees is warranted.			
Oasis Petroleum Inc.	04/27/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.			
Oasis Petroleum Inc.	04/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.			
Oasis Petroleum Inc.	06/28/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The board appears to have conducted a reasonably strategic review, evaluating several potential suitors, and concluded that the combination with WLL would provide compelling strategic benefits. In particular, the transaction is expected to be accretive to cash flow and free cash flow, materially increase OAS' scale in the Williston Basin, and enhance OAS' capital return program. OAS shareholders will also receive a cash special dividend prior to closing, providing certainty of value, while maintaining a meaningful ownership interest in the combined company, providing shareholders with the opportunity to participate in the potential upside of the combined company. In consideration of these factors, a vote FOR this proposal is warranted.			
Oasis Petroleum Inc.	06/28/2022	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.			
Ocean Bio-Chem, Inc.	06/03/2022	Management	1	Yes	Elect Director Jeffrey S. Barocas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are also warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Diana Conard and John Turner are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Krause is warranted.			

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Ocean Bio-Chem, Inc.	06/03/2022	Management	2	Yes	Elect Director Diana M. Conard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are also warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Diana Conard and John Turner are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Krause is warranted.	
Ocean Bio-Chem, Inc.	06/03/2022	Management	3	Yes	Elect Director Gregor M. Domau	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are also warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Diana Conard and John Turner are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Krause is warranted.	
Ocean Bio-Chem, Inc.	06/03/2022	Management	4	Yes	Elect Director Peter G. Domau	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are also warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Diana Conard and John Turner are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Krause is warranted.	
Ocean Bio-Chem, Inc.	06/03/2022	Management	5	Yes	Elect Director William W. Dudman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are also warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Diana Conard and John Turner are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Krause is warranted.	
Ocean Bio-Chem, Inc.	06/03/2022	Management	6	Yes	Elect Director James M. Kolisch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are also warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Diana Conard and John Turner are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Krause is warranted.	
Ocean Bio-Chem, Inc.	06/03/2022	Management	7	Yes	Elect Director Kimberly A. Krause	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are also warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Diana Conard and John Turner are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Krause is warranted.	
Ocean Bio-Chem, Inc.	06/03/2022	Management	8	Yes	Elect Director John B. Turner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are warranted for lack of a majority independent board. WITHHOLD votes for non-independent director nominees Peter Domau, Jeffrey Barocas, Diana Conard, Gregor Domau, William Dudman, James Kolisch and John Turner are also warranted due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Diana Conard and John Turner are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Krause is warranted.	
Ocean Bio-Chem, Inc.	06/03/2022	Management	9	Yes	Ratify Accell Audit & Compliance, P.A. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Ocean Bio-Chem, Inc.	06/03/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted considering single-trigger equity vesting acceleration, a lack of risk mitigators, and a lack of preset performance criteria.	
Oceaneering International, Inc.	05/27/2022	Management	1	Yes	Elect Director Roderick A. Larson	For	For	For	For	A vote FOR all director nominees is warranted.	
Oceaneering International, Inc.	05/27/2022	Management	2	Yes	Elect Director M. Kevin McEvoy	For	For	For	For	A vote FOR all director nominees is warranted.	
Oceaneering International, Inc.	05/27/2022	Management	3	Yes	Elect Director Paul B. Murphy, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.	
Oceaneering International, Inc.	05/27/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concern is raised regarding the disclosure of actual performance for annual incentives and closing-cycle long-term incentives, both programs are largely performance-based, with clear disclosure of forward-looking goals and the payout formula. The TSR portion of closing-cycle LTI was capped because of negative TSR, while the committee used discretion to reduce the earnout for the EBITDA portion following a change to the definition of adjusted EBITDA. Nevertheless, investors should monitor long-term incentive values going forward, as the company increased the RSU grant value to the CEO without compelling rationale.	
Oceaneering International, Inc.	05/27/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
OceanFirst Financial Corp.	05/25/2022	Management	1	Yes	Elect Director Anthony R. Coscia	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	2	Yes	Elect Director Michael D. Devlin	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	3	Yes	Elect Director Jack M. Farris	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	4	Yes	Elect Director Kimberly M. Guadagno	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	5	Yes	Elect Director Nicos Katsoulis	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	6	Yes	Elect Director Joseph J. Lebel, III	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	7	Yes	Elect Director Christopher D. Maher	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	8	Yes	Elect Director Joseph M. Murphy, Jr.	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	9	Yes	Elect Director Steven M. Scopellite	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	10	Yes	Elect Director Grace C. Torres	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	11	Yes	Elect Director Patricia L. Turner	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
OceanFirst Financial Corp.	05/25/2022	Management	12	Yes	Elect Director John E. Walsh	For	For	Withhold	Withhold	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	



## Dimensional Fund Advisors - Proxy Votes - January through June 2022 Compared to ISS and Public Fund Policy Recommendations

Proposal					Management	ISS	Voting Policy		Vote	B.1.a
Company Name	Meeting Date	Proponent	Sequence Number	Votable Proposal	Recommendation	Recommendation	Recommendation			
Proposal Text					For	For	For	For	Voting Policy Rationale	
OceanFirst Financial Corp.	05/25/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance misalignment concerns are sufficiently mitigated at this time in light of the following factors. Bonus plan goals were set above 2021 actual achievements and while payouts were earned above target, the committee exercised negative discretion to reduce the size of bonus payouts. Although the annual performance measurement periods under the performance-based restricted stock awards continue to be a concern, actual achievement with respect to the annual goals has historically been below target (except 2021). Furthermore, the company intends to implement a three-year cliff-vesting performance period for performance awards granted in 2022.
OceanFirst Financial Corp.	05/25/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Ocwen Financial Corporation	05/25/2022	Management	1	Yes	Elect Director Phyllis R. Caldwell	For	For	For	For	WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/25/2022	Management	2	Yes	Elect Director Alan J. Bowers	For	For	For	For	WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/25/2022	Management	3	Yes	Elect Director Jenne K. Britell	For	For	For	For	WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/25/2022	Management	4	Yes	Elect Director Jacques J. Busquet	For	For	For	For	WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/25/2022	Management	5	Yes	Elect Director Glen A. Messina	For	For	For	For	WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/25/2022	Management	6	Yes	Elect Director DeForest B. Soaries, Jr.	For	For	For	For	WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/25/2022	Management	7	Yes	Elect Director Kevin Stein	For	For	Withhold	Withhold	WITHHOLD votes for Kevin Stein are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/25/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ocwen Financial Corporation	05/25/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support for this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ocwen Financial Corporation	05/25/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The company's three-year average burn rate is excessive.
OFG Bancorp	04/27/2022	Management	1	Yes	Elect Director Julian S. Inclan	For	For	Withhold	Withhold	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OFG Bancorp	04/27/2022	Management	2	Yes	Elect Director Jose R. Fernandez	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OFG Bancorp	04/27/2022	Management	3	Yes	Elect Director Jorge Colon-Gerena	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OFG Bancorp	04/27/2022	Management	4	Yes	Elect Director Nestor de Jesus	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OFG Bancorp	04/27/2022	Management	5	Yes	Elect Director Annette Franqui	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OFG Bancorp	04/27/2022	Management	6	Yes	Elect Director Susan Harnett	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OFG Bancorp	04/27/2022	Management	7	Yes	Elect Director Edwin Perez	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OFG Bancorp	04/27/2022	Management	8	Yes	Elect Director Rafael Velez	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OFG Bancorp	04/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
OFG Bancorp	04/27/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oil States International, Inc.	05/10/2022	Management	1	Yes	Elect Director Darrell E. Hollek	For	For	For	For	A vote FOR the director nominees is warranted.
Oil States International, Inc.	05/10/2022	Management	2	Yes	Elect Director Robert L. Potter	For	For	For	For	A vote FOR the director nominees is warranted.
Oil States International, Inc.	05/10/2022	Management	3	Yes	Elect Director Hallie A. Vanderhider	For	For	For	For	A vote FOR the director nominees is warranted.
Oil States International, Inc.	05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Oil States International, Inc.	05/10/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old National Bancorp	05/18/2022	Management	1	Yes	Elect Director Barbara A. Boiegrain	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	2	Yes	Elect Director Thomas L. Brown	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	3	Yes	Elect Director Kathryn J. Hayley	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	4	Yes	Elect Director Peter J. Henseler	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	5	Yes	Elect Director Daniel S. Hermann	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	6	Yes	Elect Director Ryan C. Kitchell	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	7	Yes	Elect Director Austin M. Ramirez	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	8	Yes	Elect Director Ellen A. Rudnick	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	9	Yes	Elect Director James C. Ryan, III	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	10	Yes	Elect Director Thomas E. Salmon	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	11	Yes	Elect Director Michael L. Scudder	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	12	Yes	Elect Director Rebecca S. Skillman	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	13	Yes	Elect Director Michael J. Small	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	14	Yes	Elect Director Derrick J. Stewart	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	15	Yes	Elect Director Stephen C. Van Arsdell	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	16	Yes	Elect Director Katherine E. White	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/18/2022	Management	17	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Old National Bancorp	05/18/2022	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Old National Bancorp	05/18/2022	Management	19	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old Republic International Corporation	05/26/2022	Management	1	Yes	Elect Director Steven J. Bateman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for John Dixon are warranted for serving as a non-independent member of a key board committee.
Old Republic International Corporation	05/26/2022	Management	2	Yes	Elect Director Lisa J. Caldwell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for John Dixon are warranted for serving as a non-independent member of a key board committee.
Old Republic International Corporation	05/26/2022	Management	3	Yes	Elect Director John M. Dixon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for John Dixon are warranted for serving as a non-independent member of a key board committee.
Old Republic International Corporation	05/26/2022	Management	4	Yes	Elect Director Glenn W. Reed	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for John Dixon are warranted for serving as a non-independent member of a key board committee.
Old Republic International Corporation	05/26/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old Republic International Corporation	05/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Old Republic International Corporation	05/26/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Old Second Bancorp, Inc.	05/17/2022	Management	1	Yes	Elect Director Keith Acker	For	For	For	For	Votes AGAINST Edward Bonifas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/17/2022	Management	2	Yes	Elect Director Edward Bonifas	For	For	Against	Against	Votes AGAINST Edward Bonifas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/17/2022	Management	3	Yes	Elect Director Gary Collins	For	For	For	For	Votes AGAINST Edward Bonifas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Old Second Bancorp, Inc.	05/17/2022	Management	4	Yes	Elect Director William B. Skoglund	For	For	For	For
Old Second Bancorp, Inc.	05/17/2022	Management	5	Yes	Elect Director Duane Suits	For	For	For	For
Old Second Bancorp, Inc.	05/17/2022	Management	6	Yes	Elect Director Jill York	For	For	For	For
Old Second Bancorp, Inc.	05/17/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Old Second Bancorp, Inc.	05/17/2022	Management	8	Yes	Ratify Plante & Moran, PLLC as Auditors	For	For	Against	Against
Olin Corporation	04/28/2022	Management	1	Yes	Elect Director Heidi S. Alderman	For	For	For	For
Olin Corporation	04/28/2022	Management	2	Yes	Elect Director Beverley A. Babcock	For	For	For	For
Olin Corporation	04/28/2022	Management	3	Yes	Elect Director C. Robert Bunch	For	For	Against	Against
Olin Corporation	04/28/2022	Management	4	Yes	Elect Director Matthew S. Darnall	For	For	For	For
Olin Corporation	04/28/2022	Management	5	Yes	Elect Director Scott D. Ferguson	For	For	For	For
Olin Corporation	04/28/2022	Management	6	Yes	Elect Director Earl L. Shipp	For	For	For	For
Olin Corporation	04/28/2022	Management	7	Yes	Elect Director Scott M. Sutton	For	For	For	For
Olin Corporation	04/28/2022	Management	8	Yes	Elect Director William H. Weideman	For	For	For	For
Olin Corporation	04/28/2022	Management	9	Yes	Elect Director W. Anthony Will	For	For	For	For
Olin Corporation	04/28/2022	Management	10	Yes	Elect Director Carol A. Williams	For	For	For	For
Olin Corporation	04/28/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Olin Corporation	04/28/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against
Ollie's Bargain Outlet Holdings, Inc.	06/16/2022	Management	1	Yes	Elect Director Alissa Ahlman	For	For	For	For
Ollie's Bargain Outlet Holdings, Inc.	06/16/2022	Management	2	Yes	Elect Director Robert Fisch	For	For	For	For
Ollie's Bargain Outlet Holdings, Inc.	06/16/2022	Management	3	Yes	Elect Director Stanley Fleishman	For	For	For	For
Ollie's Bargain Outlet Holdings, Inc.	06/16/2022	Management	4	Yes	Elect Director Thomas Hendrickson	For	For	For	For
Ollie's Bargain Outlet Holdings, Inc.	06/16/2022	Management	5	Yes	Elect Director John Swygert	For	For	For	For
Ollie's Bargain Outlet Holdings, Inc.	06/16/2022	Management	6	Yes	Elect Director Stephen White	For	For	For	For
Ollie's Bargain Outlet Holdings, Inc.	06/16/2022	Management	7	Yes	Elect Director Richard Zannino	For	For	For	For
Ollie's Bargain Outlet Holdings, Inc.	06/16/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Ollie's Bargain Outlet Holdings, Inc.	06/16/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against
Olympic Steel, Inc.	05/06/2022	Management	1	Yes	Elect Director David A. Wolfort	For	For	Withhold	Withhold
Olympic Steel, Inc.	05/06/2022	Management	2	Yes	Elect Director Dirk A. Kempthorne	For	For	Withhold	Withhold
Olympic Steel, Inc.	05/06/2022	Management	3	Yes	Elect Director Idalene F. Kesner	For	For	For	For
Olympic Steel, Inc.	05/06/2022	Management	4	Yes	Elect Director Richard P. Stovsky	For	For	For	For
Olympic Steel, Inc.	05/06/2022	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For
Olympic Steel, Inc.	05/06/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Omniceil, Inc.	05/24/2022	Management	1	Yes	Elect Director Edward P. Bousa	For	For	For	For
Omniceil, Inc.	05/24/2022	Management	2	Yes	Elect Director Bruce E. Scott	For	For	For	For
Omniceil, Inc.	05/24/2022	Management	3	Yes	Elect Director Mary Garrett	For	For	For	For
Omniceil, Inc.	05/24/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Omniceil, Inc.	05/24/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
Omniceil, Inc.	05/24/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
OneMain Holdings, Inc.	06/13/2022	Management	1	Yes	Elect Director Valerie Soranno Keating	For	For	For	For
OneMain Holdings, Inc.	06/13/2022	Management	2	Yes	Elect Director Aneek S. Mamik	For	Withhold	Withhold	Withhold
OneMain Holdings, Inc.	06/13/2022	Management	3	Yes	Elect Director Richard A. Smith	For	Withhold	Withhold	Withhold
OneMain Holdings, Inc.	06/13/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
OneSpan Inc.	06/08/2022	Management	1	Yes	Elect Director Marc Boroditsky	For	For	For	For
OneSpan Inc.	06/08/2022	Management	2	Yes	Elect Director Garry L. Capers	For	For	For	For
OneSpan Inc.	06/08/2022	Management	3	Yes	Elect Director Sarika Garg	For	For	For	For
OneSpan Inc.	06/08/2022	Management	4	Yes	Elect Director Marianne Johnson	For	For	For	For
OneSpan Inc.	06/08/2022	Management	5	Yes	Elect Director Michael McConnell	For	For	For	For
OneSpan Inc.	06/08/2022	Management	6	Yes	Elect Director Alfred Nietzel	For	For	For	For
OneSpan Inc.	06/08/2022	Management	7	Yes	Elect Director Marc Zenner	For	For	For	For
OneSpan Inc.	06/08/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
OneSpan Inc.	06/08/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote		Voting Policy Rationale
			Number	Proposal							
OneSpaWorld Holdings Limited	06/08/2022	Management	1	Yes	Elect Director Stephen W. Powell	For	Withhold	Withhold	Withhold		WITHHOLD votes are warranted for governance committee members Maryam Banikarim and Stephen Powell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Stephen Powell due to an unmitigated pay-for-performance misalignment. CEO pay was very high, including due to outsized equity awards. In addition, the performance goals under both programs are not disclosed, performance awards utilize annual measurement periods, and significant discretionary bonuses were paid. A vote FOR director nominee Adam Hasiba is warranted.
OneSpaWorld Holdings Limited	06/08/2022	Management	2	Yes	Elect Director Maryam Banikarim	For	Withhold	Withhold	Withhold		WITHHOLD votes are warranted for governance committee members Maryam Banikarim and Stephen Powell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Stephen Powell due to an unmitigated pay-for-performance misalignment. CEO pay was very high, including due to outsized equity awards. In addition, the performance goals under both programs are not disclosed, performance awards utilize annual measurement periods, and significant discretionary bonuses were paid. A vote FOR director nominee Adam Hasiba is warranted.
OneSpaWorld Holdings Limited	06/08/2022	Management	3	Yes	Elect Director Adam Hasiba	For	For	For	For		WITHHOLD votes are warranted for governance committee members Maryam Banikarim and Stephen Powell given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Stephen Powell due to an unmitigated pay-for-performance misalignment. CEO pay was very high, including due to outsized equity awards. In addition, the performance goals under both programs are not disclosed, performance awards utilize annual measurement periods, and significant discretionary bonuses were paid. A vote FOR director nominee Adam Hasiba is warranted.
OneSpaWorld Holdings Limited	06/08/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For		A vote FOR this proposal to ratify the auditor is warranted.
Onto Innovation, Inc.	05/10/2022	Management	1	Yes	Elect Director Christopher A. Seams	For	For	For	For		Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation, Inc.	05/10/2022	Management	2	Yes	Elect Director Leo Berlinghieri	For	For	Against	Against		Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation, Inc.	05/10/2022	Management	3	Yes	Elect Director David B. Miller	For	For	For	For		Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation, Inc.	05/10/2022	Management	4	Yes	Elect Director Michael P. Plisinski	For	For	For	For		Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation, Inc.	05/10/2022	Management	5	Yes	Elect Director Karen M. Rogge	For	For	For	For		Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation, Inc.	05/10/2022	Management	6	Yes	Elect Director May Su	For	For	For	For		Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation, Inc.	05/10/2022	Management	7	Yes	Elect Director Christine A. Tsingos	For	For	For	For		Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation, Inc.	05/10/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Onto Innovation, Inc.	05/10/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ooma, Inc.	06/01/2022	Management	1	Yes	Elect Director Peter J. Goettner	For	Withhold	Withhold	Withhold		WITHHOLD votes for Eric Stang, Jenny Yeh, and Peter Goettner are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Ooma, Inc.	06/01/2022	Management	2	Yes	Elect Director Eric B. Stang	For	Withhold	Withhold	Withhold		WITHHOLD votes for Eric Stang, Jenny Yeh, and Peter Goettner are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Ooma, Inc.	06/01/2022	Management	3	Yes	Elect Director Jenny C. Yeh	For	Withhold	Withhold	Withhold		WITHHOLD votes for Eric Stang, Jenny Yeh, and Peter Goettner are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Ooma, Inc.	06/01/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For		A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ooma, Inc.	06/01/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
OP Bancorp	06/23/2022	Management	1	Yes	Elect Director Brian Choi	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Brian Choi, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control.
OP Bancorp	06/23/2022	Management	2	Yes	Elect Director Ernest E. Dow	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Brian Choi, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control.
OP Bancorp	06/23/2022	Management	3	Yes	Elect Director Soo Hun Jung	For	For	Withhold	Withhold		WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Brian Choi, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	
						Recommendation	Recommendation	Recommendation		
OP Bancorp	06/23/2022	Management	4	Yes	Elect Director Min J. Kim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Brian Choi, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control.
OP Bancorp	06/23/2022	Management	5	Yes	Elect Director Ock Hee Kim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Brian Choi, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control.
OP Bancorp	06/23/2022	Management	6	Yes	Elect Director Myung Ja (Susan) Park	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Brian Choi, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control.
OP Bancorp	06/23/2022	Management	7	Yes	Elect Director Yong Sin Shin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Compensation Committee members Brian Choi, Soo Hun (Chong) Jung, Ock Hee Kim, Myung Ja (Susan) Park, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control.
OP Bancorp	06/23/2022	Management	8	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Open Lending Corporation	05/31/2022	Management	1	Yes	Elect Director Adam H. Clammer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Adam Clammer, Blair Greenberg, and Shubhi Rao given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Open Lending Corporation	05/31/2022	Management	2	Yes	Elect Director Blair J. Greenberg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Adam Clammer, Blair Greenberg, and Shubhi Rao given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Open Lending Corporation	05/31/2022	Management	3	Yes	Elect Director Shubhi Rao	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Adam Clammer, Blair Greenberg, and Shubhi Rao given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Open Lending Corporation	05/31/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Open Lending Corporation	05/31/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Oportun Financial Corporation	06/14/2022	Management	1	Yes	Elect Director Carl Pascarella	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Raul Vazquez, Carl Pascarella, and R. Neil Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Carl Pascarella for serving as a non-independent member of a key board committee.
Oportun Financial Corporation	06/14/2022	Management	2	Yes	Elect Director Raul Vazquez	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Raul Vazquez, Carl Pascarella, and R. Neil Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Carl Pascarella for serving as a non-independent member of a key board committee.
Oportun Financial Corporation	06/14/2022	Management	3	Yes	Elect Director R. Neil Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Raul Vazquez, Carl Pascarella, and R. Neil Williams given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Carl Pascarella for serving as a non-independent member of a key board committee.
Oportun Financial Corporation	06/14/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oportun Financial Corporation	06/14/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Optical Cable Corporation	03/29/2022	Management	1	Yes	Elect Director Neil D. Wilkin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board.WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee.
Optical Cable Corporation	03/29/2022	Management	2	Yes	Elect Director Randall H. Frazier	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board.WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee.
Optical Cable Corporation	03/29/2022	Management	3	Yes	Elect Director John M. Holland	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board.WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee.
Optical Cable Corporation	03/29/2022	Management	4	Yes	Elect Director John A. Nygren	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board.WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee.
Optical Cable Corporation	03/29/2022	Management	5	Yes	Elect Director Craig H. Weber	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board.WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee.



						Management		ISS		Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote	Instruction		
											Voting Policy Rationale	
Optical Cable Corporation	03/29/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.		
Optical Cable Corporation	03/29/2022	Management	7	Yes	Ratify Brown, Edwards & Company, L.L.P. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
Optical Cable Corporation	03/29/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns and compensation practices appear reasonable at this time.		
Option Care Health, Inc.	05/18/2022	Management	1	Yes	Elect Director Anita M. Allemand	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	2	Yes	Elect Director John J. Ariotta	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	3	Yes	Elect Director Elizabeth Q. Betten	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	4	Yes	Elect Director Elizabeth D. Bierbower	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	5	Yes	Elect Director Natasha Deckmann	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	6	Yes	Elect Director Aaron Friedman	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	7	Yes	Elect Director David W. Golding	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	8	Yes	Elect Director Harry M. Jansen Kraemer, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	9	Yes	Elect Director R. Carter Pate	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	10	Yes	Elect Director John C. Rademacher	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	11	Yes	Elect Director Nalin Sahney	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	12	Yes	Elect Director Timothy Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	13	Yes	Elect Director Mark Vainisi	For	For	For	For	A vote FOR all director nominees is warranted.		
Option Care Health, Inc.	05/18/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.		
Option Care Health, Inc.	05/18/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
OraSure Technologies, Inc.	05/17/2022	Management	1	Yes	Elect Director Eamonn P. Hobbs	For	For	For	For	Votes FOR the director nominees are warranted at this time.		
OraSure Technologies, Inc.	05/17/2022	Management	2	Yes	Elect Director David J. Shulkin	For	For	For	For	Votes FOR the director nominees are warranted at this time.		
OraSure Technologies, Inc.	05/17/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
OraSure Technologies, Inc.	05/17/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
OraSure Technologies, Inc.	05/17/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.		
Organoan & Co.	06/07/2022	Management	1	Yes	Elect Director Robert A. Essner	For	For	For	For	A vote FOR all director nominees is warranted.		
Organoan & Co.	06/07/2022	Management	2	Yes	Elect Director Shelly Lazarus	For	For	For	For	A vote FOR all director nominees is warranted.		
Organoan & Co.	06/07/2022	Management	3	Yes	Elect Director Cynthia M. Patton	For	For	For	For	A vote FOR all director nominees is warranted.		
Organoan & Co.	06/07/2022	Management	4	Yes	Elect Director Grace Puma	For	For	For	For	A vote FOR all director nominees is warranted.		
Organoan & Co.	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid significant tax gross-ups related to relocation expense perquisites to certain executives.		
Organoan & Co.	06/07/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.		
Organoan & Co.	06/07/2022	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
Origin Bancorp, Inc.	04/27/2022	Management	1	Yes	Elect Director Daniel Chu	For	For	For	For	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	2	Yes	Elect Director James D'Agostino, Jr.	For	For	For	For	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	3	Yes	Elect Director James Davison, Jr.	For	For	For	For	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	4	Yes	Elect Director A. La'Verne Edney	For	For	For	For	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	5	Yes	Elect Director Meryl Farr	For	For	For	For	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	6	Yes	Elect Director Richard Gallot, Jr.	For	For	For	For	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	7	Yes	Elect Director Stacey Goff	For	For	For	For	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	8	Yes	Elect Director Michael Jones	For	For	Against	Against	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	9	Yes	Elect Director Gary Luffey	For	For	Against	Against	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	10	Yes	Elect Director Farrell Malone	For	For	For	For	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	11	Yes	Elect Director Drake Mills	For	For	For	For	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	12	Yes	Elect Director Elizabeth Solender	For	For	Against	Against	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	13	Yes	Elect Director Steven Taylor	For	For	Against	Against	Votes AGAINST Michael Jones, Gary Luffey, Elizabeth Solender and Steven Taylor also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Origin Bancorp, Inc.	04/27/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company provided an excessive amount of life insurance perquisite to an NEO; " Single-trigger vesting of equity awards is permitted; and " There is a lack of long-term performance metrics under the executive pay program.		
Origin Bancorp, Inc.	04/27/2022	Management	15	Yes	Ratify BKD, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.		
Origin Bancorp, Inc.	06/29/2022	Management	1	Yes	Approve Merger and Issuance of Shares in Connection with Merger	For	For	For	For	Given the sensible strategic rationale, as the combined bank will have a larger market presence and gain scale benefits, in addition to anticipated cost savings and EPS accretion, support FOR the transaction and related share issuance is warranted.		
Origin Bancorp, Inc.	06/29/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the transaction contemplated under Item 1 warrants shareholder support.		
Orion Engineered Carbons S.A.	06/30/2022	Management	1	Yes	Elect Director Anthony L. Davis	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	2	Yes	Elect Director Kerry Galvin	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	3	Yes	Elect Director Paul Huck	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	4	Yes	Elect Director Mary Lindsey	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	5	Yes	Elect Director Didier Miralon	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	6	Yes	Elect Director Yi Hyon Paik	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	7	Yes	Elect Director Corning F. Painter	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	8	Yes	Elect Director Dan F. Smith	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	9	Yes	Elect Director Hans-Dietrich Winkhaus	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	10	Yes	Elect Director Michel Wurth	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		
Orion Engineered Carbons S.A.	06/30/2022	Management	12	Yes	Approve Remuneration of Directors	For	For	For	For	A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.		
Orion Engineered Carbons S.A.	06/30/2022	Management	13	Yes	Approve Annual Accounts	For	For	For	For	A vote FOR these items is warranted due to the lack of concerns over the accounts presented and the audit procedures used.		
Orion Engineered Carbons S.A.	06/30/2022	Management	14	Yes	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR these items is warranted due to the lack of concerns over the accounts presented and the audit procedures used.		
Orion Engineered Carbons S.A.	06/30/2022	Management	15	Yes	Approve Allocation of Income and Dividends	For	For	For	For	A vote FOR this income allocation proposal is warranted in the absence of concerns regarding the income allocation proposal.		
Orion Engineered Carbons S.A.	06/30/2022	Management	16	Yes	Approve Discharge of Directors	For	For	For	For	A vote FOR these items is warranted given the lack of any specific concern with the board's actions over the past year.		
Orion Engineered Carbons S.A.	06/30/2022	Management	17	Yes	Approve Discharge of Auditors	For	For	For	For	A vote FOR these items is warranted given the lack of any specific concern with the board's actions over the past year.		
Orion Engineered Carbons S.A.	06/30/2022	Management	18	Yes	Ratify Ernst & Young, Luxembourg as Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	19	Yes	Ratify Ernst & Young LLC as Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.		
Orion Engineered Carbons S.A.	06/30/2022	Management	20	Yes	Approve Renewal of Purchase Shares of the Company in the Name and on Behalf of the Company for a Period of Five Years	For	For	For	For	A vote FOR this proposal is warranted, given that the terms of the repurchase program are reasonable, and benefits are expected to accrue to all shareholders.		
Orion Group Holdings, Inc.	05/19/2022	Management	1	Yes	Elect Director Austin J. Shanfelter	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Group Holdings, Inc.	05/19/2022	Management	2	Yes	Elect Director Mary E. Sullivan	For	For	For	For	A vote FOR the director nominees is warranted.		
Orion Group Holdings, Inc.	05/19/2022	Management	3	Yes	Elect Director Quentin P. Smith, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.		

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Orion Group Holdings, Inc.	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Orion Group Holdings, Inc.	05/19/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against
Orion Group Holdings, Inc.	05/19/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For
Orrstown Financial Services, Inc.	04/26/2022	Management	1	Yes	Elect Director Mark K. Keller	For	For	Withhold	Withhold
Orrstown Financial Services, Inc.	04/26/2022	Management	2	Yes	Elect Director Meera R. Modi	For	For	For	For
Orrstown Financial Services, Inc.	04/26/2022	Management	3	Yes	Elect Director Thomas R. Quinn, Jr.	For	For	Withhold	Withhold
Orrstown Financial Services, Inc.	04/26/2022	Management	4	Yes	Elect Director Michael J. Rice	For	For	Withhold	Withhold
Orrstown Financial Services, Inc.	04/26/2022	Management	5	Yes	Elect Director Glenn W. Snoke	For	For	Withhold	Withhold
Orrstown Financial Services, Inc.	04/26/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
Orrstown Financial Services, Inc.	04/26/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
Orrstown Financial Services, Inc.	04/26/2022	Management	8	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against
Orthofix Medical Inc.	06/06/2022	Management	1	Yes	Elect Director Wayne Burris	For	For	For	For
Orthofix Medical Inc.	06/06/2022	Management	2	Yes	Elect Director Catherine M. Burzik	For	For	For	For
Orthofix Medical Inc.	06/06/2022	Management	3	Yes	Elect Director Jason M. Hannon	For	For	For	For
Orthofix Medical Inc.	06/06/2022	Management	4	Yes	Elect Director James F. Hinrichs	For	For	For	For
Orthofix Medical Inc.	06/06/2022	Management	5	Yes	Elect Director Lilly Marks	For	For	For	For
Orthofix Medical Inc.	06/06/2022	Management	6	Yes	Elect Director Michael E. Paolucci	For	For	For	For
Orthofix Medical Inc.	06/06/2022	Management	7	Yes	Elect Director Jon Serbousek	For	For	For	For
Orthofix Medical Inc.	06/06/2022	Management	8	Yes	Elect Director John E. Sicard	For	For	For	For
Orthofix Medical Inc.	06/06/2022	Management	9	Yes	Elect Director Thomas A. West	For	For	For	For
Orthofix Medical Inc.	06/06/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Orthofix Medical Inc.	06/06/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
Orthofix Medical Inc.	06/06/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
OrthoPediatrics Corp.	06/01/2022	Management	1	Yes	Elect Director Fred L. Hite	For	Withhold	Withhold	Withhold
OrthoPediatrics Corp.	06/01/2022	Management	2	Yes	Elect Director Bryan W. Hughes	For	Withhold	Withhold	Withhold
OrthoPediatrics Corp.	06/01/2022	Management	3	Yes	Elect Director Samuel D. Riccitelli	For	Withhold	Withhold	Withhold
OrthoPediatrics Corp.	06/01/2022	Management	4	Yes	Elect Director Mark C. Throdahl	For	Withhold	Withhold	Withhold
OrthoPediatrics Corp.	06/01/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For
Osmotica Pharmaceuticals plc	01/14/2022	Management	1	Yes	Change Company Name to RVL Pharmaceuticals plc	For	For	For	For
Otonomy, Inc.	06/21/2022	Management	1	Yes	Elect Director Jill M. Broadfoot	For	For	For	For

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommendation	Recommendation	Recommendation		
Otonomy, Inc.	06/21/2022	Management	2	Yes	Elect Director Jay Lichter	For	Abstain	Abstain	Abstain	ABSTAIN votes are warranted for incumbent director nominees Jay Lichter and Theodore (Ted) Schroeder given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. ABSTAIN votes are warranted for Jay Lichter for serving as a non-independent member of a key board committee. ABSTAIN votes are further warranted Theodore (Ted) Schroeder for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Jill M. Broadfoot is warranted.
Otonomy, Inc.	06/21/2022	Management	3	Yes	Elect Director Theodore R. Schroeder	For	Abstain	Abstain	Abstain	ABSTAIN votes are warranted for incumbent director nominees Jay Lichter and Theodore (Ted) Schroeder given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. ABSTAIN votes are warranted for Jay Lichter for serving as a non-independent member of a key board committee. ABSTAIN votes are further warranted Theodore (Ted) Schroeder for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR Jill M. Broadfoot is warranted.
Otonomy, Inc.	06/21/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Otonomy, Inc.	06/21/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Otter Tail Corporation	04/11/2022	Management	1	Yes	Elect Director Steven L. Fritze	For	For	For	For	A vote FOR all director nominees is warranted.
Otter Tail Corporation	04/11/2022	Management	2	Yes	Elect Director Kathryn O. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Otter Tail Corporation	04/11/2022	Management	3	Yes	Elect Director Michael E. LeBeau	For	For	For	For	A vote FOR all director nominees is warranted.
Otter Tail Corporation	04/11/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Otter Tail Corporation	04/11/2022	Management	5	Yes	Ratify Deloitte & Touche, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Overseas Shipholding Group, Inc.	06/01/2022	Management	1	Yes	Elect Director Rebecca DeLaet	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/01/2022	Management	2	Yes	Elect Director Joseph I. Kronsberg	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/01/2022	Management	3	Yes	Elect Director Anja L. Manuel	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/01/2022	Management	4	Yes	Elect Director Samuel H. Norton	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/01/2022	Management	5	Yes	Elect Director John P. Reddy	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/01/2022	Management	6	Yes	Elect Director Julie E. Silcock	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/01/2022	Management	7	Yes	Elect Director Gary Eugene Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/01/2022	Management	8	Yes	Elect Director Douglas D. Wheat	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/01/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Overseas Shipholding Group, Inc.	06/01/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Overseas Shipholding Group, Inc.	06/01/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Owens & Minor, Inc.	04/29/2022	Management	1	Yes	Elect Director Mark A. Beck	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	04/29/2022	Management	2	Yes	Elect Director Gwendolyn M. Bingham	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	04/29/2022	Management	3	Yes	Elect Director Kenneth Gardner-Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	04/29/2022	Management	4	Yes	Elect Director Robert J. Henkel	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	04/29/2022	Management	5	Yes	Elect Director Stephen W. Klemash	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	04/29/2022	Management	6	Yes	Elect Director Mark F. McGettrick	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	04/29/2022	Management	7	Yes	Elect Director Edward A. Pesicka	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	04/29/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Owens & Minor, Inc.	04/29/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned and no significant concerns are identified at this time.
Owens & Minor, Inc.	04/29/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
P.A.M. Transportation Services, Inc.	05/05/2022	Management	1	Yes	Elect Director Michael D. Bishop	For	For	For	For	WITHHOLD votes for non-independent nominees Matthew Moroun, Joseph Vitritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew Moroun, Joseph Vitritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman Matthew Moroun are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	05/05/2022	Management	2	Yes	Elect Director Frederick P. Calderone	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew Moroun, Joseph Vitritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew Moroun, Joseph Vitritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman Matthew Moroun are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	05/05/2022	Management	3	Yes	Elect Director W. Scott Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew Moroun, Joseph Vitritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew Moroun, Joseph Vitritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman Matthew Moroun are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	05/05/2022	Management	4	Yes	Elect Director Edwin J. Lukas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew Moroun, Joseph Vitritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew Moroun, Joseph Vitritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman Matthew Moroun are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	05/05/2022	Management	5	Yes	Elect Director Franklin H. McLarty	For	For	For	For	WITHHOLD votes for non-independent nominees Matthew Moroun, Joseph Vitritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew Moroun, Joseph Vitritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman Matthew Moroun are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	05/05/2022	Management	6	Yes	Elect Director H. Pete Montano	For	For	For	For	WITHHOLD votes for non-independent nominees Matthew Moroun, Joseph Vitritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew Moroun, Joseph Vitritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman Matthew Moroun are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	05/05/2022	Management	7	Yes	Elect Director Matthew J. Moroun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew Moroun, Joseph Vitritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew Moroun, Joseph Vitritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman Matthew Moroun are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	05/05/2022	Management	8	Yes	Elect Director Matthew T. Moroun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew Moroun, Joseph Vitritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew Moroun, Joseph Vitritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman Matthew Moroun are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.

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			Number	Proposal		Recommendation	Recommendation	Recommendation		
Voting Policy Rationale										
P.A.M. Transportation Services, Inc.	05/05/2022	Management	9	Yes	Elect Director Joseph A. Vitiritto	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew Moroun, Joseph Vitiritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew Moroun, Joseph Vitiritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman Matthew Moroun are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	05/05/2022	Management	10	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
P.A.M. Transportation Services, Inc.	05/05/2022	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	1	Yes	Elect Director Ayad A. Fargo	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	2	Yes	Elect Director Steven R. Gardner	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	3	Yes	Elect Director Joseph L. Garrett	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	4	Yes	Elect Director Jeffrey C. Jones	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	5	Yes	Elect Director Rose E. McKinney-James	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	6	Yes	Elect Director M. Christian Mitchell	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	7	Yes	Elect Director George M. Pereira	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	8	Yes	Elect Director Barbara S. Polsky	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	9	Yes	Elect Director Zareh H. Sarrafian	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	10	Yes	Elect Director Jaynie M. Studenmund	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	11	Yes	Elect Director Richard C. Thomas	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Pacific Premier Bancorp, Inc.	05/23/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
PacWest Bancorp	05/10/2022	Management	1	Yes	Elect Director Tanya M. Acker	For	Against	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	2	Yes	Elect Director Paul R. Burke	For	Against	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	3	Yes	Elect Director Craig A. Carlson	For	For	For	For	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	4	Yes	Elect Director John M. Eggemeyer, III	For	For	For	For	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	5	Yes	Elect Director C. William Hosler	For	Against	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	6	Yes	Elect Director Polly B. Jessen	For	For	For	For	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	7	Yes	Elect Director Susan E. Lester	For	For	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	8	Yes	Elect Director Roger H. Molvar	For	Against	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	9	Yes	Elect Director Robert A. Stine	For	Against	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	10	Yes	Elect Director Paul W. Taylor	For	For	For	For	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	11	Yes	Elect Director Matthew P. Wagner	For	For	For	For	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



Company Name	Meeting Date	Proposal Sequence Number	Proponent	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote	Voting Policy Rationale
PacWest Bancorp	05/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated only a limited degree of responsiveness to shareholders' concerns that led to a failed say-on-pay vote last year. While the company provides enhanced disclosure surrounding the CEO's retention award and other aspects of the compensation program and CEO succession planning, the actions taken by the committee do not meaningfully address all of shareholders' expressed concerns, which is paramount following a failed vote. In addition, concerns with respect to goal rigor under the annual and long-term incentive programs underscore a pay-for-performance misalignment. In the wake of shareholder feedback expressing concern regarding goal rigor, some shareholders may find the lowering of certain annual incentive goals concerning given payouts well above target. In addition, relative metrics under the LTI program target the median of peers, which is not considered particularly rigorous. Lastly, concerns are also raised with regards to the tax gross-up paid for the CEO's personal use of aircraft perquisites.
PacWest Bancorp	05/10/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Palomar Holdings, Inc.	05/26/2022	Management	1	Yes	Elect Director Mac Armstrong	For	For	For	For	A vote FOR the director nominees is warranted.
Palomar Holdings, Inc.	05/26/2022	Management	2	Yes	Elect Director Martha Notaras	For	For	For	For	A vote FOR the director nominees is warranted.
Palomar Holdings, Inc.	05/26/2022	Management	3	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the declassification of the board and the removal of supermajority vote requirements represent an enhancement in shareholder rights.
Palomar Holdings, Inc.	05/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Actual performance results and payout formulas for the annual incentive are not disclosed. Although annual-cycle long-term incentives introduced performance-based equity, these awards remained predominantly time-vesting. PSUs utilize only a single annual performance period, and disclosure surrounding PSU metrics was poor. Further, the CEO and multiple NEOs received special retention awards of significant magnitude without sufficiently compelling rationale.
Palomar Holdings, Inc.	05/26/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Papa John's International, Inc.	04/26/2022	Management	1	Yes	Elect Director Christopher L. Coleman	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	04/26/2022	Management	2	Yes	Elect Director Olivia F. Kirtley	For	For	Against	Against	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	04/26/2022	Management	3	Yes	Elect Director Laurette T. Koellner	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	04/26/2022	Management	4	Yes	Elect Director Robert M. Lynch	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	04/26/2022	Management	5	Yes	Elect Director Jocelyn C. Mangan	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	04/26/2022	Management	6	Yes	Elect Director Sonya E. Medina	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	04/26/2022	Management	7	Yes	Elect Director Shaquille R. O'Neal	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	04/26/2022	Management	8	Yes	Elect Director Anthony M. Sanfilippo	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	04/26/2022	Management	9	Yes	Elect Director Jeffrey C. Smith	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Papa John's International, Inc.	04/26/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Papa John's International, Inc.	04/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance were reasonably aligned and no significant concerns were identified for the year in review.
Papa John's International, Inc.	04/26/2022	Shareholder	12	Yes	Report on Use of Pig Gestation Crates	Against	For	For	For	A vote FOR this resolution is warranted because the company set a 2013 goal to have significant movement away from pig gestation crates in its supply chain by 2022, but has failed to keep shareholders informed of its progress and has failed to significantly move away from that practice.
Par Pacific Holdings, Inc.	05/03/2022	Management	1	Yes	Elect Director Robert Silberman	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	2	Yes	Elect Director Melvyn Klein	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	3	Yes	Elect Director Curtis Anastasio	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	4	Yes	Elect Director Anthony Chase	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	5	Yes	Elect Director Timothy Clossey	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	6	Yes	Elect Director L. Melvin Cooper	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	7	Yes	Elect Director Philip Davidson	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	8	Yes	Elect Director Walter Dods	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	9	Yes	Elect Director Katherine Hatcher	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	10	Yes	Elect Director William Monteleone	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	11	Yes	Elect Director William Pate	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/03/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Par Pacific Holdings, Inc.	05/03/2022	Management	13	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Park National Corporation	04/25/2022	Management	1	Yes	Elect Director Donna M. Alvarado	For	For	Against	Against	Votes AGAINST non-independent nominees Donna Alvarado, Stephen Kambeitz and Timothy McLain are warranted for lack of a majority independent board, and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park National Corporation	04/25/2022	Management	2	Yes	Elect Director Frederic M. Bertley	For	For	For	For	Votes AGAINST non-independent nominees Donna Alvarado, Stephen Kambeitz and Timothy McLain are warranted for lack of a majority independent board, and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park National Corporation	04/25/2022	Management	3	Yes	Elect Director Stephen J. Kambeitz	For	For	Against	Against	Votes AGAINST non-independent nominees Donna Alvarado, Stephen Kambeitz and Timothy McLain are warranted for lack of a majority independent board, and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park National Corporation	04/25/2022	Management	4	Yes	Elect Director Timothy S. McLain	For	For	Against	Against	Votes AGAINST non-independent nominees Donna Alvarado, Stephen Kambeitz and Timothy McLain are warranted for lack of a majority independent board, and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park National Corporation	04/25/2022	Management	5	Yes	Elect Director Mark R. Ramser	For	For	For	For	Votes AGAINST non-independent nominees Donna Alvarado, Stephen Kambeitz and Timothy McLain are warranted for lack of a majority independent board, and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Park National Corporation	04/25/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Park National Corporation	04/25/2022	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Park National Corporation	04/25/2022	Management	8	Yes	Eliminate Cumulative Voting	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company has not put significant safeguards in place to offset the lack of cumulative voting.
Park-Ohio Holdings Corp.	05/19/2022	Management	1	Yes	Elect Director Edward F. Crawford	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Edward Crawford for lack of a majority independent board. In the absence of the nominating committee members on ballot, WITHHOLD votes are warranted for incumbent directors Edward Crawford, John Grampa, and Steven (Steve) Rosen for lack of racial or ethnic diversity on the board. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are further warranted for Steven (Steve) Rosen as a compensation committee member due to a pay-for-performance misalignment attributable to discretionary bonuses and long-term incentives that are subject solely to time-vesting.
Park-Ohio Holdings Corp.	05/19/2022	Management	2	Yes	Elect Director John D. Grampa	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominee Edward Crawford for lack of a majority independent board. In the absence of the nominating committee members on ballot, WITHHOLD votes are warranted for incumbent directors Edward Crawford, John Grampa, and Steven (Steve) Rosen for lack of racial or ethnic diversity on the board. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are further warranted for Steven (Steve) Rosen as a compensation committee member due to a pay-for-performance misalignment attributable to discretionary bonuses and long-term incentives that are subject solely to time-vesting.

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Company Name	Meeting Date	Proponent	Proposal	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Sequence Number	Proposal		Recommendation	Recommendation	Recommendation	Instruction	
Park-Ohio Holdings Corp.	05/19/2022	Management	3	Yes	Elect Director Steven H. Rosen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominee Edward Crawford for lack of a majority independent board. In the absence of the nominating committee members on ballot, WITHHOLD votes are warranted for incumbent directors Edward Crawford, John Grampa, and Steven (Steve) Rosen for lack of racial or ethnic diversity on the board. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are further warranted for Steven (Steve) Rosen as a compensation committee member due to a pay-for-performance misalignment attributable to discretionary bonuses and long-term incentives that are subject solely to time-vesting.
Park-Ohio Holdings Corp.	05/19/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Parke Bancorp, Inc.	04/19/2022	Management	1	Yes	Elect Director Fred G. Choate	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Choate, Jeffrey (Jeff) Kripitz and Jack Sheppard Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Fred Choate and Jack Sheppard Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Fred Choate and Jack Sheppard Jr. are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Compensation Committee members Fred Choate and Jack Sheppard Jr. are further warranted in light of concerns with respect to single-trigger equity vesting acceleration upon a change in control, a lack of risk-mitigating policies for executive compensation, and a lack of pre-set performance-based metrics for the CEO's bonus and equity awards.
Parke Bancorp, Inc.	04/19/2022	Management	2	Yes	Elect Director Jeffrey H. Kripitz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Choate, Jeffrey (Jeff) Kripitz and Jack Sheppard Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Fred Choate and Jack Sheppard Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Fred Choate and Jack Sheppard Jr. are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Compensation Committee members Fred Choate and Jack Sheppard Jr. are further warranted in light of concerns with respect to single-trigger equity vesting acceleration upon a change in control, a lack of risk-mitigating policies for executive compensation, and a lack of pre-set performance-based metrics for the CEO's bonus and equity awards.
Parke Bancorp, Inc.	04/19/2022	Management	3	Yes	Elect Director Jack C. Sheppard, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Choate, Jeffrey (Jeff) Kripitz and Jack Sheppard Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Fred Choate and Jack Sheppard Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Fred Choate and Jack Sheppard Jr. are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Compensation Committee members Fred Choate and Jack Sheppard Jr. are further warranted in light of concerns with respect to single-trigger equity vesting acceleration upon a change in control, a lack of risk-mitigating policies for executive compensation, and a lack of pre-set performance-based metrics for the CEO's bonus and equity awards.
Party City Holdco Inc.	06/08/2022	Management	1	Yes	Elect Director Joel Alsine	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Norman Matthews, Steven Collins, and James Conroy, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Party City Holdco Inc.	06/08/2022	Management	2	Yes	Elect Director Steven J. Collins	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Norman Matthews, Steven Collins, and James Conroy, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Party City Holdco Inc.	06/08/2022	Management	3	Yes	Elect Director James G. Conroy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Norman Matthews, Steven Collins, and James Conroy, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Party City Holdco Inc.	06/08/2022	Management	4	Yes	Elect Director William S. Creekmuir	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Norman Matthews, Steven Collins, and James Conroy, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Party City Holdco Inc.	06/08/2022	Management	5	Yes	Elect Director Sarah Dodds-Brown	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Norman Matthews, Steven Collins, and James Conroy, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Party City Holdco Inc.	06/08/2022	Management	6	Yes	Elect Director Jennifer Fleiss	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Norman Matthews, Steven Collins, and James Conroy, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Party City Holdco Inc.	06/08/2022	Management	7	Yes	Elect Director John A. Frascotti	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Norman Matthews, Steven Collins, and James Conroy, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Party City Holdco Inc.	06/08/2022	Management	8	Yes	Elect Director Norman S. Matthews	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Norman Matthews, Steven Collins, and James Conroy, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Party City Holdco Inc.	06/08/2022	Management	9	Yes	Elect Director Michelle Millstone-Shroff	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Norman Matthews, Steven Collins, and James Conroy, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Party City Holdco Inc.	06/08/2022	Management	10	Yes	Elect Director Bradley M. Weston	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Norman Matthews, Steven Collins, and James Conroy, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Party City Holdco Inc.	06/08/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO and NEOs received excessive gross-ups related to relocation benefits and there is a lack of long-term performance metrics in most recent FY.
Party City Holdco Inc.	06/08/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Party City Holdco Inc.	06/08/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Patrick Industries, Inc.	05/12/2022	Management	1	Yes	Elect Director Joseph M. Cerulli	For	For	Withhold	Withhold	WITHHOLD votes for Joseph Cerulli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/12/2022	Management	2	Yes	Elect Director Todd M. Cleveland	For	For	For	For	WITHHOLD votes for Joseph Cerulli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/12/2022	Management	3	Yes	Elect Director John A. Forbes	For	For	For	For	WITHHOLD votes for Joseph Cerulli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/12/2022	Management	4	Yes	Elect Director Michael A. Kitson	For	For	For	For	WITHHOLD votes for Joseph Cerulli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/12/2022	Management	5	Yes	Elect Director Pamela R. Klyn	For	For	For	For	WITHHOLD votes for Joseph Cerulli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/12/2022	Management	6	Yes	Elect Director Derrick B. Mayes	For	For	For	For	WITHHOLD votes for Joseph Cerulli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/12/2022	Management	7	Yes	Elect Director Andy L. Nemeth	For	For	For	For	WITHHOLD votes for Joseph Cerulli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/12/2022	Management	8	Yes	Elect Director Denis G. Suggs	For	For	For	For	WITHHOLD votes for Joseph Cerulli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Patrick Industries, Inc.	05/12/2022	Management	9	Yes	Elect Director M. Scott Welch	For	For	For	For	WITHHOLD votes for Joseph Cenuili are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Patrick Industries, Inc.	05/12/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Patrick Industries, Inc.	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Patterson-UTI Energy, Inc.	06/02/2022	Management	1	Yes	Elect Director Tiffany (TJ) Thom Cepak	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/02/2022	Management	2	Yes	Elect Director Michael W. Conlon	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/02/2022	Management	3	Yes	Elect Director William Andrew Hendricks, Jr.	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/02/2022	Management	4	Yes	Elect Director Curtis W. Huff	For	For	Withhold	Withhold	WITHHOLD votes for Curtis Huff and Terry Hunt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/02/2022	Management	5	Yes	Elect Director Terry H. Hunt	For	For	Withhold	Withhold	WITHHOLD votes for Curtis Huff and Terry Hunt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/02/2022	Management	6	Yes	Elect Director Cesar Jaime	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/02/2022	Management	7	Yes	Elect Director Janeen S. Judah	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/02/2022	Management	8	Yes	Elect Director Julie J. Robertson	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTI Energy, Inc.	06/02/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Patterson-UTI Energy, Inc.	06/02/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
PBF Energy Inc.	05/26/2022	Management	1	Yes	Elect Director Thomas J. Nimbley	For	For	For	For	A vote FOR the director nominees is warranted.
PBF Energy Inc.	05/26/2022	Management	2	Yes	Elect Director Spencer Abraham	For	For	For	For	A vote FOR the director nominees is warranted.
PBF Energy Inc.	05/26/2022	Management	3	Yes	Elect Director Wayne Budd	For	For	For	For	A vote FOR the director nominees is warranted.
PBF Energy Inc.	05/26/2022	Management	4	Yes	Elect Director Karen Davis	For	For	For	For	A vote FOR the director nominees is warranted.
PBF Energy Inc.	05/26/2022	Management	5	Yes	Elect Director Paul J. Donahue, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
PBF Energy Inc.	05/26/2022	Management	6	Yes	Elect Director S. Eugene Edwards	For	For	For	For	A vote FOR the director nominees is warranted.
PBF Energy Inc.	05/26/2022	Management	7	Yes	Elect Director Robert Lavinia	For	For	For	For	A vote FOR the director nominees is warranted.
PBF Energy Inc.	05/26/2022	Management	8	Yes	Elect Director Kimberly S. Lubel	For	For	For	For	A vote FOR the director nominees is warranted.
PBF Energy Inc.	05/26/2022	Management	9	Yes	Elect Director George E. Oaden	For	For	For	For	A vote FOR the director nominees is warranted.
PBF Energy Inc.	05/26/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PBF Energy Inc.	05/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The annual bonus was largely based on pre-set financial metrics, and concerns regarding disclosure are mitigated for the year in review due to the compensation committee's discretion, significantly decreasing payout. The LTI program is predominately based on performance-conditioned equity and utilizes a multi-year performance period, though a concern is noted regarding relative TSR target setting. Continued monitoring of the CEO's relatively large base salary is warranted.
PBF Energy Inc.	05/26/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.52 percent is excessive. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PC Connection, Inc.	05/18/2022	Management	1	Yes	Elect Director Patricia Gallup	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Patricia Gallup, as a non-independent director nominee, due to the company's lack of a formal nominating committee, and as board chair, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is
PC Connection, Inc.	05/18/2022	Management	2	Yes	Elect Director David Beffa-Negrini	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Patricia Gallup, as a non-independent director nominee, due to the company's lack of a formal nominating committee, and as board chair, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is
PC Connection, Inc.	05/18/2022	Management	3	Yes	Elect Director Jay Bothwick	For	For	For	For	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Patricia Gallup, as a non-independent director nominee, due to the company's lack of a formal nominating committee, and as board chair, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is
PC Connection, Inc.	05/18/2022	Management	4	Yes	Elect Director Barbara Duckett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Patricia Gallup, as a non-independent director nominee, due to the company's lack of a formal nominating committee, and as board chair, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is
PC Connection, Inc.	05/18/2022	Management	5	Yes	Elect Director Jack Ferguson	For	For	For	For	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Patricia Gallup, as a non-independent director nominee, due to the company's lack of a formal nominating committee, and as board chair, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is
PC Connection, Inc.	05/18/2022	Management	6	Yes	Elect Director Gary Kinyon	For	For	For	For	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Patricia Gallup, as a non-independent director nominee, due to the company's lack of a formal nominating committee, and as board chair, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is
PC Connection, Inc.	05/18/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to single-trigger equity vesting acceleration, lack of risk mitigators, and lack of long-term performance metrics under the company's executive pay program.
PC Connection, Inc.	05/18/2022	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PC Connection, Inc.	05/18/2022	Management	9	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: " The purchase price is reasonable; " The shares reserved is relatively conservative; and " The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
PC Connection, Inc.	05/18/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PCB Bancorp	05/26/2022	Management	1	Yes	Elect Director Kijun Ahn	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/26/2022	Management	2	Yes	Elect Director Daniel Cho	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/26/2022	Management	3	Yes	Elect Director Haeyoung Cho	For	Withhold	Withhold	Withhold	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PCB Bancorp	05/26/2022	Management	4	Yes	Elect Director Janice Chung	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/26/2022	Management	5	Yes	Elect Director Sarah Jun	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/26/2022	Management	6	Yes	Elect Director Sang Young Lee	For	For	Withhold	Withhold	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/26/2022	Management	7	Yes	Elect Director Hong Kyun "Daniel" Park	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/26/2022	Management	8	Yes	Elect Director Don Rhee	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/26/2022	Management	9	Yes	Elect Director Henry Kim	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/26/2022	Management	10	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
PCTEL, Inc.	05/25/2022	Management	1	Yes	Elect Director Gina Hasplaire	For	For	For	For	A vote FOR all director nominees is warranted.
PCTEL, Inc.	05/25/2022	Management	2	Yes	Elect Director M. Jay Sinder	For	For	For	For	A vote FOR all director nominees is warranted.
PCTEL, Inc.	05/25/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
PCTEL, Inc.	05/25/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PDC Energy, Inc.	05/25/2022	Management	1	Yes	Elect Director Barton R. Brookman	For	For	For	For	WITHHOLD votes for Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PDC Energy, Inc.	05/25/2022	Management	2	Yes	Elect Director Pamela R. Butcher	For	For	For	For	WITHHOLD votes for Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PDC Energy, Inc.	05/25/2022	Management	3	Yes	Elect Director Mark E. Ellis	For	For	For	For	WITHHOLD votes for Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PDC Energy, Inc.	05/25/2022	Management	4	Yes	Elect Director Paul J. Korus	For	For	For	For	WITHHOLD votes for Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PDC Energy, Inc.	05/25/2022	Management	5	Yes	Elect Director Lynn A. Peterson	For	For	Withhold	Withhold	WITHHOLD votes for Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PDC Energy, Inc.	05/25/2022	Management	6	Yes	Elect Director Carlos A. Sabater	For	For	For	For	WITHHOLD votes for Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PDC Energy, Inc.	05/25/2022	Management	7	Yes	Elect Director Diana L. Sands	For	For	For	For	WITHHOLD votes for Lynn Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PDC Energy, Inc.	05/25/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted. Following last year's low say-on-pay vote result, the company disclosed shareholder engagement efforts, specific feedback received, and pay program changes in response to feedback. Based on these actions, the compensation committee's responsiveness to shareholder concerns is determined to have been sufficient.
PDC Energy, Inc.	05/25/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PDF Solutions, Inc.	06/14/2022	Management	1	Yes	Elect Director Nancy Erba	For	For	For	For	A vote FOR all director nominees is warranted.
PDF Solutions, Inc.	06/14/2022	Management	2	Yes	Elect Director Michael B. Gustafson	For	For	For	For	A vote FOR all director nominees is warranted.
PDF Solutions, Inc.	06/14/2022	Management	3	Yes	Elect Director John K. Kibarian	For	For	For	For	A vote FOR all director nominees is warranted.
PDF Solutions, Inc.	06/14/2022	Management	4	Yes	Ratify BPM LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
PDF Solutions, Inc.	06/14/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 14.17 percent is reasonable.
PDF Solutions, Inc.	06/14/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	1	Yes	Elect Director Carmen M. Bowser	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	2	Yes	Elect Director Susan A. Cole	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	3	Yes	Elect Director Anthony J. Consì, II	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	4	Yes	Elect Director Richard Daingerfield	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	5	Yes	Elect Director Edward A. Gramigna, Jr.	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	6	Yes	Elect Director Peter D. Horst	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	7	Yes	Elect Director Steven A. Kass	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	8	Yes	Elect Director Douglas L. Kennedy	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	9	Yes	Elect Director F. Duffield Meyercord	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	10	Yes	Elect Director Patrick J. Mullen	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	11	Yes	Elect Director Philip W. Smith, III	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	12	Yes	Elect Director Tony Spinelli	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	13	Yes	Elect Director Beth Welsh	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consì II, and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Peapack-Gladstone Financial Corporation	05/03/2022	Management	15	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Penns Woods Bancorp, Inc.	04/26/2022	Management	1	Yes	Elect Director Daniel K. Brewer	For	For	For	For	WITHHOLD votes for non-independent nominees R. Edward Nestlerode Jr., Michael Casale Jr., Brian Knepp and Ronald Walko are warranted for lack of a majority independent board. WITHHOLD votes for R. Edward Nestlerode Jr., Michael Casale Jr. and Ronald Walko are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members R. Edward Nestlerode Jr. and Michael Casale Jr. are warranted due to limited responsiveness to shareholder concerns following consecutive years of low say-on-pay support. A vote FOR Daniel K. Brewer is warranted.
Penns Woods Bancorp, Inc.	04/26/2022	Management	2	Yes	Elect Director Michael J. Casale, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees R. Edward Nestlerode Jr., Michael Casale Jr., Brian Knepp and Ronald Walko are warranted for lack of a majority independent board. WITHHOLD votes for R. Edward Nestlerode Jr., Michael Casale Jr. and Ronald Walko are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members R. Edward Nestlerode Jr. and Michael Casale Jr. are warranted due to limited responsiveness to shareholder concerns following consecutive years of low say-on-pay support. A vote FOR Daniel K. Brewer is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Penns Woods Bancorp, Inc.	04/26/2022	Management	3	Yes	Elect Director Brian L. Knepp	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees R. Edward Nestlerode Jr., Michael Casale Jr., Brian Knepp and Ronald Walko are warranted for lack of a majority independent board. WITHHOLD votes for R. Edward Nestlerode Jr., Michael Casale Jr. and Ronald Walko are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members R. Edward Nestlerode Jr. and Michael Casale Jr. are warranted due to limited responsiveness to shareholder concerns following consecutive years of low say-on-pay support. A vote FOR Daniel K. Brewer is warranted.
Penns Woods Bancorp, Inc.	04/26/2022	Management	4	Yes	Elect Director R. Edward Nestlerode, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees R. Edward Nestlerode Jr., Michael Casale Jr., Brian Knepp and Ronald Walko are warranted for lack of a majority independent board. WITHHOLD votes for R. Edward Nestlerode Jr., Michael Casale Jr. and Ronald Walko are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members R. Edward Nestlerode Jr. and Michael Casale Jr. are warranted due to limited responsiveness to shareholder concerns following consecutive years of low say-on-pay support. A vote FOR Daniel K. Brewer is warranted.
Penns Woods Bancorp, Inc.	04/26/2022	Management	5	Yes	Elect Director Ronald A. Walko	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees R. Edward Nestlerode Jr., Michael Casale Jr., Brian Knepp and Ronald Walko are warranted for lack of a majority independent board. WITHHOLD votes for R. Edward Nestlerode Jr., Michael Casale Jr. and Ronald Walko are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members R. Edward Nestlerode Jr. and Michael Casale Jr. are warranted due to limited responsiveness to shareholder concerns following consecutive years of low say-on-pay support. A vote FOR Daniel K. Brewer is warranted.
Penns Woods Bancorp, Inc.	04/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated only limited responsiveness to consecutive years of low say-on-pay support. In addition, the CEO's base salary is excessive, equity awards are entirely time-vesting, and the connection between bonus payout and company performance remains unclear.
Penns Woods Bancorp, Inc.	04/26/2022	Management	7	Yes	Ratify S.R. Snodgrass, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Penske Automotive Group, Inc.	05/12/2022	Management	1	Yes	Elect Director John D. Barr	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	2	Yes	Elect Director Lisa A. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	3	Yes	Elect Director Wolfgang Durheimer	For	For	For	For	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	4	Yes	Elect Director Michael R. Eisenson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	5	Yes	Elect Director Robert H. Kurnick, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	6	Yes	Elect Director Kimberly J. McWaters	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	7	Yes	Elect Director Kota Odagiri	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	8	Yes	Elect Director Greg Penske	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders.

Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation		Vote Instruction	Voting Policy Rationale
							Recommendation	Instruction		
Penske Automotive Group, Inc.	05/12/2022	Management	9	Yes	Elect Director Roger S. Penske	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	10	Yes	Elect Director Sandra E. Pierce	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	11	Yes	Elect Director Greg C. Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	12	Yes	Elect Director Ronald G. Steinhart	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	13	Yes	Elect Director H. Brian Thompson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Penske Automotive Group, Inc.	05/12/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Peoples Bancorp Inc.	04/28/2022	Management	1	Yes	Elect Director Tara M. Abraham	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	2	Yes	Elect Director S. Craig Beam	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	3	Yes	Elect Director George W. Broughton	For	For	Withhold	Withhold	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	4	Yes	Elect Director David F. Dierker	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	5	Yes	Elect Director James S. Huggins	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	6	Yes	Elect Director Brooke W. James	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	7	Yes	Elect Director Susan D. Rector	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	8	Yes	Elect Director Kevin R. Reeves	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	9	Yes	Elect Director Douglas V. Reynolds	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	10	Yes	Elect Director Frances A. Skinner	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	11	Yes	Elect Director Charles W. Sulerzyski	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	12	Yes	Elect Director Michael N. Vittorio	For	For	For	For	WITHHOLD votes for George Broughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/28/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Peoples Bancorp Inc.	04/28/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	1	Yes	Elect Director James S. Abernethy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	2	Yes	Elect Director Robert C. Abernethy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	3	Yes	Elect Director Kimberly Boyd Leaks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale	
			Number	Proposal		Recommendation	Recommendation	Recommendation	Instruction		
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	4	Yes	Elect Director Douglas S. Howard	For		Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a	
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	5	Yes	Elect Director John W. Lineberger, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a	
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	6	Yes	Elect Director Gary E. Matthews	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a	
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	7	Yes	Elect Director Billy L. Price, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a	
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	8	Yes	Elect Director Larry E. Robinson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a	
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	9	Yes	Elect Director William Gregory Terry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a	
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	10	Yes	Elect Director Dan Ray Timmerman, Sr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a	
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	11	Yes	Elect Director Benjamin I. Zachary	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a	
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following reasons: * The company maintains employment agreements with executives that provide for excise tax gross-ups on change in control severance and excessive severance payout basis; and * The company lacks risk-mitigating measures, including a compensation clawback policy, stock ownership guidelines, or holding period requirements for executives.	
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	13	Yes	Ratify Elliott Davis, PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Perdoceo Education Corporation	05/26/2022	Management	1	Yes	Elect Director Dennis H. Chookaszian	For		Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Thomas Lally, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are warranted for lack of a two-thirds independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Perdoceo Education Corporation	05/26/2022	Management	2	Yes	Elect Director Kenda B. Gonzales	For	For	For	For	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Thomas Lally, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are warranted for lack of a two-thirds independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Perdoceo Education Corporation	05/26/2022	Management	3	Yes	Elect Director Patrick W. Gross	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Thomas Lally, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are warranted for lack of a two-thirds independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Perdoceo Education Corporation	05/26/2022	Management	4	Yes	Elect Director William D. Hansen	For	For	For	For	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Thomas Lally, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are warranted for lack of a two-thirds independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Perdoceo Education Corporation	05/26/2022	Management	5	Yes	Elect Director Andrew H. Hurst	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Thomas Lally, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are warranted for lack of a two-thirds independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Perdoceo Education Corporation	05/26/2022	Management	6	Yes	Elect Director Gregory L. Jackson	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Thomas Lally, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are warranted for lack of a two-thirds independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Perdoceo Education Corporation	05/26/2022	Management	7	Yes	Elect Director Thomas B. Lally	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Thomas Lally, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are warranted for lack of a two-thirds independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Perdoceo Education Corporation	05/26/2022	Management	8	Yes	Elect Director Todd S. Nelson	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Thomas Lally, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are warranted for lack of a two-thirds independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Perdoceo Education Corporation	05/26/2022	Management	9	Yes	Elect Director Leslie T. Thornton	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Thomas Lally, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are warranted for lack of a two-thirds independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Perdoceo Education Corporation	05/26/2022	Management	10	Yes	Elect Director Alan D. Wheat	For	For	For	For	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Thomas Lally, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are warranted for lack of a two-thirds independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Perdoceo Education Corporation	05/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	
Voting Policy Rationale										
Perdoceo Education Corporation	05/26/2022	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For		For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Perficient, Inc.	05/25/2022	Management	1	Yes	Elect Director Romil Bahl	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/25/2022	Management	2	Yes	Elect Director Jeffrey S. Davis	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/25/2022	Management	3	Yes	Elect Director Ralph C. Derrickson	For	For	Against	Against	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/25/2022	Management	4	Yes	Elect Director David S. Lundeen	For	For	Against	Against	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/25/2022	Management	5	Yes	Elect Director Brian L. Matthews	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/25/2022	Management	6	Yes	Elect Director Nancy C. Pechloff	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/25/2022	Management	7	Yes	Elect Director Gary M. Wimberly	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	05/25/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: " Equity awards to the CEO in the most recent fiscal year lack performance-vesting conditions. " Equity award arrangements provide for single-trigger vesting upon a change-in-control. " The company provided sizable miscellaneous perquisite to the CEO. " The company uses above-median benchmarking for named executives' total pay.
Perficient, Inc.	05/25/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perma-Pipe International Holdings, Inc.	06/22/2022	Management	1	Yes	Elect Director Cynthia A. Boiter	For	For	For	For	A vote FOR the director nominees is warranted.
Perma-Pipe International Holdings, Inc.	06/22/2022	Management	2	Yes	Elect Director David B. Brown	For	For	For	For	A vote FOR the director nominees is warranted.
Perma-Pipe International Holdings, Inc.	06/22/2022	Management	3	Yes	Elect Director David J. Mansfield	For	For	For	For	A vote FOR the director nominees is warranted.
Perma-Pipe International Holdings, Inc.	06/22/2022	Management	4	Yes	Elect Director Robert J. McNally	For	For	For	For	A vote FOR the director nominees is warranted.
Perma-Pipe International Holdings, Inc.	06/22/2022	Management	5	Yes	Elect Director Jerome T. Walker	For	For	For	For	A vote FOR the director nominees is warranted.
Perma-Pipe International Holdings, Inc.	06/22/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Perma-Pipe International Holdings, Inc.	06/22/2022	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perrigo Company plc	05/06/2022	Management	1	Yes	Elect Director Bradley A. Alford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	2	Yes	Elect Director Orlando D. Ashford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	3	Yes	Elect Director Katherine C. Doyle	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	4	Yes	Elect Director Adriana Karaboutis	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	5	Yes	Elect Director Murray S. Kessler	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	6	Yes	Elect Director Jeffrey B. Kindler	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	7	Yes	Elect Director Erica L. Mann	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	8	Yes	Elect Director Donal O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	9	Yes	Elect Director Geoffrey M. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	10	Yes	Elect Director Theodore R. Samuels	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	11	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perrigo Company plc	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although forward-looking goals and retroactive goals and performance for adjusted operating income PSUs are not disclosed, LTI awards are majority performance-based and the annual incentive is primarily based on pre-set objective metrics. Further, incentive payouts appear reasonably aligned with performance for the period under review. Shareholders may wish to continue monitoring the disclosure of PSU metric targets and actual
Perrigo Company plc	05/06/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Perrigo Company plc	05/06/2022	Management	14	Yes	Authorize Issue of Equity	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Perrigo Company plc	05/06/2022	Management	15	Yes	Authorize Issuance of Equity without Preemptive Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
PGT Innovations, Inc.	06/10/2022	Management	1	Yes	Elect Director Xavier F. Boza	For	For		For	WITHHOLD votes for non-independent nominees Alexander Castaldi and William Morgan are warranted for lack of a majority independent board. WITHHOLD votes for Alexander Castaldi and William Morgan are also warranted for serving as non-independent members of a key board committee. A vote FOR Xavier F. Boza is warranted.
PGT Innovations, Inc.	06/10/2022	Management	2	Yes	Elect Director Alexander R. Castaldi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alexander Castaldi and William Morgan are warranted for lack of a majority independent board. WITHHOLD votes for Alexander Castaldi and William Morgan are also warranted for serving as non-independent members of a key board committee. A vote FOR Xavier F. Boza is warranted.
PGT Innovations, Inc.	06/10/2022	Management	3	Yes	Elect Director William J. Morgan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alexander Castaldi and William Morgan are warranted for lack of a majority independent board. WITHHOLD votes for Alexander Castaldi and William Morgan are also warranted for serving as non-independent members of a key board committee. A vote FOR Xavier F. Boza is warranted.
PGT Innovations, Inc.	06/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
PGT Innovations, Inc.	06/10/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PGT Innovations, Inc.	06/10/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Photronics, Inc.	03/10/2022	Management	1	Yes	Elect Director Walter M. Fiederowicz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine Macricostas, Peter Kirlin, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board.WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/10/2022	Management	2	Yes	Elect Director Peter S. Kirlin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine Macricostas, Peter Kirlin, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board.WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/10/2022	Management	3	Yes	Elect Director Daniel Liao	For	For	For	For	WITHHOLD votes for non-independent nominees Constantine Macricostas, Peter Kirlin, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board.WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/10/2022	Management	4	Yes	Elect Director Constantine S. Macricostas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine Macricostas, Peter Kirlin, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board.WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/10/2022	Management	5	Yes	Elect Director George Macricostas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine Macricostas, Peter Kirlin, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board.WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/10/2022	Management	6	Yes	Elect Director Mary Paladino	For	For	For	For	WITHHOLD votes for non-independent nominees Constantine Macricostas, Peter Kirlin, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board.WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/10/2022	Management	7	Yes	Elect Director Mitchell G. Tyson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine Macricostas, Peter Kirlin, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board.WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/10/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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Company Name	Meeting Date	Proposal Sequence Number	Proponent	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pinnacle Financial Partners, Inc.	04/19/2022	Management	4	Yes	Elect Director Gregory L. Burns	For	For	Against	Against	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	5	Yes	Elect Director Richard D. Callicutt, II	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	6	Yes	Elect Director Marty G. Dickens	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	7	Yes	Elect Director Thomas C. Farnsworth, III	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	8	Yes	Elect Director Joseph C. Galante	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	9	Yes	Elect Director Glenda Baskin Glover	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	10	Yes	Elect Director David B. Ingram	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	11	Yes	Elect Director Decosta E. Jenkins	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	12	Yes	Elect Director Robert A. McCabe, Jr.	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	13	Yes	Elect Director Reese L. Smith, III	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	14	Yes	Elect Director G. Kennedy Thompson	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	15	Yes	Elect Director M. Terry Turner	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	16	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Pinnacle Financial Partners, Inc.	04/19/2022	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Pitney Bowes Inc.	05/02/2022	Management	1	Yes	Elect Director Anne M. Busquet	For	For	Against	Against	Votes AGAINST Michael Roth, Anne Busquet and David Shedlarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pitney Bowes Inc.	05/02/2022	Management	2	Yes	Elect Director Robert M. ("Bob") Dutkowsky	For	For	For	For	Votes AGAINST Michael Roth, Anne Busquet and David Shedlarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pitney Bowes Inc.	05/02/2022	Management	3	Yes	Elect Director Mary J. Steele Guilfoile	For	For	For	For	Votes AGAINST Michael Roth, Anne Busquet and David Shedlarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pitney Bowes Inc.	05/02/2022	Management	4	Yes	Elect Director S. Douglas Hutcheson	For	For	For	For	Votes AGAINST Michael Roth, Anne Busquet and David Shedlarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pitney Bowes Inc.	05/02/2022	Management	5	Yes	Elect Director Marc B. Lautenbach	For	For	For	For	Votes AGAINST Michael Roth, Anne Busquet and David Shedlarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pitney Bowes Inc.	05/02/2022	Management	6	Yes	Elect Director Michael I. Roth	For	For	Against	Against	Votes AGAINST Michael Roth, Anne Busquet and David Shedlarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pitney Bowes Inc.	05/02/2022	Management	7	Yes	Elect Director Linda S. Sanford	For	For	For	For	Votes AGAINST Michael Roth, Anne Busquet and David Shedlarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pitney Bowes Inc.	05/02/2022	Management	8	Yes	Elect Director David L. Shedlarz	For	For	Against	Against	Votes AGAINST Michael Roth, Anne Busquet and David Shedlarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pitney Bowes Inc.	05/02/2022	Management	9	Yes	Elect Director Sheila A. Stamps	For	For	For	For	Votes AGAINST Michael Roth, Anne Busquet and David Shedlarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pitney Bowes Inc.	05/02/2022	Management	10	Yes	Ratify Pricewaterhousecoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pitney Bowes Inc.	05/02/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as executive pay and company performance are reasonably aligned at this time.
Pitney Bowes Inc.	05/02/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.41 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. Company grants to NEOs%
Pixelworks, Inc.	05/12/2022	Management	1	Yes	Elect Director Todd A. DeBonis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Heneghan, Todd DeBonis and Charles Scott Gibson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/12/2022	Management	2	Yes	Elect Director Amy L. Bunszel	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Heneghan, Todd DeBonis and Charles Scott Gibson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/12/2022	Management	3	Yes	Elect Director Dean W. Butler	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Heneghan, Todd DeBonis and Charles Scott Gibson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/12/2022	Management	4	Yes	Elect Director C. Scott Gibson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Heneghan, Todd DeBonis and Charles Scott Gibson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/12/2022	Management	5	Yes	Elect Director Daniel J. Heneghan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Heneghan, Todd DeBonis and Charles Scott Gibson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/12/2022	Management	6	Yes	Elect Director David J. Tupman	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Heneghan, Todd DeBonis and Charles Scott Gibson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Heneghan and Charles Scott Gibson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pixelworks, Inc.	05/12/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan administrator may provide loans to exercise awards.
Pixelworks, Inc.	05/12/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Pixelworks, Inc.	05/12/2022	Management	9	Yes	Ratify Armanino LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
PJT Partners Inc.	04/28/2022	Management	1	Yes	Elect Director Paul J. Taubman	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Paul Taubman and Emily Rafferty are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for nominating committee chair Emily Rafferty are further warranted for lack of racial/ethnic diversity on the board.
PJT Partners Inc.	04/28/2022	Management	2	Yes	Elect Director Emily K. Rafferty	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Paul Taubman and Emily Rafferty are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for nominating committee chair Emily Rafferty are further warranted for lack of racial/ethnic diversity on the board.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PJT Partners Inc.	04/28/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
PJT Partners Inc.	04/28/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Planet Fitness, Inc.	05/02/2022	Management	1	Yes	Elect Director Craig Benson	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Craig Benson, Cambria (Cammie) Dunaway, and Christopher Tanco are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Planet Fitness, Inc.	05/02/2022	Management	2	Yes	Elect Director Cammie Dunaway	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Craig Benson, Cambria (Cammie) Dunaway, and Christopher Tanco are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Planet Fitness, Inc.	05/02/2022	Management	3	Yes	Elec Director Christopher Tanco	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Craig Benson, Cambria (Cammie) Dunaway, and Christopher Tanco are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Planet Fitness, Inc.	05/02/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Planet Fitness, Inc.	05/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that significant concerns regarding the structure of the pay program were identified for the year under review. In particular, although the annual incentive for the CEO is generally based on pre-set, objective measures, the STI plan provides for additional payouts if the bonus funding pool is not fully utilized. For FY21, the application of this practice under the STI plan resulted in the CEO's receiving a significant increase in his bonus payments outside of the formulaic determination of 1H 2021 and 2H 2022 performance outcomes. Furthermore, the committee granted entirely time-vesting equity in FY21 and supplanted in-flight PSU awards that were unlikely to be earned with time-vesting grants. These actions are not generally viewed as a reasonable reaction to account for the impact of the COVID-19 pandemic.
Plantronics, Inc.	06/23/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Considering the board's reasonable sales process, the premium to recent trading prices, the ongoing supply chain issues impacting POLY's financial results, and the apparent downside risk in the event of non-approval, a vote FOR this proposal is warranted.
Plantronics, Inc.	06/23/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	Although equity awards are subject to single-trigger vesting, performance awards will be based on the actual level of achievement. Further, NEOs' potential cash severance is reasonable, and no excise tax gross-ups will be paid. As such, a vote FOR this proposal is warranted.
Plantronics, Inc.	06/23/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the merger agreement warrants shareholder support.
Playa Hotels & Resorts N.V.	05/12/2022	Management	1	Yes	Elect Director Bruce D. Wardinski	For	For	For	For	Votes AGAINST Karl Peterson are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Playa Hotels & Resorts N.V.	05/12/2022	Management	2	Yes	Elect Director Hal Stanley Jones	For	For	For	For	Votes AGAINST Karl Peterson are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Playa Hotels & Resorts N.V.	05/12/2022	Management	3	Yes	Elect Director Mahmood Khimji	For	For	For	For	Votes AGAINST Karl Peterson are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Playa Hotels & Resorts N.V.	05/12/2022	Management	4	Yes	Elect Director Elizabeth Lieberman	For	For	For	For	Votes AGAINST Karl Peterson are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Playa Hotels & Resorts N.V.	05/12/2022	Management	5	Yes	Elect Director Maria Miller	For	For	For	For	Votes AGAINST Karl Peterson are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Playa Hotels & Resorts N.V.	05/12/2022	Management	6	Yes	Elect Director Leticia Navarro	For	For	For	For	Votes AGAINST Karl Peterson are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Playa Hotels & Resorts N.V.	05/12/2022	Management	7	Yes	Elect Director Karl Peterson	For	Against	Against	Against	Votes AGAINST Karl Peterson are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Playa Hotels & Resorts N.V.	05/12/2022	Management	8	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the approval of the financial statements is warranted due to a lack of concerns regarding the accounts presented.
Playa Hotels & Resorts N.V.	05/12/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Playa Hotels & Resorts N.V.	05/12/2022	Management	10	Yes	Ratify Deloitte Accountants B.V. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Playa Hotels & Resorts N.V.	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.
Playa Hotels & Resorts N.V.	05/12/2022	Management	12	Yes	Approve Discharge of Directors	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies suggesting that the management board and/or supervisory board are not fulfilling their fiduciary duties.
Playa Hotels & Resorts N.V.	05/12/2022	Management	13	Yes	Authorization of the Board to Acquire Shares and Depositary Receipts for Shares in the Capital of the Company	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company has not provided a compelling rationale for seeking authority to repurchase up to 20 percent of issued share capital, in open-market or off-market transactions, at a time when its business prospects remain uncertain.
Playa Hotels & Resorts N.V.	05/12/2022	Management	14	Yes	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights	For	For	For	For	A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.
Playtika Holding Corp.	06/09/2022	Management	1	Yes	Elect Director Robert Antokol	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Bellinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	2	Yes	Elect Director Marc Bellinson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Bellinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	3	Yes	Elect Director Hong Du	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Bellinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	4	Yes	Elect Director Dana Gross	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Bellinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	5	Yes	Elect Director Tian Lin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Bellinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Playtika Holding Corp.	06/09/2022	Management	6	Yes	Elect Director Wei Liu	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Bellinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	7	Yes	Elect Director Bing Yuan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Bellinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	8	Yes	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Playtika Holding Corp.	06/09/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While NEOs did not receive equity awards in FY2021, NEO pay continued to be very high and with concerning features. The NEOs continue to participate in bonus plans that provide for an uncapped, outsized bonus opportunities and outsized annual retention bonuses which appear to be guaranteed. These payments will be made annually from 2021 through 2024. Despite the positive changes to the executive compensation program beginning in FY2022, the proxy does not disclose if the current problematic bonus arrangements will be discontinued. Lastly, the CEO was provided with a security perquisite in an amount that is considered excessive.
Plexus Corp.	02/16/2022	Management	1	Yes	Elect Director Joann M. Eisenhart	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/16/2022	Management	2	Yes	Elect Director Dean A. Foate	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/16/2022	Management	3	Yes	Elect Director Rainer Jueckstock	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/16/2022	Management	4	Yes	Elect Director Peter Kelly	For	For	Withhold	Withhold	WITHHOLD votes for Michael Schrock and Peter Kelly are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/16/2022	Management	5	Yes	Elect Director Todd P. Kelsey	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/16/2022	Management	6	Yes	Elect Director Randy J. Martinez	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/16/2022	Management	7	Yes	Elect Director Joel Quadracci	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/16/2022	Management	8	Yes	Elect Director Karen M. Rapp	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/16/2022	Management	9	Yes	Elect Director Paul A. Rooke	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/16/2022	Management	10	Yes	Elect Director Michael V. Schrock	For	For	Withhold	Withhold	WITHHOLD votes for Michael Schrock and Peter Kelly are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/16/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Plexus Corp.	02/16/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PNM Resources, Inc.	05/10/2022	Management	1	Yes	Elect Director Vicky A. Bailey	For	For	For	For	Votes AGAINST Donald Schwanz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/10/2022	Management	2	Yes	Elect Director Norman P. Becker	For	For	For	For	Votes AGAINST Donald Schwanz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/10/2022	Management	3	Yes	Elect Director Patricia K. Collawn	For	For	For	For	Votes AGAINST Donald Schwanz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/10/2022	Management	4	Yes	Elect Director E. Renae Conley	For	For	For	For	Votes AGAINST Donald Schwanz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/10/2022	Management	5	Yes	Elect Director Alan J. Fohrer	For	For	For	For	Votes AGAINST Donald Schwanz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/10/2022	Management	6	Yes	Elect Director Sidney M. Gutierrez	For	For	For	For	Votes AGAINST Donald Schwanz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/10/2022	Management	7	Yes	Elect Director James A. Hughes	For	For	For	For	Votes AGAINST Donald Schwanz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/10/2022	Management	8	Yes	Elect Director Maureen T. Mullarkey	For	For	For	For	Votes AGAINST Donald Schwanz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/10/2022	Management	9	Yes	Elect Director Donald K. Schwanz	For	For	Against	Against	Votes AGAINST Donald Schwanz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/10/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PNM Resources, Inc.	05/10/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Popular, Inc.	05/12/2022	Management	1	Yes	Elect Director Alejandro M. Ballester	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	2	Yes	Elect Director Richard L. Carrion	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	3	Yes	Elect Director Betty DeVita	For	For	For	For	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	4	Yes	Elect Director Carlos A. Unanue	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	5	Yes	Elect Director Joaquin E. Bacardi, III	For	For	For	For	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	6	Yes	Elect Director Robert Carrady	For	For	For	For	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Popular, Inc.	05/12/2022	Management	7	Yes	Elect Director John W. Dierksen	For	For	For	For
Popular, Inc.	05/12/2022	Management	8	Yes	Elect Director Myrna M. Soto	For	For	For	For
Popular, Inc.	05/12/2022	Management	9	Yes	Elect Director Jose R. Rodriguez	For	For	For	For
Popular, Inc.	05/12/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Popular, Inc.	05/12/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
Portland General Electric Company	04/22/2022	Management	1	Yes	Elect Director Rodney Brown	For	For	Against	Against
Portland General Electric Company	04/22/2022	Management	2	Yes	Elect Director Jack Davis	For	For	For	For
Portland General Electric Company	04/22/2022	Management	3	Yes	Elect Director Dawn Farrell	For	For	For	For
Portland General Electric Company	04/22/2022	Management	4	Yes	Elect Director Mark Ganz	For	For	Against	Against
Portland General Electric Company	04/22/2022	Management	5	Yes	Elect Director Marie Oh Huber	For	For	For	For
Portland General Electric Company	04/22/2022	Management	6	Yes	Elect Director Kathryn Jackson	For	For	For	For
Portland General Electric Company	04/22/2022	Management	7	Yes	Elect Director Michael Lewis	For	For	For	For
Portland General Electric Company	04/22/2022	Management	8	Yes	Elect Director Michael Millegan	For	For	For	For
Portland General Electric Company	04/22/2022	Management	9	Yes	Elect Director Lee Pelton	For	For	Against	Against
Portland General Electric Company	04/22/2022	Management	10	Yes	Elect Director Maria Pope	For	For	For	For
Portland General Electric Company	04/22/2022	Management	11	Yes	Elect Director James Torgerson	For	For	For	For
Portland General Electric Company	04/22/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Portland General Electric Company	04/22/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
Powell Industries, Inc.	02/16/2022	Management	1	Yes	Elect Director Brett A. Cope	For	For	For	For
Powell Industries, Inc.	02/16/2022	Management	2	Yes	Elect Director John G. Stacey	For	For	For	For
Powell Industries, Inc.	02/16/2022	Management	3	Yes	Elect Director Richard E. Williams	For	Withhold	Withhold	Withhold
Powell Industries, Inc.	02/16/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Powell Industries, Inc.	02/16/2022	Management	5	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	Against	Against
Power Integrations, Inc.	05/20/2022	Management	1	Yes	Elect Director Wendy Arienzo	For	For	For	For
Power Integrations, Inc.	05/20/2022	Management	2	Yes	Elect Director Balu Balakrishnan	For	For	Withhold	Withhold
Power Integrations, Inc.	05/20/2022	Management	3	Yes	Elect Director Nicholas E. Brathwaite	For	For	Withhold	Withhold
Power Integrations, Inc.	05/20/2022	Management	4	Yes	Elect Director Anita Ganti	For	For	For	For
Power Integrations, Inc.	05/20/2022	Management	5	Yes	Elect Director William L. George	For	For	Withhold	Withhold
Power Integrations, Inc.	05/20/2022	Management	6	Yes	Elect Director Balakrishnan S. Iyer	For	For	Withhold	Withhold
Power Integrations, Inc.	05/20/2022	Management	7	Yes	Elect Director Jennifer Lloyd	For	For	For	For
Power Integrations, Inc.	05/20/2022	Management	8	Yes	Elect Director Necip Sayiner	For	For	For	For
Power Integrations, Inc.	05/20/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	
						Recommendation	Recommendation	Recommendation		
Voting Policy Rationale										
Power Integrations, Inc.	05/20/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PRA Group, Inc.	06/09/2022	Management	1	Yes	Elect Director Vikram A. Atal	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	2	Yes	Elect Director Danielle M. Brown	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	3	Yes	Elect Director Marjorie M. Connelly	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	4	Yes	Elect Director John H. Fain	For	For	Against	Against	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	5	Yes	Elect Director Steven D. Fredrickson	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	6	Yes	Elect Director James A. Nussle	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	7	Yes	Elect Director Brett L. Paschke	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	8	Yes	Elect Director Kevin P. Stevenson	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	9	Yes	Elect Director Scott M. Tabakin	For	For	Against	Against	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	10	Yes	Elect Director Peggy P. Turner	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	11	Yes	Elect Director Lance L. Weaver	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/09/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
PRA Group, Inc.	06/09/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
PRA Group, Inc.	06/09/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Preferred Bank	05/17/2022	Management	1	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Preferred Bank	05/17/2022	Management	2	Yes	Elect Director Li Yu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR Kathleen Shane is warranted.
Preferred Bank	05/17/2022	Management	3	Yes	Elect Director Clark Hsu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR Kathleen Shane is warranted.
Preferred Bank	05/17/2022	Management	4	Yes	Elect Director Kathleen Shane	For	For	For	For	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR Kathleen Shane is warranted.
Preferred Bank	05/17/2022	Management	5	Yes	Elect Director J. Richard Belliston	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR Kathleen Shane is warranted.
Preferred Bank	05/17/2022	Management	6	Yes	Elect Director Gary S. Nunnely	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR Kathleen Shane is warranted.
Preferred Bank	05/17/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Preferred Bank	05/17/2022	Management	8	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Preferred Bank	05/17/2022	Management	9	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Preformed Line Products Company	05/10/2022	Management	1	Yes	Elect Director Glenn E. Corlett	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, and J. Ryan Ruhlman are warranted for failing to establish racial or ethnic diversity on the board. WITHHOLD votes for non-independent nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, J. Ryan Ruhlman and David Sunkle are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Glenn Corlett and Michael Gibbons are also warranted for serving as non-independent members of a key board committee.
Preformed Line Products Company	05/10/2022	Management	2	Yes	Elect Director Michael E. Gibbons	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, and J. Ryan Ruhlman are warranted for failing to establish racial or ethnic diversity on the board. WITHHOLD votes for non-independent nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, J. Ryan Ruhlman and David Sunkle are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Glenn Corlett and Michael Gibbons are also warranted for serving as non-independent members of a key board committee.
Preformed Line Products Company	05/10/2022	Management	3	Yes	Elect Director R. Steven Kestner	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, and J. Ryan Ruhlman are warranted for failing to establish racial or ethnic diversity on the board. WITHHOLD votes for non-independent nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, J. Ryan Ruhlman and David Sunkle are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Glenn Corlett and Michael Gibbons are also warranted for serving as non-independent members of a key board committee.
Preformed Line Products Company	05/10/2022	Management	4	Yes	Elect Director J. Ryan Ruhlman	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, and J. Ryan Ruhlman are warranted for failing to establish racial or ethnic diversity on the board. WITHHOLD votes for non-independent nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, J. Ryan Ruhlman and David Sunkle are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Glenn Corlett and Michael Gibbons are also warranted for serving as non-independent members of a key board committee.
Preformed Line Products Company	05/10/2022	Management	5	Yes	Elect Director David C. Sunkle	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner and J. Ryan Ruhlman are warranted for failing to establish racial or ethnic diversity on the board. WITHHOLD votes for non-independent nominees Glenn Corlett, Michael Gibbons, R. Steven (Steve) Kestner, J. Ryan Ruhlman and David Sunkle are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Glenn Corlett and Michael Gibbons are also warranted for serving as non-independent members of a key board committee.
Preformed Line Products Company	05/10/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Premier Financial Corp.	04/26/2022	Management	1	Yes	Elect Director Zahid Afzal	For	For	For	For	WITHHOLD votes for John Bookmyer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/26/2022	Management	2	Yes	Elect Director Louis M. Altman	For	For	For	For	WITHHOLD votes for John Bookmyer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/26/2022	Management	3	Yes	Elect Director Terri A. Bettinger	For	For	For	For	WITHHOLD votes for John Bookmyer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal	Votable	Proposal Text	Recommend ation	Recommend ation	Recommend ation	Vote Instruction	
			Sequence Number	Proposal						
Premier Financial Corp.	04/26/2022	Management	4	Yes	Elect Director John L. Bookmyer	For	For	Withhold	Withhold	WITHHOLD votes for John Bookmyer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Premier Financial Corp.	04/26/2022	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PriceSmart, Inc.	02/03/2022	Management	1	Yes	Elect Director Sherry S. Bahrambeygui	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price, and Edgar Zurcher are warranted for lack of a majority independent board.WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2022	Management	2	Yes	Elect Director Jeffrey Fisher	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price, and Edgar Zurcher are warranted for lack of a majority independent board.WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2022	Management	3	Yes	Elect Director Gordon H. Hanson	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price, and Edgar Zurcher are warranted for lack of a majority independent board.WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2022	Management	4	Yes	Elect Director Beatriz V. Infante	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price, and Edgar Zurcher are warranted for lack of a majority independent board.WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2022	Management	5	Yes	Elect Director Leon C. Janks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price, and Edgar Zurcher are warranted for lack of a majority independent board.WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2022	Management	6	Yes	Elect Director Patricia Marquez	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price, and Edgar Zurcher are warranted for lack of a majority independent board.WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2022	Management	7	Yes	Elect Director David Price	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price, and Edgar Zurcher are warranted for lack of a majority independent board.WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2022	Management	8	Yes	Elect Director Robert E. Price	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price, and Edgar Zurcher are warranted for lack of a majority independent board.WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2022	Management	9	Yes	Elect Director David R. Snyder	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price, and Edgar Zurcher are warranted for lack of a majority independent board.WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2022	Management	10	Yes	Elect Director Edgar Zurcher	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price, and Edgar Zurcher are warranted for lack of a majority independent board.WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
PriceSmart, Inc.	02/03/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Primerica, Inc.	05/11/2022	Management	1	Yes	Elect Director John A. Addison, Jr.	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	2	Yes	Elect Director Joel M. Babbitt	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	3	Yes	Elect Director P. George Benson	For	For	Against	Against	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	4	Yes	Elect Director Amber L. Cottle	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	5	Yes	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	6	Yes	Elect Director Cynthia N. Day	For	For	Against	Against	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	7	Yes	Elect Director Sanjeev Dheer	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	8	Yes	Elect Director Beatriz R. Perez	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	9	Yes	Elect Director D. Richard Williams	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	10	Yes	Elect Director Glenn J. Williams	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	11	Yes	Elect Director Barbara A. Yastine	For	For	Against	Against	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Primerica, Inc.	05/11/2022	Management	13	Yes	Ratify KPMG LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Primis Financial Corp.	05/26/2022	Management	1	Yes	Elect Director John F. Biagas	For	For	For	For	A vote FOR all director nominees is warranted.
Primis Financial Corp.	05/26/2022	Management	2	Yes	Elect Director John M. Eggenmeyer	For	For	For	For	A vote FOR all director nominees is warranted.
Primis Financial Corp.	05/26/2022	Management	3	Yes	Elect Director F.L. Garrett, III	For	For	For	For	A vote FOR all director nominees is warranted.
Primis Financial Corp.	05/26/2022	Management	4	Yes	Elect Director Allen R. Jones, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Primis Financial Corp.	05/26/2022	Management	5	Yes	Ratify Dixon Hughes Goodman LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal	Votable	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
			Sequence Number	Proposal		Recommendation	Recommendation	Recommendation		
Primis Financial Corp.	05/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The compensation committee appears to have utilized significant discretion with respect to the payout determination under the annual incentive program and the specific performance goals under the long-term incentive program are not disclosed. However, such concerns are somewhat mitigated at this time given that the annual incentive program utilizes pre-set objective measures, and the payouts were earned at target. In addition, long-term incentive awards were pre-dominantly performance-conditioned and utilize a multi-year performance period. In light of this, support FOR this proposal is warranted, with caution. Shareholders should continue to monitor the company's pay programs.
Primoris Services Corporation	05/04/2022	Management	1	Yes	Elect Director Michael E. Ching	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/04/2022	Management	2	Yes	Elect Director Stephen C. Cook	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/04/2022	Management	3	Yes	Elect Director David L. King	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/04/2022	Management	4	Yes	Elect Director Carla S. Mashinski	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/04/2022	Management	5	Yes	Elect Director Terry D. McCallister	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/04/2022	Management	6	Yes	Elect Director Thomas E. McCormick	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/04/2022	Management	7	Yes	Elect Director Jose R. Rodriguez	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/04/2022	Management	8	Yes	Elect Director John P. Schauerman	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/04/2022	Management	9	Yes	Elect Director Patricia K. Wagner	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/04/2022	Management	10	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Primoris Services Corporation	05/04/2022	Management	11	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and has limits on employee contributions.
ProAssurance Corporation	05/24/2022	Management	1	Yes	Elect Director Kedrick D. Adkins, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
ProAssurance Corporation	05/24/2022	Management	2	Yes	Elect Director Bruce D. Angiolillo	For	For	For	For	A vote FOR the director nominees is warranted.
ProAssurance Corporation	05/24/2022	Management	3	Yes	Elect Director Mave Head Frei	For	For	For	For	A vote FOR the director nominees is warranted.
ProAssurance Corporation	05/24/2022	Management	4	Yes	Elect Director Scott C. Syphax	For	For	For	For	A vote FOR the director nominees is warranted.
ProAssurance Corporation	05/24/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ProAssurance Corporation	05/24/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Professional Holding Corp.	05/25/2022	Management	2	Yes	Elect Director Abel L. Iglesias	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Abel Iglesias, Margaret Blakey, Hillel Shohet, and Norman Edelcup due to the following: * Entering into new agreements with a "single-trigger" provision; that is, an executive will receive payments in the event of a change in control regardless of subsequent employment; and * Problematic severance payments to a former CEO upon his voluntary resignation. WITHHOLD votes are further warranted for director nominees Abel Iglesias, Margaret Blakey, Hillel Shohet, and Norman Edelcup due to an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR Joseph Willett is warranted.
Professional Holding Corp.	05/25/2022	Management	3	Yes	Elect Director Hillel Shohet	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Abel Iglesias, Margaret Blakey, Hillel Shohet, and Norman Edelcup due to the following: * Entering into new agreements with a "single-trigger" provision; that is, an executive will receive payments in the event of a change in control regardless of subsequent employment; and * Problematic severance payments to a former CEO upon his voluntary resignation. WITHHOLD votes are further warranted for director nominees Abel Iglesias, Margaret Blakey, Hillel Shohet, and Norman Edelcup due to an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR Joseph Willett is warranted.
Professional Holding Corp.	05/25/2022	Management	4	Yes	Elect Director Norman S. Edelcup	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Abel Iglesias, Margaret Blakey, Hillel Shohet, and Norman Edelcup due to the following: * Entering into new agreements with a "single-trigger" provision; that is, an executive will receive payments in the event of a change in control regardless of subsequent employment; and * Problematic severance payments to a former CEO upon his voluntary resignation. WITHHOLD votes are further warranted for director nominees Abel Iglesias, Margaret Blakey, Hillel Shohet, and Norman Edelcup due to an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR Joseph Willett is warranted.
Professional Holding Corp.	05/25/2022	Management	5	Yes	Elect Director Joseph Willett	For	For	For	For	WITHHOLD votes are warranted for director nominees Abel Iglesias, Margaret Blakey, Hillel Shohet, and Norman Edelcup due to the following: * Entering into new agreements with a "single-trigger" provision; that is, an executive will receive payments in the event of a change in control regardless of subsequent employment; and * Problematic severance payments to a former CEO upon his voluntary resignation. WITHHOLD votes are further warranted for director nominees Abel Iglesias, Margaret Blakey, Hillel Shohet, and Norman Edelcup due to an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR Joseph Willett is warranted.
Professional Holding Corp.	05/25/2022	Management	7	Yes	Elect Director Margaret Blakey	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Abel Iglesias, Margaret Blakey, Hillel Shohet, and Norman Edelcup due to the following: * Entering into new agreements with a "single-trigger" provision; that is, an executive will receive payments in the event of a change in control regardless of subsequent employment; and * Problematic severance payments to a former CEO upon his voluntary resignation. WITHHOLD votes are further warranted for director nominees Abel Iglesias, Margaret Blakey, Hillel Shohet, and Norman Edelcup due to an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR Joseph Willett is warranted.
Professional Holding Corp.	05/25/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
PROG Holdings, Inc.	05/24/2022	Management	1	Yes	Elect Director Kathy T. Betty	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee; and for serving as a director on more than four public company boards. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/24/2022	Management	2	Yes	Elect Director Douglas C. Curling	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee; and for serving as a director on more than four public company boards. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/24/2022	Management	3	Yes	Elect Director Cynthia N. Day	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee; and for serving as a director on more than four public company boards. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/24/2022	Management	4	Yes	Elect Director Curtis L. Doman	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee; and for serving as a director on more than four public company boards. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/24/2022	Management	5	Yes	Elect Director Ray M. Martinez	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee; and for serving as a director on more than four public company boards. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



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			Number	Proposal		Recommendation	Recommendation	Recommendation		
Voting Policy Rationale										
PROG Holdings, Inc.	05/24/2022	Management	6	Yes	Elect Director Steven A. Michaels			For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee; and for serving as a director on more than four public company boards. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/24/2022	Management	7	Yes	Elect Director Ray M. Robinson	For	For	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee; and for serving as a director on more than four public company boards. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/24/2022	Management	8	Yes	Elect Director Caroline Sheu	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee; and for serving as a director on more than four public company boards. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/24/2022	Management	9	Yes	Elect Director James P. Smith	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee; and for serving as a director on more than four public company boards. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/24/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.
PROG Holdings, Inc.	05/24/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PROG Holdings, Inc.	05/24/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the company's named executives during the last fiscal year exceeds 15 percent of total awards.
PROG Holdings, Inc.	05/24/2022	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Progress Software Corporation	05/12/2022	Management	1	Yes	Elect Director Paul T. Dacier	For	For	For	For	WITHHOLD votes for Charles Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/12/2022	Management	2	Yes	Elect Director John R. Egan	For	For	For	For	WITHHOLD votes for Charles Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/12/2022	Management	3	Yes	Elect Director Rainer Gawlick	For	For	For	For	WITHHOLD votes for Charles Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/12/2022	Management	4	Yes	Elect Director Yogesh Gupta	For	For	For	For	WITHHOLD votes for Charles Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/12/2022	Management	5	Yes	Elect Director Charles F. Kane	For	For	Withhold	Withhold	WITHHOLD votes for Charles Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/12/2022	Management	6	Yes	Elect Director Samskriti (Sam) Y. King	For	For	For	For	WITHHOLD votes for Charles Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/12/2022	Management	7	Yes	Elect Director David A. Krall	For	For	Withhold	Withhold	WITHHOLD votes for Charles Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/12/2022	Management	8	Yes	Elect Director Angela T. Tucci	For	For	For	For	WITHHOLD votes for Charles Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/12/2022	Management	9	Yes	Elect Director Vivian Vitale	For	For	For	For	WITHHOLD votes for Charles Kane and David Krall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/12/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Progress Software Corporation	05/12/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ProPetro Holding Corp.	04/19/2022	Management	1	Yes	Elect Director Samuel D. Sledge	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	04/19/2022	Management	2	Yes	Elect Director Phillip A. Gobe	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	04/19/2022	Management	3	Yes	Elect Director Spencer D. Armour, III	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	04/19/2022	Management	4	Yes	Elect Director Mark S. Berg	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	04/19/2022	Management	5	Yes	Elect Director Anthony J. Best	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	04/19/2022	Management	6	Yes	Elect Director Michele Vion	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	04/19/2022	Management	7	Yes	Elect Director Alan E. Douglas	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	04/19/2022	Management	8	Yes	Elect Director G. Larry Lawrence	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	04/19/2022	Management	9	Yes	Elect Director Jack B. Moore	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	04/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ProPetro Holding Corp.	04/19/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prosperity Bancshares, Inc.	04/19/2022	Management	1	Yes	Elect Director George A. Fisk	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ned Holmes and Jack Lord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees David Zalman, Leah Henderson, Ned Holmes and Jack Lord are warranted for lack of a majority independent board. As no members of the Nominating and Corporate Governance Committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees David Zalman, George Fisk, Leah Henderson, Ned Holmes, and Jack Lord for failure to establish racial or ethnic diversity on the board.
Prosperity Bancshares, Inc.	04/19/2022	Management	2	Yes	Elect Director Leah Henderson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ned Holmes and Jack Lord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees David Zalman, Leah Henderson, Ned Holmes and Jack Lord are warranted for lack of a majority independent board. As no members of the Nominating and Corporate Governance Committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees David Zalman, George Fisk, Leah Henderson, Ned Holmes, and Jack Lord for failure to establish racial or ethnic diversity on the board.
Prosperity Bancshares, Inc.	04/19/2022	Management	3	Yes	Elect Director Ned S. Holmes	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ned Holmes and Jack Lord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees David Zalman, Leah Henderson, Ned Holmes and Jack Lord are warranted for lack of a majority independent board. As no members of the Nominating and Corporate Governance Committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees David Zalman, George Fisk, Leah Henderson, Ned Holmes, and Jack Lord for failure to establish racial or ethnic diversity on the board.
Prosperity Bancshares, Inc.	04/19/2022	Management	4	Yes	Elect Director Jack Lord	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ned Holmes and Jack Lord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees David Zalman, Leah Henderson, Ned Holmes and Jack Lord are warranted for lack of a majority independent board. As no members of the Nominating and Corporate Governance Committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees David Zalman, George Fisk, Leah Henderson, Ned Holmes, and Jack Lord for failure to establish racial or ethnic diversity on the board.
Prosperity Bancshares, Inc.	04/19/2022	Management	5	Yes	Elect Director David Zalman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ned Holmes and Jack Lord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees David Zalman, Leah Henderson, Ned Holmes and Jack Lord are warranted for lack of a majority independent board. As no members of the Nominating and Corporate Governance Committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees David Zalman, George Fisk, Leah Henderson, Ned Holmes, and Jack Lord for failure to establish racial or ethnic diversity on the board.
Prosperity Bancshares, Inc.	04/19/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prosperity Bancshares, Inc.	04/19/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements with certain executives that provide for single trigger cash severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company provided an excessive amount for the CEO's life insurance perquisite.

B.1.a										
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			Number	Proposal		Recommendation	Recommendation	Recommendation		
Protagonist Therapeutics, Inc.	05/26/2022	Management	1	Yes	Elect Director Harold E. Selick	For	Withhold	Withhold	Withhold	WITHHOLD votes for Harold (Barry) Selick are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Harold (Barry) Selick and Bryan Giraudo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Protagonist Therapeutics, Inc.	05/26/2022	Management	2	Yes	Elect Director Bryan Giraudo	For	Withhold	Withhold	Withhold	WITHHOLD votes for Harold (Barry) Selick are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Harold (Barry) Selick and Bryan Giraudo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Protagonist Therapeutics, Inc.	05/26/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Protagonist Therapeutics, Inc.	05/26/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Protagonist Therapeutics, Inc.	05/26/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Prothena Corporation plc	05/17/2022	Management	1	Yes	Elect Director Paula K. Cobb	For	For	For	For	A vote FOR all director nominees is warranted.
Prothena Corporation plc	05/17/2022	Management	2	Yes	Elect Director Lars G. Ekman	For	For	For	For	A vote FOR all director nominees is warranted.
Prothena Corporation plc	05/17/2022	Management	3	Yes	Elect Director Sanjiv K. Patel	For	For	For	For	A vote FOR all director nominees is warranted.
Prothena Corporation plc	05/17/2022	Management	4	Yes	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prothena Corporation plc	05/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Prothena Corporation plc	05/17/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Prothena Corporation plc	05/17/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 22.71 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Prothena Corporation plc	05/17/2022	Management	8	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	Against	Against	Against	A vote AGAINST these resolutions is warranted because: * The proposed amount under the general authority exceeds recommended limits (Item 6); and * The proposed amount for share issuances without pre-emptive rights exceeds recommended limits of 10% of issued share capital (Item 7). In addition, the duration of the proposals is for longer than 18 months, contrary to recommended
Prothena Corporation plc	05/17/2022	Management	9	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	For	Against	Against	Against	A vote AGAINST these resolutions is warranted because: * The proposed amount under the general authority exceeds recommended limits (Item 6); and * The proposed amount for share issuances without pre-emptive rights exceeds recommended limits of 10% of issued share capital (Item 7). In addition, the duration of the proposals is for longer than 18 months, contrary to recommended
Prothena Corporation plc	05/17/2022	Management	10	Yes	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that Item 7 does not warrant support.
Proto Labs, Inc.	05/18/2022	Management	1	Yes	Elect Director Robert Bodor	For	For	For	For	Votes AGAINST Rainer Gawlick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/18/2022	Management	2	Yes	Elect Director Archie C. Black	For	For	For	For	Votes AGAINST Rainer Gawlick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/18/2022	Management	3	Yes	Elect Director Sujeet Chand	For	For	For	For	Votes AGAINST Rainer Gawlick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/18/2022	Management	4	Yes	Elect Director Moonhie Chin	For	For	For	For	Votes AGAINST Rainer Gawlick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/18/2022	Management	5	Yes	Elect Director Rainer Gawlick	For	For	Against	Against	Votes AGAINST Rainer Gawlick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/18/2022	Management	6	Yes	Elect Director Stacy Greiner	For	For	For	For	Votes AGAINST Rainer Gawlick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/18/2022	Management	7	Yes	Elect Director Donald G. Krantz	For	For	For	For	Votes AGAINST Rainer Gawlick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/18/2022	Management	8	Yes	Elect Director Sven A. Wehrwein	For	For	For	For	Votes AGAINST Rainer Gawlick are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/18/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Proto Labs, Inc.	05/18/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Provident Financial Services, Inc.	04/28/2022	Management	1	Yes	Elect Director James P. Dunigan	For	For	For	For	WITHHOLD votes for Frank Fekete are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Provident Financial Services, Inc.	04/28/2022	Management	2	Yes	Elect Director Frank L. Fekete	For	For	Withhold	Withhold	WITHHOLD votes for Frank Fekete are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Provident Financial Services, Inc.	04/28/2022	Management	3	Yes	Elect Director Matthew K. Harding	For	For	For	For	WITHHOLD votes for Frank Fekete are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Provident Financial Services, Inc.	04/28/2022	Management	4	Yes	Elect Director Anthony J. Labozzetta	For	For	For	For	WITHHOLD votes for Frank Fekete are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Provident Financial Services, Inc.	04/28/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Provident Financial Services, Inc.	04/28/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pure Cycle Corporation	01/12/2022	Management	1	Yes	Elect Director Mark W. Harding	For	For	For	For	WITHHOLD votes for Peter Howell are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/12/2022	Management	2	Yes	Elect Director Patrick J. Beirne	For	For	For	For	WITHHOLD votes for Peter Howell are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/12/2022	Management	3	Yes	Elect Director Wanda J. Abel	For	For	For	For	WITHHOLD votes for Peter Howell are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/12/2022	Management	4	Yes	Elect Director Frederick A. Fendel, III	For	For	For	For	WITHHOLD votes for Peter Howell are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/12/2022	Management	5	Yes	Elect Director Peter C. Howell	For	For	Withhold	Withhold	WITHHOLD votes for Peter Howell are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/12/2022	Management	6	Yes	Elect Director Daniel R. Kozlowski	For	For	For	For	WITHHOLD votes for Peter Howell are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/12/2022	Management	7	Yes	Elect Director Jeffrey G. Sheets	For	For	For	For	WITHHOLD votes for Peter Howell are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/12/2022	Management	8	Yes	Ratify Plante & Moran PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Pure Cycle Corporation	01/12/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
PVH Corp.	06/16/2022	Management	1	Yes	Elect Director Michael M. Calbert	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	2	Yes	Elect Director Brent Callinicos	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	3	Yes	Elect Director George Cheeks	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	4	Yes	Elect Director Joseph B. Fuller	For	For	Against	Against	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommend ation	Recommend ation	Recommend ation		
PVH Corp.	06/16/2022	Management	5	Yes	Elect Director Stefan Larsson	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	6	Yes	Elect Director V. James Marino	For	For	Against	Against	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	7	Yes	Elect Director G. Penny McIntyre	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	8	Yes	Elect Director Amy McPherson	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	9	Yes	Elect Director Allison Peterson	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	10	Yes	Elect Director Edward R. Rosenfeld	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	11	Yes	Elect Director Amanda Sourry (Judith Amanda Sourry Knox)	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely based on financial performance, and half of the CEO's equity is performance conditioned. In addition, total CEO pay decreased as compared to compensation for the prior CEO in 2020, and PSUs tied to 2019-2021 performance were forfeited when the threshold goals were not met. However, continued monitoring of long-term incentives is warranted in light of the one-year measurement period for a portion of 2021 PSUs, and given that NEOs' equity awards are primarily time-based.
PVH Corp.	06/16/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pzena Investment Management, Inc.	05/18/2022	Management	1	Yes	Elect Director Richard S. Pzena	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Pzena, Chenyu (Caroline) Cai, Steven Galbraith, John Goetz, Joel Greenblatt, William Lipsey and Richard Meyerowich are warranted for lack of a majority independent board. WITHHOLD votes for Steven Galbraith, Joel Greenblatt and Richard Meyerowich are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Steven Galbraith, Joel Greenblatt, Shavar Jeffries, Charles Johnston, and Richard Meyerowich are warranted due to an unmitigated pay-for-performance misalignment. The NEOs received sizable bonuses which are discretionary in nature.
Pzena Investment Management, Inc.	05/18/2022	Management	2	Yes	Elect Director John P. Goetz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Pzena, Chenyu (Caroline) Cai, Steven Galbraith, John Goetz, Joel Greenblatt, William Lipsey and Richard Meyerowich are warranted for lack of a majority independent board. WITHHOLD votes for Steven Galbraith, Joel Greenblatt and Richard Meyerowich are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Steven Galbraith, Joel Greenblatt, Shavar Jeffries, Charles Johnston, and Richard Meyerowich are warranted due to an unmitigated pay-for-performance misalignment. The NEOs received sizable bonuses which are discretionary in nature.
Pzena Investment Management, Inc.	05/18/2022	Management	3	Yes	Elect Director William L. Lipsey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Pzena, Chenyu (Caroline) Cai, Steven Galbraith, John Goetz, Joel Greenblatt, William Lipsey and Richard Meyerowich are warranted for lack of a majority independent board. WITHHOLD votes for Steven Galbraith, Joel Greenblatt and Richard Meyerowich are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Steven Galbraith, Joel Greenblatt, Shavar Jeffries, Charles Johnston, and Richard Meyerowich are warranted due to an unmitigated pay-for-performance misalignment. The NEOs received sizable bonuses which are discretionary in nature.
Pzena Investment Management, Inc.	05/18/2022	Management	4	Yes	Elect Director Steven M. Galbraith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Pzena, Chenyu (Caroline) Cai, Steven Galbraith, John Goetz, Joel Greenblatt, William Lipsey and Richard Meyerowich are warranted for lack of a majority independent board. WITHHOLD votes for Steven Galbraith, Joel Greenblatt and Richard Meyerowich are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Steven Galbraith, Joel Greenblatt, Shavar Jeffries, Charles Johnston, and Richard Meyerowich are warranted due to an unmitigated pay-for-performance misalignment. The NEOs received sizable bonuses which are discretionary in nature.
Pzena Investment Management, Inc.	05/18/2022	Management	5	Yes	Elect Director Joel M. Greenblatt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Pzena, Chenyu (Caroline) Cai, Steven Galbraith, John Goetz, Joel Greenblatt, William Lipsey and Richard Meyerowich are warranted for lack of a majority independent board. WITHHOLD votes for Steven Galbraith, Joel Greenblatt and Richard Meyerowich are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Steven Galbraith, Joel Greenblatt, Shavar Jeffries, Charles Johnston, and Richard Meyerowich are warranted due to an unmitigated pay-for-performance misalignment. The NEOs received sizable bonuses which are discretionary in nature.
Pzena Investment Management, Inc.	05/18/2022	Management	6	Yes	Elect Director Richard P. Meyerowich	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Pzena, Chenyu (Caroline) Cai, Steven Galbraith, John Goetz, Joel Greenblatt, William Lipsey and Richard Meyerowich are warranted for lack of a majority independent board. WITHHOLD votes for Steven Galbraith, Joel Greenblatt and Richard Meyerowich are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Steven Galbraith, Joel Greenblatt, Shavar Jeffries, Charles Johnston, and Richard Meyerowich are warranted due to an unmitigated pay-for-performance misalignment. The NEOs received sizable bonuses which are discretionary in nature.
Pzena Investment Management, Inc.	05/18/2022	Management	7	Yes	Elect Director Charles D. Johnston	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Pzena, Chenyu (Caroline) Cai, Steven Galbraith, John Goetz, Joel Greenblatt, William Lipsey and Richard Meyerowich are warranted for lack of a majority independent board. WITHHOLD votes for Steven Galbraith, Joel Greenblatt and Richard Meyerowich are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Steven Galbraith, Joel Greenblatt, Shavar Jeffries, Charles Johnston, and Richard Meyerowich are warranted due to an unmitigated pay-for-performance misalignment. The NEOs received sizable bonuses which are discretionary in nature.
Pzena Investment Management, Inc.	05/18/2022	Management	8	Yes	Elect Director Shavar D. Jeffries	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Pzena, Chenyu (Caroline) Cai, Steven Galbraith, John Goetz, Joel Greenblatt, William Lipsey and Richard Meyerowich are warranted for lack of a majority independent board. WITHHOLD votes for Steven Galbraith, Joel Greenblatt and Richard Meyerowich are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Steven Galbraith, Joel Greenblatt, Shavar Jeffries, Charles Johnston, and Richard Meyerowich are warranted due to an unmitigated pay-for-performance misalignment. The NEOs received sizable bonuses which are discretionary in nature.
Pzena Investment Management, Inc.	05/18/2022	Management	9	Yes	Elect Director Chenyu Caroline Cai	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Pzena, Chenyu (Caroline) Cai, Steven Galbraith, John Goetz, Joel Greenblatt, William Lipsey and Richard Meyerowich are warranted for lack of a majority independent board. WITHHOLD votes for Steven Galbraith, Joel Greenblatt and Richard Meyerowich are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes for compensation committee members Steven Galbraith, Joel Greenblatt, Shavar Jeffries, Charles Johnston, and Richard Meyerowich are warranted due to an unmitigated pay-for-performance misalignment. The NEOs received sizable bonuses which are discretionary in nature.
Pzena Investment Management, Inc.	05/18/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
QCR Holdings, Inc.	05/19/2022	Management	1	Yes	Elect Director Brent R. Cobb	For	For	For	For	WITHHOLD votes for Mark Kilmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation	Instruction	
QCR Holdings, Inc.	05/19/2022	Management	2	Yes	Elect Director Larry J. Helling	For	For	For	For	WITHHOLD votes for Mark Kilmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QCR Holdings, Inc.	05/19/2022	Management	3	Yes	Elect Director Mark C. Kilmer	For	For	Withhold	Withhold	WITHHOLD votes for Mark Kilmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QCR Holdings, Inc.	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
QCR Holdings, Inc.	05/19/2022	Management	5	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
QCR Holdings, Inc.	05/19/2022	Management	6	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quad/Graphics, Inc.	05/23/2022	Management	1	Yes	Elect Director Mark A. Angelson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Mark Angelson are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Douglas Buth, John Fowler, and John Shiely are warranted due to problematic pay practices. The company paid problematic severance upon an NEO's voluntary retirement in the form of deeming his long-term cash earned at target and cashing out his unvested restricted shares. Other problematic pay practices include excessive corporate aircraft-related perquisite provided to the CEO, problematic excise tax gross-up in existing change-in-control agreements, and single-trigger equity vesting acceleration upon a change-in-control.
Quad/Graphics, Inc.	05/23/2022	Management	2	Yes	Elect Director Douglas P. Buth	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Mark Angelson are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Douglas Buth, John Fowler, and John Shiely are warranted due to problematic pay practices. The company paid problematic severance upon an NEO's voluntary retirement in the form of deeming his long-term cash earned at target and cashing out his unvested restricted shares. Other problematic pay practices include excessive corporate aircraft-related perquisite provided to the CEO, problematic excise tax gross-up in existing change-in-control agreements, and single-trigger equity vesting acceleration upon a change-in-control.
Quad/Graphics, Inc.	05/23/2022	Management	3	Yes	Elect Director Kathryn Quadracci Flores	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Mark Angelson are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Douglas Buth, John Fowler, and John Shiely are warranted due to problematic pay practices. The company paid problematic severance upon an NEO's voluntary retirement in the form of deeming his long-term cash earned at target and cashing out his unvested restricted shares. Other problematic pay practices include excessive corporate aircraft-related perquisite provided to the CEO, problematic excise tax gross-up in existing change-in-control agreements, and single-trigger equity vesting acceleration upon a change-in-control.
Quad/Graphics, Inc.	05/23/2022	Management	4	Yes	Elect Director John C. Fowler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Mark Angelson are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Douglas Buth, John Fowler, and John Shiely are warranted due to problematic pay practices. The company paid problematic severance upon an NEO's voluntary retirement in the form of deeming his long-term cash earned at target and cashing out his unvested restricted shares. Other problematic pay practices include excessive corporate aircraft-related perquisite provided to the CEO, problematic excise tax gross-up in existing change-in-control agreements, and single-trigger equity vesting acceleration upon a change-in-control.
Quad/Graphics, Inc.	05/23/2022	Management	5	Yes	Elect Director Stephen M. Fuller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Mark Angelson are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Douglas Buth, John Fowler, and John Shiely are warranted due to problematic pay practices. The company paid problematic severance upon an NEO's voluntary retirement in the form of deeming his long-term cash earned at target and cashing out his unvested restricted shares. Other problematic pay practices include excessive corporate aircraft-related perquisite provided to the CEO, problematic excise tax gross-up in existing change-in-control agreements, and single-trigger equity vesting acceleration upon a change-in-control.



					Management			ISS		Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale		
Quad/Graphics, Inc.	05/23/2022	Management	6	Yes	Elect Director Christopher B. Harned	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Mark Angelson are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Douglas Buth, John Fowler, and John Shiely are warranted due to problematic pay practices. The company paid problematic severance upon an NEO's voluntary retirement in the form of deeming his long-term cash earned at target and cashing out his unvested restricted shares. Other problematic pay practices include excessive corporate aircraft-related perquisite provided to the CEO, problematic excise tax gross-up in existing change-in-control agreements, and single-trigger equity vesting acceleration upon a change-in-control.		
Quad/Graphics, Inc.	05/23/2022	Management	7	Yes	Elect Director J. Joel Quadracci	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Mark Angelson are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Douglas Buth, John Fowler, and John Shiely are warranted due to problematic pay practices. The company paid problematic severance upon an NEO's voluntary retirement in the form of deeming his long-term cash earned at target and cashing out his unvested restricted shares. Other problematic pay practices include excessive corporate aircraft-related perquisite provided to the CEO, problematic excise tax gross-up in existing change-in-control agreements, and single-trigger equity vesting acceleration upon a change-in-control.		
Quad/Graphics, Inc.	05/23/2022	Management	8	Yes	Elect Director Jay O. Rothman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Mark Angelson are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Douglas Buth, John Fowler, and John Shiely are warranted due to problematic pay practices. The company paid problematic severance upon an NEO's voluntary retirement in the form of deeming his long-term cash earned at target and cashing out his unvested restricted shares. Other problematic pay practices include excessive corporate aircraft-related perquisite provided to the CEO, problematic excise tax gross-up in existing change-in-control agreements, and single-trigger equity vesting acceleration upon a change-in-control.		
Quad/Graphics, Inc.	05/23/2022	Management	9	Yes	Elect Director John S. Shiely	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Mark Angelson are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Douglas Buth, John Fowler, and John Shiely are warranted due to problematic pay practices. The company paid problematic severance upon an NEO's voluntary retirement in the form of deeming his long-term cash earned at target and cashing out his unvested restricted shares. Other problematic pay practices include excessive corporate aircraft-related perquisite provided to the CEO, problematic excise tax gross-up in existing change-in-control agreements, and single-trigger equity vesting acceleration upon a change-in-control.		
Qualys, Inc.	06/08/2022	Management	1	Yes	Elect Director Sandra E. Bergeron	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Sandra Bergeron are warranted for lack of a majority independent board. A vote FOR Kristi M. Rogers is warranted.		
Qualys, Inc.	06/08/2022	Management	2	Yes	Elect Director Kristi M. Rogers	For	For	For	For	WITHHOLD votes for non-independent nominee Sandra Bergeron are warranted for lack of a majority independent board. A vote FOR Kristi M. Rogers is warranted.		
Qualys, Inc.	06/08/2022	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Qualys, Inc.	06/08/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company demonstrated sufficient responsiveness to last year's failed say-on-pay vote, by engaging with shareholders, disclosing shareholder feedback, and making significant changes to its pay program. In addition, pay and performance are reasonably aligned at this time.		
Qualys, Inc.	06/08/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 24.62 percent is excessive. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The plan administrator may provide loans to exercise awards.		
Qualys, Inc.	06/08/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.		
Quanex Building Products Corporation	02/22/2022	Management	1	Yes	Elect Director Susan F. Davis	For	For	Against	Against	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Quanex Building Products Corporation	02/22/2022	Management	2	Yes	Elect Director William C. Griffiths	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Quanex Building Products Corporation	02/22/2022	Management	3	Yes	Elect Director Bradley E. Hughes	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Quanex Building Products Corporation	02/22/2022	Management	4	Yes	Elect Director Jason D. Lippert	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Quanex Building Products Corporation	02/22/2022	Management	5	Yes	Elect Director Donald R. Maier	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Quanex Building Products Corporation	02/22/2022	Management	6	Yes	Elect Director Meredith W. Mendes	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Quanex Building Products Corporation	02/22/2022	Management	7	Yes	Elect Director Curtis M. Stevens	For	For	Against	Against	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Quanex Building Products Corporation	02/22/2022	Management	8	Yes	Elect Director William E. Waltz, Jr.	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Quanex Building Products Corporation	02/22/2022	Management	9	Yes	Elect Director George L. Wilson	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Quanex Building Products Corporation	02/22/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
Quanex Building Products Corporation	02/22/2022	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Quanterix Corporation	06/23/2022	Management	1	Yes	Elect Director Sarah E. Hlavinka	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Sarah Hlavinka and David Walt due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes for non-independent nominees Masoud Toloue and David Walt are warranted for lack of a majority independent board. WITHHOLD votes for David Walt are also warranted for serving as a non-independent member of a key board committee.	
Quanterix Corporation	06/23/2022	Management	2	Yes	Elect Director Masoud Toloue	For	For	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Sarah Hlavinka and David Walt due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes for non-independent nominees Masoud Toloue and David Walt are warranted for lack of a majority independent board. WITHHOLD votes for David Walt are also warranted for serving as a non-independent member of a key board committee.	
Quanterix Corporation	06/23/2022	Management	3	Yes	Elect Director David R. Walt	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Sarah Hlavinka and David Walt due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes for non-independent nominees Masoud Toloue and David Walt are warranted for lack of a majority independent board. WITHHOLD votes for David Walt are also warranted for serving as a non-independent member of a key board committee.	
Quanterix Corporation	06/23/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Quanterix Corporation	06/23/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Quanterix Corporation	06/23/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Quidel Corporation	05/16/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. Both the initial and ongoing market reaction has been negative; however, share price performance since announcement of the merger appears to be relatively in-line with declines of other Covid test makers as portions of the world emerge from the global pandemic. The diversification away from Covid testing resulting from the proposed transaction may reduce Covid-related volatility in QDEL shares going forward.	
Quidel Corporation	05/16/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Cash severance is double trigger and reasonably based, and NEOs' equity will be converted to awards in the surviving company with vesting terms maintained. However, executives are expected to receive tax gross-up payments in connection with the payment of single-trigger transaction bonuses.	
Quidel Corporation	05/16/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.	
Quidel Corporation	05/16/2022	Management	4	Yes	Elect Director Douglas C. Bryant	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Quidel Corporation	05/16/2022	Management	5	Yes	Elect Director Kenneth F. Buechler	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Quidel Corporation	05/16/2022	Management	6	Yes	Elect Director Edward L. Michael	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Quidel Corporation	05/16/2022	Management	7	Yes	Elect Director Mary Lake Polan	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Quidel Corporation	05/16/2022	Management	8	Yes	Elect Director Ann D. Rhoads	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Quidel Corporation	05/16/2022	Management	9	Yes	Elect Director Matthew W. Strobeck	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Quidel Corporation	05/16/2022	Management	10	Yes	Elect Director Kenneth J. Widder	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Quidel Corporation	05/16/2022	Management	11	Yes	Elect Director Joseph D. Wilkins, Jr.	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Quidel Corporation	05/16/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Quidel Corporation	05/16/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Quidel Corporation	05/16/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Quidel Corporation	05/16/2022	Management	15	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.	
Quotient Technology Inc.	06/29/2022	Management	1	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.	
Quotient Technology Inc.	06/29/2022	Management	2	Yes	Elect Director Matthew Krepsik	For	For	For	For	WITHHOLD votes are warranted for Robert McDonald, in the absence of compensation committee members on ballot, as the board approved the repricing of the former CEO's stock options without obtaining shareholder approval. A vote FOR the remaining director nominees is warranted.	
Quotient Technology Inc.	06/29/2022	Management	3	Yes	Elect Director Robert McDonald	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Robert McDonald, in the absence of compensation committee members on ballot, as the board approved the repricing of the former CEO's stock options without obtaining shareholder approval. A vote FOR the remaining director nominees is warranted.	
Quotient Technology Inc.	06/29/2022	Management	4	Yes	Elect Director Matthew O'Grady	For	For	For	For	WITHHOLD votes are warranted for Robert McDonald, in the absence of compensation committee members on ballot, as the board approved the repricing of the former CEO's stock options without obtaining shareholder approval. A vote FOR the remaining director nominees is warranted.	
Quotient Technology Inc.	06/29/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although pay and performance were reasonably aligned for the year in review, there are significant concerns identified with respect to the terms of the former CEO's separation agreement. Pursuant to the agreement, the board lowered the exercise prices of outstanding stock options without obtaining shareholder approval, which is considered a problematic pay practice. Additional problematic actions are also identified, as the board extended the term of outstanding options beyond their original expiration date and provided the former CEO with severance payments and benefits that are significantly greater than the payments and benefits the former CEO was otherwise entitled to under his existing arrangements upon an involuntary termination.	
Quotient Technology Inc.	06/29/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Quotient Technology Inc.	06/29/2022	Management	7	Yes	Ratify the Tax Benefits Preservation Plan	For	For	For	For	The terms of the NOL pill appear reasonable, and the deferred tax assets generated from the company's net operating losses are material. Because the board's actions indicate that the adoption of the pill is primarily motivated by a desire to preserve the benefits of the NOLs, rather than a desire to ward off an unsolicited acquisition, a vote FOR this proposal is warranted.	
R.R. Donnelley & Sons Company	02/23/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the sale process was suboptimal, the current offer follows a public bidding war, which has resulted in a 120.1 percent premium to the unaffected price. In light of this premium, the cash form of consideration, which offers immediate liquidity and certainty of value, and the apparent downside risk of non-approval, support FOR the proposed transaction is warranted.	
R.R. Donnelley & Sons Company	02/23/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although all outstanding equity held by executives will auto-accelerate, cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable.	
Radian Group Inc.	05/11/2022	Management	1	Yes	Elect Director Howard B. Culang	For	For	For	For	Votes AGAINST Lisa Hess and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Radian Group Inc.	05/11/2022	Management	2	Yes	Elect Director Brad L. Conner	For	For	For	For	Votes AGAINST Lisa Hess and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Radian Group Inc.	05/11/2022	Management	3	Yes	Elect Director Debra Hess	For	For	For	For	Votes AGAINST Lisa Hess and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Radian Group Inc.	05/11/2022	Management	4	Yes	Elect Director Lisa W. Hess	For	For	Against	Against	Votes AGAINST Lisa Hess and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/11/2022	Management	5	Yes	Elect Director Brian D. Montgomery	For	For	For	For	Votes AGAINST Lisa Hess and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/11/2022	Management	6	Yes	Elect Director Lisa Mumford	For	For	For	For	Votes AGAINST Lisa Hess and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/11/2022	Management	7	Yes	Elect Director Gaetano J. Muzio	For	For	For	For	Votes AGAINST Lisa Hess and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/11/2022	Management	8	Yes	Elect Director Gregory V. Serio	For	For	For	For	Votes AGAINST Lisa Hess and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/11/2022	Management	9	Yes	Elect Director Noel J. Spiegel	For	For	Against	Against	Votes AGAINST Lisa Hess and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/11/2022	Management	10	Yes	Elect Director Richard G. Thornberry	For	For	For	For	Votes AGAINST Lisa Hess and Noel Spiegel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/11/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance misalignment concerns are sufficiently mitigated at this time given that a substantial portion of the short-term and long-term incentive programs consist of performance-conditioned awards.
Radian Group Inc.	05/11/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RadNet, Inc.	06/08/2022	Management	1	Yes	Elect Director Howard G. Berger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and Ruth Wilson are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/08/2022	Management	2	Yes	Elect Director Christine N. Gordon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and Ruth Wilson are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/08/2022	Management	3	Yes	Elect Director Laura P. Jacobs	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and Ruth Wilson are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/08/2022	Management	4	Yes	Elect Director Lawrence L. Levitt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and Ruth Wilson are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/08/2022	Management	5	Yes	Elect Director Gregory E. Spurlock	For	For	For	For	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and Ruth Wilson are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/08/2022	Management	6	Yes	Elect Director David L. Swartz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and Ruth Wilson are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/08/2022	Management	7	Yes	Elect Director Ruth V. Wilson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, Lawrence Levitt and Ruth Wilson are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Laura Jacobs are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/08/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RadNet, Inc.	06/08/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ramaco Resources, Inc.	06/23/2022	Management	1	Yes	Elect Director Randall W. Atkins	For	Against	Against	Against	Votes AGAINST Audit Committee member Richard Whiting are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST incumbent director nominees Randall Atkins, E. Forrest Jones Jr., and Richard Whiting are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Ramaco Resources, Inc.	06/23/2022	Management	2	Yes	Elect Director E. Forrest Jones, Jr.	For	Against	Against	Against	Votes AGAINST Audit Committee member Richard Whiting are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST incumbent director nominees Randall Atkins, E. Forrest Jones Jr., and Richard Whiting are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Ramaco Resources, Inc.	06/23/2022	Management	3	Yes	Elect Director Richard M. Whiting	For	Against	Against	Against	Votes AGAINST Audit Committee member Richard Whiting are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST incumbent director nominees Randall Atkins, E. Forrest Jones Jr., and Richard Whiting are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Rambus Inc.	04/28/2022	Management	1	Yes	Elect Director Charles Kissner	For	For	For	For	A vote FOR all director nominees is warranted.
Rambus Inc.	04/28/2022	Management	2	Yes	Elect Director Necip Saviner	For	For	For	For	A vote FOR all director nominees is warranted.
Rambus Inc.	04/28/2022	Management	3	Yes	Elect Director Luc Seraphin	For	For	For	For	A vote FOR all director nominees is warranted.
Rambus Inc.	04/28/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rambus Inc.	04/28/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Range Resources Corporation	05/11/2022	Management	1	Yes	Elect Director Brenda A. Cline	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/11/2022	Management	2	Yes	Elect Director Margaret K. Dorman	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/11/2022	Management	3	Yes	Elect Director James M. Funk	For	For	Against	Against	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/11/2022	Management	4	Yes	Elect Director Steve D. Gray	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/11/2022	Management	5	Yes	Elect Director Greg G. Maxwell	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/11/2022	Management	6	Yes	Elect Director Reginal W. Spiller	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Range Resources Corporation	05/11/2022	Management	7	Yes	Elect Director Jeffrey L. Ventura	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/11/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Range Resources Corporation	05/11/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Range Resources Corporation	05/11/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Ranger Oil Corporation	05/02/2022	Management	1	Yes	Elect Director Tiffany Thom Cepak	For	For	For	For	Votes AGAINST non-independent nominee Darrin Henke are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Ranger Oil Corporation	05/02/2022	Management	2	Yes	Elect Director Darrin J. Henke	For	Against	Against	Against	Votes AGAINST non-independent nominee Darrin Henke are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Ranger Oil Corporation	05/02/2022	Management	3	Yes	Elect Director Richard Burnett	For	For	For	For	Votes AGAINST non-independent nominee Darrin Henke are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Ranger Oil Corporation	05/02/2022	Management	4	Yes	Elect Director Jeffrey E. Wojahn	For	For	For	For	Votes AGAINST non-independent nominee Darrin Henke are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Ranger Oil Corporation	05/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as certain executives received tax gross ups related to relocation benefits.
Ranger Oil Corporation	05/02/2022	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ranpak Holdings Corp.	05/25/2022	Management	1	Yes	Elect Director Omar M. Asali	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Omar Asali, Pamela EI, Salil Seshadri, and Kurt Zumwalt given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Ranpak Holdings Corp.	05/25/2022	Management	2	Yes	Elect Director Pamela EI	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Omar Asali, Pamela EI, Salil Seshadri, and Kurt Zumwalt given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Ranpak Holdings Corp.	05/25/2022	Management	3	Yes	Elect Director Salil Seshadri	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Omar Asali, Pamela EI, Salil Seshadri, and Kurt Zumwalt given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Ranpak Holdings Corp.	05/25/2022	Management	4	Yes	Elect Director Kurt Zumwalt	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Omar Asali, Pamela EI, Salil Seshadri, and Kurt Zumwalt given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Ranpak Holdings Corp.	05/25/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ranpak Holdings Corp.	05/25/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. CEO pay was elevated due to an outsized special long-term incentive grant which utilizes annual measurement periods. Further, annual bonuses and equity awards utilize the same performance metric and goals, which is further exacerbated by equity awards having annual performance periods.
Ranpak Holdings Corp.	05/25/2022	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Rayonier Advanced Materials Inc.	05/16/2022	Management	1	Yes	Elect Director Thomas I. Morgan	For	For	For	For	A vote AGAINST governance committee chair Lisa Palumbo is warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Rayonier Advanced Materials Inc.	05/16/2022	Management	2	Yes	Elect Director Lisa M. Palumbo	For	Against	Against	Against	A vote AGAINST governance committee chair Lisa Palumbo is warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Rayonier Advanced Materials Inc.	05/16/2022	Management	3	Yes	Elect Director Ivona Smith	For	For	For	For	A vote AGAINST governance committee chair Lisa Palumbo is warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Rayonier Advanced Materials Inc.	05/16/2022	Management	4	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Rayonier Advanced Materials Inc.	05/16/2022	Management	5	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Rayonier Advanced Materials Inc.	05/16/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are primarily performance-conditioned. Moreover, payouts under the long-term incentive program are capped in the event that three-year TSR is negative.
Rayonier Advanced Materials Inc.	05/16/2022	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
RBB Bancorp	05/18/2022	Management	1	Yes	Elect Director Peter M. Chang	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	2	Yes	Elect Director Wendell Chen	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	3	Yes	Elect Director Christina Kao	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	4	Yes	Elect Director James W. Kao	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	5	Yes	Elect Director Chie-Min (Christopher) Koo	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	6	No	Elect Director Alfonso Lau - Withdrawn					



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
RBB Bancorp	05/18/2022	Management	7	Yes	Elect Director Joyce Wong Lee	For	For	For	For	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	8	Yes	Elect Director Chuang-I (Christopher) Lin	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	9	Yes	Elect Director Feng (Richard) Lin	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	10	Yes	Elect Director Ko-Yen Lin	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	11	Yes	Elect Director Paul Lin	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	12	Yes	Elect Director Geraldine Pannu	For	For	For	For	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	13	Yes	Elect Director Fui Ming (Catherine) Thian	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support. WITHHOLD votes for non-independent nominees Peter Chang, Wendell Chen, Chie-Min (Christopher) Koo, Feng (Richard) Lin, Ko-Yen Lin, Chuang-I (Christopher) Lin and Fui Ming (Catherine) Thian are warranted for lack of a majority independent board. WITHHOLD votes for Wendell Chen, Feng (Richard) Lin, Ko-Yen Lin and Chuang-I (Christopher) Lin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	05/18/2022	Management	14	No	Elect Director Raymond H. Yu - Withdrawn					
RBB Bancorp	05/18/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company demonstrated poor responsiveness to shareholder concerns following last year's low support for the say-on-pay proposal. Other problematic pay practices are also raised including single-trigger equity vesting acceleration of equity awards, lack of preset performance criteria for the former CEO's bonus and equity awards, and the company's lack of risk mitigating provisions.
RBB Bancorp	05/18/2022	Management	16	Yes	Ratify Eide Bailly LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
RBB Bancorp	05/18/2022	Management	17	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
RE/MAX Holdings, Inc.	06/01/2022	Management	1	Yes	Elect Director Stephen P. Joyce	For	For	For	For	A vote FOR the director nominees is warranted.
RE/MAX Holdings, Inc.	06/01/2022	Management	2	Yes	Elect Director David L. Liniger	For	For	For	For	A vote FOR the director nominees is warranted.
RE/MAX Holdings, Inc.	06/01/2022	Management	3	Yes	Elect Director Annita M. Menogan	For	For	For	For	A vote FOR the director nominees is warranted.
RE/MAX Holdings, Inc.	06/01/2022	Management	4	Yes	Elect Director Teresa S. Van De Bogart	For	For	For	For	A vote FOR the director nominees is warranted.
RE/MAX Holdings, Inc.	06/01/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Realogy Holdings Corp.	05/04/2022	Management	1	Yes	Elect Director Fiona P. Dias	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Realogy Holdings Corp.	05/04/2022	Management	2	Yes	Elect Director Matthew J. Espe	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Realogy Holdings Corp.	05/04/2022	Management	3	Yes	Elect Director V. Ann Hailey	For	For	Against	Against	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Realogy Holdings Corp.	05/04/2022	Management	4	Yes	Elect Director Bryson R. Koehler	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Realogy Holdings Corp.	05/04/2022	Management	5	Yes	Elect Director Duncan L. Niederauer	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Realogy Holdings Corp.	05/04/2022	Management	6	Yes	Elect Director Ryan M. Schneider	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Realogy Holdings Corp.	05/04/2022	Management	7	Yes	Elect Director Enrique Silva	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Realogy Holdings Corp.	05/04/2022	Management	8	Yes	Elect Director Sherry M. Smith	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Realogy Holdings Corp.	05/04/2022	Management	9	Yes	Elect Director Christopher S. Terrill	For	For	Against	Against	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Realogy Holdings Corp.	05/04/2022	Management	10	Yes	Elect Director Felicia Williams	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Realogy Holdings Corp.	05/04/2022	Management	11	Yes	Elect Director Michael J. Williams	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Realogy Holdings Corp.	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given concern regarding goal rigor. The target goal for annual incentive pool funding was set below the achievement in the prior year, with funding for the year in review provided at maximum, and the TSR metric for performance shares targets only median performance.
Realogy Holdings Corp.	05/04/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Red River Bancshares, Inc.	05/05/2022	Management	1	Yes	Elect Director M. Scott Ashbrook	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for M. Scott Ashbrook for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/05/2022	Management	2	Yes	Elect Director R. Blake Chatelain	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for M. Scott Ashbrook for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/05/2022	Management	3	Yes	Elect Director Kirk D. Cooper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for M. Scott Ashbrook for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/05/2022	Management	4	Yes	Elect Director Michael D. Crowell	For	For	For	For	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for M. Scott Ashbrook for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/05/2022	Management	5	Yes	Elect Director Anna Brasher Moreau	For	For	For	For	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for M. Scott Ashbrook for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/05/2022	Management	6	Yes	Elect Director Robert A. Nichols	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for M. Scott Ashbrook for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/05/2022	Management	7	Yes	Elect Director Willie P. Obey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for M. Scott Ashbrook for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/05/2022	Management	8	Yes	Elect Director Teddy R. Price	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for M. Scott Ashbrook for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/05/2022	Management	9	Yes	Elect Director Don L. Thompson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for M. Scott Ashbrook for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/05/2022	Management	10	Yes	Elect Director H. Lindsey Torbett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Teddy Price, R. Blake Chatelain, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are warranted for lack of a majority independent board. WITHHOLD votes for Teddy Price, Kirk Cooper, Robert Nichols, Willie Obey, Don Thompson and H. Lindsey Torbett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for M. Scott Ashbrook for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Red River Bancshares, Inc.	05/05/2022	Management	11	Yes	Ratify Postlethwaite & Netterville, APAC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Regal Rexnord Corporation	04/26/2022	Management	1	Yes	Elect Director Jan A. Bertsch	For	For	For	For	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	2	Yes	Elect Director Stephen M. Burt	For	For	Against	Against	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	3	Yes	Elect Director Anesa T. Chaibi	For	For	For	For	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	4	Yes	Elect Director Theodore D. Crandall	For	For	For	For	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Meeting					Management	ISS	Voting Policy		B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Recommendation	Recommendation	Recommendation	Instruction	Voting Policy Rationale	
Regal Rexnord Corporation	04/26/2022	Management	5	Yes	Elect Director Christopher L. Doerr	For	For	Against	Against	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	6	Yes	Elect Director Michael F. Hilton	For	For	For	For	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	7	Yes	Elect Director Louis V. Pinkham	For	For	Against	Against	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	8	Yes	Elect Director Rakesh Sachdev	For	For	Against	Against	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	9	Yes	Elect Director Curtis W. Stoelting	For	For	Against	Against	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	10	Yes	Elect Director Robin A. Walker-Lee	For	For	For	For	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Regal Rexnord Corporation	04/26/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
REGENXBIO Inc.	06/03/2022	Management	1	Yes	Elect Director Allan M. Fox	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Allan Fox and Alexandra Glucksmann given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for incumbent director nominees Allan Fox and Alexandra Glucksmann for lack of racial or ethnic diversity on the board.
REGENXBIO Inc.	06/03/2022	Management	2	Yes	Elect Director Alexandra Glucksmann	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Allan Fox and Alexandra Glucksmann given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for incumbent director nominees Allan Fox and Alexandra Glucksmann for lack of racial or ethnic diversity on the board.
REGENXBIO Inc.	06/03/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
REGENXBIO Inc.	06/03/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Renasant Corporation	04/26/2022	Management	1	Yes	Elect Director John M. Creekmore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward McGraw, John Creekmore, Jill Deer and Neal Holland Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Creekmore, Jill Deer and Neal Holland Jr. are also warranted for serving as non-independent members of a key board committee. Votes FOR Sean M. Suggs are warranted.
Renasant Corporation	04/26/2022	Management	2	Yes	Elect Director Jill V. Deer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward McGraw, John Creekmore, Jill Deer and Neal Holland Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Creekmore, Jill Deer and Neal Holland Jr. are also warranted for serving as non-independent members of a key board committee. Votes FOR Sean M. Suggs are warranted.
Renasant Corporation	04/26/2022	Management	3	Yes	Elect Director Neal A. Holland, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward McGraw, John Creekmore, Jill Deer and Neal Holland Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Creekmore, Jill Deer and Neal Holland Jr. are also warranted for serving as non-independent members of a key board committee. Votes FOR Sean M. Suggs are warranted.
Renasant Corporation	04/26/2022	Management	4	Yes	Elect Director E. Robinson McGraw	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward McGraw, John Creekmore, Jill Deer and Neal Holland Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Creekmore, Jill Deer and Neal Holland Jr. are also warranted for serving as non-independent members of a key board committee. Votes FOR Sean M. Suggs are warranted.
Renasant Corporation	04/26/2022	Management	5	Yes	Elect Director Sean M. Suggs	For	For	For	For	WITHHOLD votes for non-independent nominees Edward McGraw, John Creekmore, Jill Deer and Neal Holland Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Creekmore, Jill Deer and Neal Holland Jr. are also warranted for serving as non-independent members of a key board committee. Votes FOR Sean M. Suggs are warranted.
Renasant Corporation	04/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Renasant Corporation	04/26/2022	Management	7	Yes	Ratify HORNE LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Repare Therapeutics Inc.	05/13/2022	Management	1	Yes	Elect Director David Bonita	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee member Carol Schafer are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for David Bonita are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominee Thomas (Tom) Civik is warranted.
Repare Therapeutics Inc.	05/13/2022	Management	2	Yes	Elect Director Thomas Civik	For	For	For	For	WITHHOLD votes for governance committee member Carol Schafer are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for David Bonita are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominee Thomas (Tom) Civik is warranted.
Repare Therapeutics Inc.	05/13/2022	Management	3	Yes	Elect Director Carol A. Schafer	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee member Carol Schafer are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for David Bonita are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominee Thomas (Tom) Civik is warranted.
Repare Therapeutics Inc.	05/13/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that a review of the company's executive pay program does not raise significant concerns at this time.
Repare Therapeutics Inc.	05/13/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say

						Management	ISS	Voting Policy		B.1.a		
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											Voting Policy Rationale	
Republic Bancorp, Inc.	04/21/2022	Management	3	Yes	Elect Director Craig A. Greenberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	4	Yes	Elect Director Heather V. Howell	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	5	Yes	Elect Director Timothy S. Huval	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	6	Yes	Elect Director Ernest W. Marshall, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	7	Yes	Elect Director W. Patrick Mulloy, II	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	8	Yes	Elect Director George Nichols, III	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	9	Yes	Elect Director W. Kenneth Oyler, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	10	Yes	Elect Director Logan M. Pichel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	11	Yes	Elect Director Michael T. Rust	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	12	Yes	Elect Director Susan Stout Tamme	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	13	Yes	Elect Director A. Scott Trager	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	14	Yes	Elect Director Steven E. Trager	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	15	Yes	Elect Director Andrew Trager-Kusman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	16	Yes	Elect Director Mark A. Vogt	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, Craig Greenberg, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Craig Greenberg, Michael Rust, and Susan Tamme are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Republic Bancorp, Inc.	04/21/2022	Management	17	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Resideo Technologies, Inc.	06/08/2022	Management	1	Yes	Elect Director Roger Fradin	For	For	Against	Against	Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
Resideo Technologies, Inc.	06/08/2022	Management	2	Yes	Elect Director Jay Geldmacher	For	For	For	For	Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
Resideo Technologies, Inc.	06/08/2022	Management	3	Yes	Elect Director Paul Deninger	For	For	For	For	Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
Resideo Technologies, Inc.	06/08/2022	Management	4	Yes	Elect Director Cynthia Hostettler	For	For	For	For	Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
Resideo Technologies, Inc.	06/08/2022	Management	5	Yes	Elect Director Brian Kushner	For	For	For	For	Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
Resideo Technologies, Inc.	06/08/2022	Management	6	Yes	Elect Director Jack Lazar	For	For	For	For	Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
Resideo Technologies, Inc.	06/08/2022	Management	7	Yes	Elect Director Nina Richardson	For	For	For	For	Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
Resideo Technologies, Inc.	06/08/2022	Management	8	Yes	Elect Director Andrew Teich	For	For	For	For	Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
Resideo Technologies, Inc.	06/08/2022	Management	9	Yes	Elect Director Sharon Wienbar	For	For	For	For	Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
Resideo Technologies, Inc.	06/08/2022	Management	10	Yes	Elect Director Kareem Yusuf	For	For	For	For	Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
Resideo Technologies, Inc.	06/08/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of relocation expense perquisite and significant tax reimbursement to the CEO.		
Resideo Technologies, Inc.	06/08/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
Resideo Technologies, Inc.	06/08/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right would remain small.		



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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	
			Number	Proposal		Recommend	Recommend	Recommend		
Voting Policy Rationale										
Resolute Forest Products Inc.	05/27/2022	Management	1	Yes	Elect Director Randall C. Benson	For	For	For	For	Votes AGAINST non-independent nominees Remi Lalonde, Bradley (Brad) Martin, Alain Rheume and Michael Rousseau are warranted for lack of a majority independent board. Votes AGAINST Alain Rheume and Michael Rousseau are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Resolute Forest Products Inc.	05/27/2022	Management	2	Yes	Elect Director Suzanne Blanchet	For	For	For	For	Votes AGAINST non-independent nominees Remi Lalonde, Bradley (Brad) Martin, Alain Rheume and Michael Rousseau are warranted for lack of a majority independent board. Votes AGAINST Alain Rheume and Michael Rousseau are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Resolute Forest Products Inc.	05/27/2022	Management	3	Yes	Elect Director Duncan K. Davies	For	For	For	For	Votes AGAINST non-independent nominees Remi Lalonde, Bradley (Brad) Martin, Alain Rheume and Michael Rousseau are warranted for lack of a majority independent board. Votes AGAINST Alain Rheume and Michael Rousseau are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Resolute Forest Products Inc.	05/27/2022	Management	4	Yes	Elect Director Jennifer C. Dolan	For	For	For	For	Votes AGAINST non-independent nominees Remi Lalonde, Bradley (Brad) Martin, Alain Rheume and Michael Rousseau are warranted for lack of a majority independent board. Votes AGAINST Alain Rheume and Michael Rousseau are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Resolute Forest Products Inc.	05/27/2022	Management	5	Yes	Elect Director Remi G. Lalonde	For	For	Against	Against	Votes AGAINST non-independent nominees Remi Lalonde, Bradley (Brad) Martin, Alain Rheume and Michael Rousseau are warranted for lack of a majority independent board. Votes AGAINST Alain Rheume and Michael Rousseau are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Resolute Forest Products Inc.	05/27/2022	Management	6	Yes	Elect Director Bradley P. Martin	For	For	Against	Against	Votes AGAINST non-independent nominees Remi Lalonde, Bradley (Brad) Martin, Alain Rheume and Michael Rousseau are warranted for lack of a majority independent board. Votes AGAINST Alain Rheume and Michael Rousseau are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Resolute Forest Products Inc.	05/27/2022	Management	7	Yes	Elect Director Alain Rheume	For	For	Against	Against	Votes AGAINST non-independent nominees Remi Lalonde, Bradley (Brad) Martin, Alain Rheume and Michael Rousseau are warranted for lack of a majority independent board. Votes AGAINST Alain Rheume and Michael Rousseau are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Resolute Forest Products Inc.	05/27/2022	Management	8	Yes	Elect Director Michael S. Rousseau	For	For	Against	Against	Votes AGAINST non-independent nominees Remi Lalonde, Bradley (Brad) Martin, Alain Rheume and Michael Rousseau are warranted for lack of a majority independent board. Votes AGAINST Alain Rheume and Michael Rousseau are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Resolute Forest Products Inc.	05/27/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Resolute Forest Products Inc.	05/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
REX American Resources Corporation	06/16/2022	Management	1	Yes	Elect Director Stuart A. Rose	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/16/2022	Management	2	Yes	Elect Director Zafar A. Rizvi	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/16/2022	Management	3	Yes	Elect Director Edward M. Kress	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/16/2022	Management	4	Yes	Elect Director David S. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/16/2022	Management	5	Yes	Elect Director Charles A. Elcan	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/16/2022	Management	6	Yes	Elect Director Mervyn L. Alphonso	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/16/2022	Management	7	Yes	Elect Director Lee I. Fisher	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/16/2022	Management	8	Yes	Elect Director Anne C. MacMillan	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot.
REX American Resources Corporation	06/16/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
RGC Resources, Inc.	01/24/2022	Management	1	Yes	Elect Director Abney S. Boxley, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Williamson III and Abney Boxley III are warranted for lack of a majority independent board. WITHHOLD votes for Abney Boxley III are also warranted for serving as a non-independent member of a key board committee.A vote FOR Elizabeth A. McClanahan is warranted.
RGC Resources, Inc.	01/24/2022	Management	2	Yes	Elect Director Elizabeth A. McClanahan	For	For	For	For	WITHHOLD votes for non-independent nominees John Williamson III and Abney Boxley III are warranted for lack of a majority independent board. WITHHOLD votes for Abney Boxley III are also warranted for serving as a non-independent member of a key board committee.A vote FOR Elizabeth A. McClanahan is warranted.
RGC Resources, Inc.	01/24/2022	Management	3	Yes	Elect Director John B. Williamson, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Williamson III and Abney Boxley III are warranted for lack of a majority independent board. WITHHOLD votes for Abney Boxley III are also warranted for serving as a non-independent member of a key board committee.A vote FOR Elizabeth A. McClanahan is warranted.
RGC Resources, Inc.	01/24/2022	Management	4	Yes	Ratify Brown, Edwards & Company, L.L.P. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: " the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the

						Management	ISS	Voting Policy		
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	
										Voting Policy Rationale
RGC Resources, Inc.	01/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated misalignment between pay and performance. The company provided limited disclosure regarding the specific goals and actual results used in determining payouts under its annual incentive program, which is particularly concerning as the cash and equity-based portions of the bonuses were earned above target and at maximum level, respectively.
Rhythm Pharmaceuticals, Inc.	06/08/2022	Management	1	Yes	Elect Director Jennifer Good	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Edward (Ed) Mathers and Jennifer Good given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Edward (Ed) Mathers are warranted for sitting on more than four public company boards. WITHHOLD votes are further warranted for nominating committee chair Edward (Ed) Mathers for lack of racial and ethnic diversity on the board.
Rhythm Pharmaceuticals, Inc.	06/08/2022	Management	2	Yes	Elect Director Edward T. Mathers	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Edward (Ed) Mathers and Jennifer Good given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Edward (Ed) Mathers are warranted for sitting on more than four public company boards. WITHHOLD votes are further warranted for nominating committee chair Edward (Ed) Mathers for lack of racial and ethnic diversity on the board.
Rhythm Pharmaceuticals, Inc.	06/08/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR ratifying the auditor is warranted as the auditor is independent, non-audit fees are 5.95 %relative to total fees, and there is no reason to believe the auditor has rendered an inaccurate opinion or engaged in poor accounting practices.
Rhythm Pharmaceuticals, Inc.	06/08/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Majority of the equity awards granted to the NEOs are time-vesting. In addition, performance-based equity awards utilize annual performance measurement periods.
Ribbon Communications Inc.	05/25/2022	Management	1	Yes	Elect Director Mariano S. de Beer	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	05/25/2022	Management	2	Yes	Elect Director R. Stewart Ewing, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	05/25/2022	Management	3	Yes	Elect Director Bruns H. Grayson	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	05/25/2022	Management	4	Yes	Elect Director Beatriz V. Infante	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	05/25/2022	Management	5	Yes	Elect Director Bruce W. McClelland	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	05/25/2022	Management	6	Yes	Elect Director Shaul Shani	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	05/25/2022	Management	7	Yes	Elect Director Richard W. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	05/25/2022	Management	8	Yes	Elect Director Tanya Tamone	For	For	For	For	A vote FOR the director nominees is warranted.
Ribbon Communications Inc.	05/25/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ribbon Communications Inc.	05/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ribbon Communications Inc.	05/25/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted as no concerns have been identified.
Rimini Street, Inc.	06/01/2022	Management	1	Yes	Elect Director Katrinka B. McCallum	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominee Robin Murray given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights, and for lack of diversity on the board. A vote FOR new director nominee Katrinka McCallum is warranted.
Rimini Street, Inc.	06/01/2022	Management	2	Yes	Elect Director Robin Murray	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Robin Murray given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights, and for lack of diversity on the board. A vote FOR new director nominee Katrinka McCallum is warranted.
Rimini Street, Inc.	06/01/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Rimini Street, Inc.	06/01/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
RLI Corp.	05/05/2022	Management	1	Yes	Elect Director Kaj Ahlmann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	2	Yes	Elect Director Michael E. Angelina	For	For	For	For	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	3	Yes	Elect Director John T. Baily	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	4	Yes	Elect Director Calvin G. Butler, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	5	Yes	Elect Director David B. Duclos	For	For	For	For	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	6	Yes	Elect Director Susan S. Fleming	For	For	For	For	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	7	Yes	Elect Director Jordan W. Graham	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	8	Yes	Elect Director Craig W. Kliethermes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	9	Yes	Elect Director Jonathan E. Michael	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	10	Yes	Elect Director Robert P. Restrepo, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	11	Yes	Elect Director Debbie S. Roberts	For	For	For	For	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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RLI Corp.	05/05/2022	Management	12	Yes	Elect Director Michael J. Stone	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Michael, Craig Kliethermes, John Baily, Kaj Ahlmann, Jordan Graham and Michael Stone are warranted for lack of a majority independent board. WITHHOLD votes for John Baily, Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/05/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
RLI Corp.	05/05/2022	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RLI Corp.	05/05/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Rocky Brands, Inc.	05/25/2022	Management	1	Yes	Elect Director Michael L. Finn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Courtney Haning, Michael Finn and Curtis Loveland are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Robert Moore Jr. for an apparent lack of racial or ethnic diversity on the board. WITHHOLD votes for G. Courtney Haning and Michael Finn are also warranted for serving as non-independent members of a key board committee. A vote FOR William L. Jordan is warranted.
Rocky Brands, Inc.	05/25/2022	Management	2	Yes	Elect Director G. Courtney Haning	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Courtney Haning, Michael Finn and Curtis Loveland are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Robert Moore Jr. for an apparent lack of racial or ethnic diversity on the board. WITHHOLD votes for G. Courtney Haning and Michael Finn are also warranted for serving as non-independent members of a key board committee. A vote FOR William L. Jordan is warranted.
Rocky Brands, Inc.	05/25/2022	Management	3	Yes	Elect Director William L. Jordan	For	For	For	For	WITHHOLD votes for non-independent nominees G. Courtney Haning, Michael Finn and Curtis Loveland are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Robert Moore Jr. for an apparent lack of racial or ethnic diversity on the board. WITHHOLD votes for G. Courtney Haning and Michael Finn are also warranted for serving as non-independent members of a key board committee. A vote FOR William L. Jordan is warranted.
Rocky Brands, Inc.	05/25/2022	Management	4	Yes	Elect Director Curtis A. Loveland	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Courtney Haning, Michael Finn and Curtis Loveland are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Robert Moore Jr. for an apparent lack of racial or ethnic diversity on the board. WITHHOLD votes for G. Courtney Haning and Michael Finn are also warranted for serving as non-independent members of a key board committee. A vote FOR William L. Jordan is warranted.
Rocky Brands, Inc.	05/25/2022	Management	5	Yes	Elect Director Robert B. Moore, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Courtney Haning, Michael Finn and Curtis Loveland are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Robert Moore Jr. for an apparent lack of racial or ethnic diversity on the board. WITHHOLD votes for G. Courtney Haning and Michael Finn are also warranted for serving as non-independent members of a key board committee. A vote FOR William L. Jordan is warranted.
Rocky Brands, Inc.	05/25/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Rocky Brands, Inc.	05/25/2022	Management	7	Yes	Ratify Schneider Downs & Co., Inc. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rogers Corporation	01/25/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Shareholders might have preferred a competitive auction process rather than exclusive negotiations with DuPont, so that they could be more confident that the transaction maximizes shareholder value. However, the consideration represents a premium to the all-time closing high, the valuation is reasonable, and the cash form of consideration provides certainty of value. On balance, support FOR the transaction is warranted.
Rogers Corporation	01/25/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company entered into agreements to provide for problematic excise tax gross-up entitlements, and the company estimates to pay gross-ups to two NEOs. There is also concern raised by the automatic vesting (single trigger) of outstanding equity awards, and in particular the treatment of performance-conditioned equity awards, which will be deemed earned at 120 percent of the target level without a compelling rationale disclosed in the proxy.
Rogers Corporation	01/25/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
RPC, Inc.	04/26/2022	Management	1	Yes	Elect Director Susan R. Bell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Amy Kreisler and Pamela (Pam) Rollins are warranted for lack of a majority independent board. In the absence of Nominating and Corporate Governance Committee members on the ballot due to the classified board structure, WITHHOLD votes are warranted for all director nominees for failing to establish racial or ethnic diversity on the board.
RPC, Inc.	04/26/2022	Management	2	Yes	Elect Director Amy R. Kreisler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Amy Kreisler and Pamela (Pam) Rollins are warranted for lack of a majority independent board. In the absence of Nominating and Corporate Governance Committee members on the ballot due to the classified board structure, WITHHOLD votes are warranted for all director nominees for failing to establish racial or ethnic diversity on the board.
RPC, Inc.	04/26/2022	Management	3	Yes	Elect Director Pamela R. Rollins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Amy Kreisler and Pamela (Pam) Rollins are warranted for lack of a majority independent board. In the absence of Nominating and Corporate Governance Committee members on the ballot due to the classified board structure, WITHHOLD votes are warranted for all director nominees for failing to establish racial or ethnic diversity on the board.
RPC, Inc.	04/26/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rush Enterprises, Inc.	05/17/2022	Management	1	Yes	Elect Director W.M. "Rusty" Rush	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. In the absence of a "say-on-pay" proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William Cary and Raymond Chess are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft-related perquisite. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/17/2022	Management	2	Yes	Elect Director Thomas A. Akin	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. In the absence of a "say-on-pay" proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William Cary and Raymond Chess are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft-related perquisite. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/17/2022	Management	3	Yes	Elect Director Raymond J. Chess	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. In the absence of a "say-on-pay" proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William Cary and Raymond Chess are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft-related perquisite. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/17/2022	Management	4	Yes	Elect Director William H. Cary	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. In the absence of a "say-on-pay" proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William Cary and Raymond Chess are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft-related perquisite. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/17/2022	Management	5	Yes	Elect Director Kennon H. Guglielmo	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. In the absence of a "say-on-pay" proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William Cary and Raymond Chess are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft-related perquisite. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/17/2022	Management	6	Yes	Elect Director Elaine Mendoza	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. In the absence of a "say-on-pay" proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William Cary and Raymond Chess are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft-related perquisite. A vote FOR the remaining director nominees is warranted.
Rush Enterprises, Inc.	05/17/2022	Management	7	Yes	Elect Director Troy A. Clarke	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. In the absence of a "say-on-pay" proposal, WITHHOLD votes for Compensation Committee members Thomas Akin, William Cary and Raymond Chess are warranted in light of concerns with respect to the magnitude of CEO corporate aircraft-related perquisite. A vote FOR the remaining director nominees is warranted.

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Rush Enterprises, Inc.	05/17/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
RVL Pharmaceuticals plc	06/16/2022	Management	1	Yes	Elect Director Brian Markison	For	For	For	For
RVL Pharmaceuticals plc	06/16/2022	Management	2	Yes	Elect Director Joaquin Benes	For	For	For	For
RVL Pharmaceuticals plc	06/16/2022	Management	3	Yes	Elect Director David Burgstahler	For	For	For	For
RVL Pharmaceuticals plc	06/16/2022	Management	4	Yes	Elect Director Gregory L. Cowan	For	For	For	For
RVL Pharmaceuticals plc	06/16/2022	Management	5	Yes	Elect Director Michael DeBiasi	For	For	For	For
RVL Pharmaceuticals plc	06/16/2022	Management	6	Yes	Elect Director Sriram Venkataraman	For	For	For	For
RVL Pharmaceuticals plc	06/16/2022	Management	7	Yes	Elect Director Juan Vergez	For	Against	Against	Against
RVL Pharmaceuticals plc	06/16/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors and Authorize Their Remuneration	For	For	For	For
RVL Pharmaceuticals plc	06/16/2022	Management	9	Yes	Approve the Waiver of Rule 9 of the Takeover Code	For	For	For	For
Ryder System, Inc.	05/06/2022	Management	1	Yes	Elect Director Robert J. Eck	For	For	Against	Against
Ryder System, Inc.	05/06/2022	Management	2	Yes	Elect Director Robert A. Hagemann	For	For	For	For
Ryder System, Inc.	05/06/2022	Management	3	Yes	Elect Director Michael F. Hilton	For	For	For	For
Ryder System, Inc.	05/06/2022	Management	4	Yes	Elect Director Tamara L. Lundgren	For	For	For	For
Ryder System, Inc.	05/06/2022	Management	5	Yes	Elect Director Luis P. Nieto, Jr.	For	For	Against	Against
Ryder System, Inc.	05/06/2022	Management	6	Yes	Elect Director David G. Nord	For	For	For	For
Ryder System, Inc.	05/06/2022	Management	7	Yes	Elect Director Robert E. Sanchez	For	For	Against	Against
Ryder System, Inc.	05/06/2022	Management	8	Yes	Elect Director Abbie J. Smith	For	For	Against	Against
Ryder System, Inc.	05/06/2022	Management	9	Yes	Elect Director E. Follin Smith	For	For	Against	Against
Ryder System, Inc.	05/06/2022	Management	10	Yes	Elect Director Dmitri L. Stockton	For	For	For	For
Ryder System, Inc.	05/06/2022	Management	11	Yes	Elect Director Hansel E. Tookes, II	For	For	Against	Against
Ryder System, Inc.	05/06/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
Ryder System, Inc.	05/06/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Ryder System, Inc.	05/06/2022	Shareholder	14	Yes	Provide Right to Act by Written Consent	Against	Against	Against	Against
Ryerson Holding Corporation	04/28/2022	Management	1	Yes	Elect Director Stephen P. Larson	For	For	For	For
Ryerson Holding Corporation	04/28/2022	Management	2	Yes	Elect Director Philip E. Norment	For	Withhold	Withhold	Withhold
Ryerson Holding Corporation	04/28/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
S&T Bancorp, Inc.	05/16/2022	Management	1	Yes	Elect Director Lewis W. Adkins, Jr.	For	For	For	For



					Management Recommendation		ISS Recommendation	Voting Policy Recommendation		Vote Instruction	B.1.a Voting Policy Rationale
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Instruction		
S&T Bancorp, Inc.	05/16/2022	Management	2	Yes	Elect Director David G. Antolik	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretti, Christopher McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Jeffrey Grube are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
S&T Bancorp, Inc.	05/16/2022	Management	3	Yes	Elect Director Peter R. Barsz	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretti, Christopher McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Jeffrey Grube are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
S&T Bancorp, Inc.	05/16/2022	Management	4	Yes	Elect Director Christina A. Cassotis	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretti, Christopher McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Jeffrey Grube are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
S&T Bancorp, Inc.	05/16/2022	Management	5	Yes	Elect Director Michael J. Donnelly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretti, Christopher McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Jeffrey Grube are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
S&T Bancorp, Inc.	05/16/2022	Management	6	Yes	Elect Director Jeffrey D. Grube	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretti, Christopher McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Jeffrey Grube are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
S&T Bancorp, Inc.	05/16/2022	Management	7	Yes	Elect Director William J. Hieb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretti, Christopher McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Jeffrey Grube are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
S&T Bancorp, Inc.	05/16/2022	Management	8	Yes	Elect Director Christopher J. McComish	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretti, Christopher McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Jeffrey Grube are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
S&T Bancorp, Inc.	05/16/2022	Management	9	Yes	Elect Director Frank J. Palermo, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretti, Christopher McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Jeffrey Grube are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
S&T Bancorp, Inc.	05/16/2022	Management	10	Yes	Elect Director Christine J. Toretti	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretti, Christopher McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Jeffrey Grube are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
S&T Bancorp, Inc.	05/16/2022	Management	11	Yes	Elect Director Steven J. Weingarten	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretti, Christopher McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Jeffrey Grube are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
S&T Bancorp, Inc.	05/16/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
S&T Bancorp, Inc.	05/16/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Safeguard Scientifics, Inc.	05/25/2022	Management	1	Yes	Elect Director Ross D. DeMont	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Russell Glass, Joseph Manko Jr., and Maureen Morrison for demonstrating poor responsiveness to low say-on-pay support for three consecutive years. A vote FOR the remaining director nominees is warranted.	
Safeguard Scientifics, Inc.	05/25/2022	Management	2	Yes	Elect Director Russell D. Glass	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Russell Glass, Joseph Manko Jr., and Maureen Morrison for demonstrating poor responsiveness to low say-on-pay support for three consecutive years. A vote FOR the remaining director nominees is warranted.	
Safeguard Scientifics, Inc.	05/25/2022	Management	3	Yes	Elect Director Joseph M. Manko, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Russell Glass, Joseph Manko Jr., and Maureen Morrison for demonstrating poor responsiveness to low say-on-pay support for three consecutive years. A vote FOR the remaining director nominees is warranted.	
Safeguard Scientifics, Inc.	05/25/2022	Management	4	Yes	Elect Director Beth S. Michelson	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Russell Glass, Joseph Manko Jr., and Maureen Morrison for demonstrating poor responsiveness to low say-on-pay support for three consecutive years. A vote FOR the remaining director nominees is warranted.	
Safeguard Scientifics, Inc.	05/25/2022	Management	5	Yes	Elect Director Maureen F. Morrison	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Russell Glass, Joseph Manko Jr., and Maureen Morrison for demonstrating poor responsiveness to low say-on-pay support for three consecutive years. A vote FOR the remaining director nominees is warranted.	
Safeguard Scientifics, Inc.	05/25/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee demonstrated poor responsiveness to shareholders' concerns following last year's low say-on-pay support. Furthermore, concerns are raised with respect to equity award arrangements that allow for auto-accelerated vesting upon a change-in-control event and the lack of any performance-contingent pay elements for the CEO's bonus and equity awards.	
Safeguard Scientifics, Inc.	05/25/2022	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Safety Insurance Group, Inc.	06/01/2022	Management	1	Yes	Elect Director Deborah E. Gray	For	For	For	For	A vote FOR the director nominees is warranted.	
Safety Insurance Group, Inc.	06/01/2022	Management	2	Yes	Elect Director George M. Murphy	For	For	For	For	A vote FOR the director nominees is warranted.	
Safety Insurance Group, Inc.	06/01/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Safety Insurance Group, Inc.	06/01/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Safety Insurance Group, Inc.	06/01/2022	Management	5	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted. As the company does not currently provide shareholders with the ability to call special meetings, this would represent an enhancement to shareholders' rights.	
Safety Insurance Group, Inc.	06/01/2022	Management	6	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted. The right to act by written consent is a powerful tool for shareholders to take action in between annual meetings and is generally considered good governance. Additionally, the company does not have a shareholder who could abuse the written consent right.	
Safety Insurance Group, Inc.	06/01/2022	Management	7	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.	
Safety Insurance Group, Inc.	06/01/2022	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Saga Communications, Inc.	05/09/2022	Management	1	Yes	Elect Director Michael J. Bergner	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Ed) Christian, Gary Stevens, Clarke Brown Jr., Warren Lada and Marcia Lobaito are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Gary Stevens, Clarke Brown Jr. and Warren Lada are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Gary Stevens, Clarke Brown, and Roy Coppedge are warranted for entering into an amended employment agreement which contain problematic single-trigger and excise tax gross-up provisions, and for the unmitigated pay-for-performance misalignment. The CEO received an excessive base salary and equity awards are subject solely to time-based vesting. In addition, equity award arrangements provide for automatic accelerated vesting upon a change-in-control and the company provided a large life insurance perquisite to the CEO, valued at \$50,000. A vote FOR the remaining director nominees is warranted.	

B.1.a										
Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Saga Communications, Inc.	05/09/2022	Management	2	Yes	Elect Director Clarke R. Brown, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Christian, Gary Stevens, Clarke Brown Jr., Warren Lada and Marcia Lobaito are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Gary Stevens, Clarke Brown Jr. and Warren Lada are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Gary Stevens, Clarke Brown, and Roy Coppedge are warranted for entering into an amended employment agreement which contain problematic single-trigger and excise tax gross-up provisions, and for the unmitigated pay-for-performance misalignment. The CEO received an excessive base salary and equity awards are subject solely to time-based vesting. In addition, equity award arrangements provide for automatic accelerated vesting upon a change-in-control and the company provided a large life insurance perquisite to the CEO, valued at \$50,000. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/09/2022	Management	3	Yes	Elect Director Edward K. Christian	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Christian, Gary Stevens, Clarke Brown Jr., Warren Lada and Marcia Lobaito are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Gary Stevens, Clarke Brown Jr. and Warren Lada are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Gary Stevens, Clarke Brown, and Roy Coppedge are warranted for entering into an amended employment agreement which contain problematic single-trigger and excise tax gross-up provisions, and for the unmitigated pay-for-performance misalignment. The CEO received an excessive base salary and equity awards are subject solely to time-based vesting. In addition, equity award arrangements provide for automatic accelerated vesting upon a change-in-control and the company provided a large life insurance perquisite to the CEO, valued at \$50,000. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/09/2022	Management	4	Yes	Elect Director Timothy J. Clarke	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Ed) Christian, Gary Stevens, Clarke Brown Jr., Warren Lada and Marcia Lobaito are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Gary Stevens, Clarke Brown Jr. and Warren Lada are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Gary Stevens, Clarke Brown, and Roy Coppedge are warranted for entering into an amended employment agreement which contain problematic single-trigger and excise tax gross-up provisions, and for the unmitigated pay-for-performance misalignment. The CEO received an excessive base salary and equity awards are subject solely to time-based vesting. In addition, equity award arrangements provide for automatic accelerated vesting upon a change-in-control and the company provided a large life insurance perquisite to the CEO, valued at \$50,000. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/09/2022	Management	5	Yes	Elect Director Roy F. Coppedge, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Christian, Gary Stevens, Clarke Brown Jr., Warren Lada and Marcia Lobaito are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Gary Stevens, Clarke Brown Jr. and Warren Lada are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Gary Stevens, Clarke Brown, and Roy Coppedge are warranted for entering into an amended employment agreement which contain problematic single-trigger and excise tax gross-up provisions, and for the unmitigated pay-for-performance misalignment. The CEO received an excessive base salary and equity awards are subject solely to time-based vesting. In addition, equity award arrangements provide for automatic accelerated vesting upon a change-in-control and the company provided a large life insurance perquisite to the CEO, valued at \$50,000. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/09/2022	Management	6	Yes	Elect Director Warren S. Lada	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Christian, Gary Stevens, Clarke Brown Jr., Warren Lada and Marcia Lobaito are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Gary Stevens, Clarke Brown Jr. and Warren Lada are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Gary Stevens, Clarke Brown, and Roy Coppedge are warranted for entering into an amended employment agreement which contain problematic single-trigger and excise tax gross-up provisions, and for the unmitigated pay-for-performance misalignment. The CEO received an excessive base salary and equity awards are subject solely to time-based vesting. In addition, equity award arrangements provide for automatic accelerated vesting upon a change-in-control and the company provided a large life insurance perquisite to the CEO, valued at \$50,000. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/09/2022	Management	7	Yes	Elect Director Marcia K. Lobaito	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Christian, Gary Stevens, Clarke Brown Jr., Warren Lada and Marcia Lobaito are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Gary Stevens, Clarke Brown Jr. and Warren Lada are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Gary Stevens, Clarke Brown, and Roy Coppedge are warranted for entering into an amended employment agreement which contain problematic single-trigger and excise tax gross-up provisions, and for the unmitigated pay-for-performance misalignment. The CEO received an excessive base salary and equity awards are subject solely to time-based vesting. In addition, equity award arrangements provide for automatic accelerated vesting upon a change-in-control and the company provided a large life insurance perquisite to the CEO, valued at \$50,000. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/09/2022	Management	8	Yes	Elect Director Gary G. Stevens	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Christian, Gary Stevens, Clarke Brown Jr., Warren Lada and Marcia Lobaito are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Gary Stevens, Clarke Brown Jr. and Warren Lada are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Gary Stevens, Clarke Brown, and Roy Coppedge are warranted for entering into an amended employment agreement which contain problematic single-trigger and excise tax gross-up provisions, and for the unmitigated pay-for-performance misalignment. The CEO received an excessive base salary and equity awards are subject solely to time-based vesting. In addition, equity award arrangements provide for automatic accelerated vesting upon a change-in-control and the company provided a large life insurance perquisite to the CEO, valued at \$50,000. A vote FOR the remaining director nominees is warranted.
Saga Communications, Inc.	05/09/2022	Management	9	Yes	Ratify UHY LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Sage Therapeutics, Inc.	06/16/2022	Management	1	Yes	Elect Director James M. Frates	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Kevin Starr, James (Jim) Frates, and George Golumbeski for failing to adequately respond to the lack of majority support for directors Geno Germano and Steven Paul at the 2021 annual meeting. WITHHOLD votes are also warranted for Kevin Starr, James (Jim) Frates, and George Golumbeski given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member George Golumbeski for lack of diversity on the
Sage Therapeutics, Inc.	06/16/2022	Management	2	Yes	Elect Director George Golumbeski	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Kevin Starr, James (Jim) Frates, and George Golumbeski for failing to adequately respond to the lack of majority support for directors Geno Germano and Steven Paul at the 2021 annual meeting. WITHHOLD votes are also warranted for Kevin Starr, James (Jim) Frates, and George Golumbeski given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member George Golumbeski for lack of diversity on the

					Management	ISS	Voting Policy		B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale	
Sage Therapeutics, Inc.	06/16/2022	Management	3	Yes	Elect Director Kevin P. Starr	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Kevin Starr, James (Jim) Frates, and George Golumbeski for failing to adequately respond to the lack of majority support for directors Geno Germano and Steven Paul at the 2021 annual meeting. WITHHOLD votes are also warranted for Kevin Starr, James (Jim) Frates, and George Golumbeski given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member George Golumbeski for lack of diversity on the
Sage Therapeutics, Inc.	06/16/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sage Therapeutics, Inc.	06/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the compensation committee demonstrated adequate responsiveness to the prior year's low say-on-pay vote result, an unmitigated pay-for-performance misalignment exists for the year in review. There are concerns regarding the structure and disclosure of the CEO's new hire awards, which are amplified given the magnitude. Although the majority of the award is based on the achievement of certain milestones, many investors may expect a greater weighting ascribed to performance-vesting given the magnitude. In addition, the proxy does not clearly disclose the weighting of each milestone, the quantified revenue target, or a timeframe under which the milestones need to be achieved. Further, the proxy does not disclose the award is intended to cover multiple years.
Sage Therapeutics, Inc.	06/16/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sage Therapeutics, Inc.	06/16/2022	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Saia, Inc.	04/29/2022	Management	1	Yes	Elect Director Kevin A. Henry	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/29/2022	Management	2	Yes	Elect Director Frederick J. Holzgrefe, III	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/29/2022	Management	3	Yes	Elect Director Donald R. James	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/29/2022	Management	4	Yes	Elect Director Richard D. O'Dell	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/29/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Saia, Inc.	04/29/2022	Management	6	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Saia, Inc.	04/29/2022	Management	7	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the requested increase in authorized shares is reasonable and there are no significant concerns about the company's past use of shares.
Saia, Inc.	04/29/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SailPoint Technologies Holdings, Inc.	04/28/2022	Management	1	Yes	Elect Director Cam McMartin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Cam McMartin, Heidi Melin, and James (Jim) Pflaging given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SailPoint Technologies Holdings, Inc.	04/28/2022	Management	2	Yes	Elect Director Heidi M. Melin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Cam McMartin, Heidi Melin, and James (Jim) Pflaging given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SailPoint Technologies Holdings, Inc.	04/28/2022	Management	3	Yes	Elect Director James M. Pflaging	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Cam McMartin, Heidi Melin, and James (Jim) Pflaging given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SailPoint Technologies Holdings, Inc.	04/28/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SailPoint Technologies Holdings, Inc.	04/28/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were aligned for the year in review, the company paid severance to certain NEOs upon a mutually agreed upon termination, which does not clearly indicate an involuntary termination, and a resignation. The payment of severance upon a voluntary resignation is not a common market practice, as severance is intended as a protection against involuntary job loss.
SailPoint Technologies Holdings, Inc.	06/30/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the premium to the unaffected share price and the recent trading range, the cash form of consideration, which provides immediate liquidity and certainty of value, as well as the apparent downside risk of non-approval given the outperformance of SAIL shares since announcement relative to peers.
SailPoint Technologies Holdings, Inc.	06/30/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable. Additionally, unvested equity awards will be converted to cash awards with vesting terms maintained, subject to double trigger accelerated vesting.
SailPoint Technologies Holdings, Inc.	06/30/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.
Sally Beauty Holdings, Inc.	01/27/2022	Management	1	Yes	Elect Director Marshall E. Eisenberg	For	For	Against	Against	Votes AGAINST non-independent nominees Robert McMaster, Denise Paulonis, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are warranted for lack of a majority independent board.Votes AGAINST Robert McMaster, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Sally Beauty Holdings, Inc.	01/27/2022	Management	2	Yes	Elect Director Diana S. Ferguson	For	For	For	For	Votes AGAINST non-independent nominees Robert McMaster, Denise Paulonis, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are warranted for lack of a majority independent board.Votes AGAINST Robert McMaster, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Sally Beauty Holdings, Inc.	01/27/2022	Management	3	Yes	Elect Director Dorlisa K. Flur	For	For	For	For	Votes AGAINST non-independent nominees Robert McMaster, Denise Paulonis, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are warranted for lack of a majority independent board.Votes AGAINST Robert McMaster, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Sally Beauty Holdings, Inc.	01/27/2022	Management	4	Yes	Elect Director James M. Head	For	For	For	For	Votes AGAINST non-independent nominees Robert McMaster, Denise Paulonis, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are warranted for lack of a majority independent board.Votes AGAINST Robert McMaster, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Sally Beauty Holdings, Inc.	01/27/2022	Management	5	Yes	Elect Director Linda Heasley	For	For	For	For	Votes AGAINST non-independent nominees Robert McMaster, Denise Paulonis, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are warranted for lack of a majority independent board.Votes AGAINST Robert McMaster, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Sally Beauty Holdings, Inc.	01/27/2022	Management	6	Yes	Elect Director Robert R. McMaster	For	For	Against	Against	Votes AGAINST non-independent nominees Robert McMaster, Denise Paulonis, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are warranted for lack of a majority independent board.Votes AGAINST Robert McMaster, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Sally Beauty Holdings, Inc.	01/27/2022	Management	7	Yes	Elect Director John A. Miller	For	For	Against	Against	Votes AGAINST non-independent nominees Robert McMaster, Denise Paulonis, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are warranted for lack of a majority independent board.Votes AGAINST Robert McMaster, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Sally Beauty Holdings, Inc.	01/27/2022	Management	8	Yes	Elect Director Erin Nealy Cox	For	For	For	For	Votes AGAINST non-independent nominees Robert McMaster, Denise Paulonis, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are warranted for lack of a majority independent board.Votes AGAINST Robert McMaster, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Sally Beauty Holdings, Inc.	01/27/2022	Management	9	Yes	Elect Director Denise Paulonis	For	For	Against	Against	Votes AGAINST non-independent nominees Robert McMaster, Denise Paulonis, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are warranted for lack of a majority independent board.Votes AGAINST Robert McMaster, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Sally Beauty Holdings, Inc.	01/27/2022	Management	10	Yes	Elect Director Edward W. Rabin	For	For	Against	Against	Votes AGAINST non-independent nominees Robert McMaster, Denise Paulonis, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are warranted for lack of a majority independent board.Votes AGAINST Robert McMaster, Marshall Eisenberg, John Miller, and Edward Rabin Jr. are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Sally Beauty Holdings, Inc.	01/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Sally Beauty Holdings, Inc.	01/27/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
SandRidge Energy, Inc.	05/31/2022	Management	1	Yes	Elect Dktor Jaffrey 'Jay' A. Firestone	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members Jaffrey (Jay) Firestone, John (Jack) Lipinski and Randolph Read are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Jonathan Frates is warranted.	
SandRidge Energy, Inc.	05/31/2022	Management	2	Yes	Elect Director Jonathan Frates	For	For	For	For	Votes AGAINST incumbent Audit Committee members Jaffrey (Jay) Firestone, John (Jack) Lipinski and Randolph Read are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Jonathan Frates is warranted.	
SandRidge Energy, Inc.	05/31/2022	Management	3	Yes	Elect Director John 'Jack' Lipinski	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members Jaffrey (Jay) Firestone, John (Jack) Lipinski and Randolph Read are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Jonathan Frates is warranted.	
SandRidge Energy, Inc.	05/31/2022	Management	4	Yes	Elect Director Randolph C. Read	For	For	Against	Against	Votes AGAINST incumbent Audit Committee members Jaffrey (Jay) Firestone, John (Jack) Lipinski and Randolph Read are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR Jonathan Frates is warranted.	
SandRidge Energy, Inc.	05/31/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Sandy Spring Bancorp, Inc.	06/21/2022	Management	1	Yes	Elect Director Mona Abutaleb	For	For	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Mona Abutaleb Stephenson, Mark Micklem, and Christina O'Meara are warranted due to the board's unilateral adoption of an exclusive forum bylaw.	
Sandy Spring Bancorp, Inc.	06/21/2022	Management	2	Yes	Elect Director Mark C. Micklem	For	For	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Mona Abutaleb Stephenson, Mark Micklem, and Christina O'Meara are warranted due to the board's unilateral adoption of an exclusive forum bylaw.	
Sandy Spring Bancorp, Inc.	06/21/2022	Management	3	Yes	Elect Director Christina B. O'Meara	For	For	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Mona Abutaleb Stephenson, Mark Micklem, and Christina O'Meara are warranted due to the board's unilateral adoption of an exclusive forum bylaw.	
Sandy Spring Bancorp, Inc.	06/21/2022	Management	4	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.	
Sandy Spring Bancorp, Inc.	06/21/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Sandy Spring Bancorp, Inc.	06/21/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Sangamo Therapeutics, Inc.	05/24/2022	Management	1	Yes	Elect Director Robert F. Carey	For	For	For	For	A vote FOR all director nominees is warranted.	
Sangamo Therapeutics, Inc.	05/24/2022	Management	2	Yes	Elect Director Kenneth J. Hillan	For	For	For	For	A vote FOR all director nominees is warranted.	
Sangamo Therapeutics, Inc.	05/24/2022	Management	3	Yes	Elect Director Alexander D. Macrae	For	For	For	For	A vote FOR all director nominees is warranted.	
Sangamo Therapeutics, Inc.	05/24/2022	Management	4	Yes	Elect Director John H. Markels	For	For	For	For	A vote FOR all director nominees is warranted.	
Sangamo Therapeutics, Inc.	05/24/2022	Management	5	Yes	Elect Director James R. Meyers	For	For	For	For	A vote FOR all director nominees is warranted.	
Sangamo Therapeutics, Inc.	05/24/2022	Management	6	Yes	Elect Director H. Stewart Parker	For	For	For	For	A vote FOR all director nominees is warranted.	
Sangamo Therapeutics, Inc.	05/24/2022	Management	7	Yes	Elect Director Karen L. Smith	For	For	For	For	A vote FOR all director nominees is warranted.	
Sangamo Therapeutics, Inc.	05/24/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Sangamo Therapeutics, Inc.	05/24/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 16.44 percent is excessive.	
Sangamo Therapeutics, Inc.	05/24/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Sanmina Corporation	03/14/2022	Management	1	Yes	Elect Director Jure Sola	For	For	Against	Against	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board.Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Sanmina Corporation	03/14/2022	Management	2	Yes	Elect Director Eugene A. Delaney	For	For	For	For	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board.Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Sanmina Corporation	03/14/2022	Management	3	Yes	Elect Director John P. Goldsberry	For	For	Against	Against	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board.Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Sanmina Corporation	03/14/2022	Management	4	Yes	Elect Director Susan A. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board.Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Sanmina Corporation	03/14/2022	Management	5	Yes	Elect Director Rita S. Lane	For	For	For	For	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board.Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Sanmina Corporation	03/14/2022	Management	6	Yes	Elect Director Joseph G. Licata, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board.Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Sanmina Corporation	03/14/2022	Management	7	Yes	Elect Director Krish Prabhu	For	For	For	For	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board.Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Sanmina Corporation	03/14/2022	Management	8	Yes	Elect Director Mario M. Rosati	For	For	Against	Against	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board.Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Sanmina Corporation	03/14/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Sanmina Corporation	03/14/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The compensation committee demonstrated limited responsiveness to a certain degree following last year's low say-on-pay support.	
Sanmina Corporation	03/14/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Satsuma Pharmaceuticals, Inc.	06/03/2022	Management	1	Yes	Elect Director Mutya Harsch	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Heath Lukatch and Michael Riebe given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Mutya Harsch is warranted.	
Satsuma Pharmaceuticals, Inc.	06/03/2022	Management	2	Yes	Elect Director Heath Lukatch	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Heath Lukatch and Michael Riebe given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Mutya Harsch is warranted.	
Satsuma Pharmaceuticals, Inc.	06/03/2022	Management	3	Yes	Elect Director Michael Riebe	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Heath Lukatch and Michael Riebe given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Mutya Harsch is warranted.	
Satsuma Pharmaceuticals, Inc.	06/03/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	



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			Sequence Number	Proposal		Recommendation	Recommendation	Recommendation	Instruction	
SB Financial Group, Inc.	04/20/2022	Management	1	Yes	Elect Director Richard L. Hardgrove	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Klein and Richard Hardgrove are warranted for lack of a majority independent board. WITHHOLD votes for Richard Hardgrove are also warranted for serving as a non-independent member of a key board committee. A vote FOR William G. Martin is warranted.
SB Financial Group, Inc.	04/20/2022	Management	2	Yes	Elect Director Mark A. Klein	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Klein and Richard Hardgrove are warranted for lack of a majority independent board. WITHHOLD votes for Richard Hardgrove are also warranted for serving as a non-independent member of a key board committee. A vote FOR William G. Martin is warranted.
SB Financial Group, Inc.	04/20/2022	Management	3	Yes	Elect Director William G. Martin	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Klein and Richard Hardgrove are warranted for lack of a majority independent board. WITHHOLD votes for Richard Hardgrove are also warranted for serving as a non-independent member of a key board committee. A vote FOR William G. Martin is warranted.
SB Financial Group, Inc.	04/20/2022	Management	4	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SB Financial Group, Inc.	04/20/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
ScanSource, Inc.	01/27/2022	Management	1	Yes	Elect Director Michael L. Baur	For	For	For	For	WITHHOLD votes for Michael Grainger and Charles Whitchurch are warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/27/2022	Management	2	Yes	Elect Director Peter C. Browning	For	For	For	For	WITHHOLD votes for Michael Grainger and Charles Whitchurch are warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/27/2022	Management	3	Yes	Elect Director Frank E. Emory, Jr.	For	For	For	For	WITHHOLD votes for Michael Grainger and Charles Whitchurch are warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/27/2022	Management	4	Yes	Elect Director Michael J. Grainger	For	For	Withhold	Withhold	WITHHOLD votes for Michael Grainger and Charles Whitchurch are warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/27/2022	Management	5	Yes	Elect Director Charles A. Mathis	For	For	For	For	WITHHOLD votes for Michael Grainger and Charles Whitchurch are warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/27/2022	Management	6	Yes	Elect Director Dorothy F. Ramoneda	For	For	For	For	WITHHOLD votes for Michael Grainger and Charles Whitchurch are warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/27/2022	Management	7	Yes	Elect Director Jeffrey R. Rodek	For	For	For	For	WITHHOLD votes for Michael Grainger and Charles Whitchurch are warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/27/2022	Management	8	Yes	Elect Director Elizabeth O. Temple	For	For	For	For	WITHHOLD votes for Michael Grainger and Charles Whitchurch are warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/27/2022	Management	9	Yes	Elect Director Charles R. Whitchurch	For	For	Withhold	Withhold	WITHHOLD votes for Michael Grainger and Charles Whitchurch are warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/27/2022	Management	10	Yes	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted as a majority vote standard in uncontested director elections will provide shareholders with a more meaningful voice while improving director accountability.
ScanSource, Inc.	01/27/2022	Management	11	Yes	Eliminate Supermajority Voting Provisions	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
ScanSource, Inc.	01/27/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ScanSource, Inc.	01/27/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ScanSource, Inc.	01/27/2022	Management	14	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schneider National, Inc.	04/25/2022	Management	1	Yes	Elect Director Jyoti Chopra	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	2	Yes	Elect Director James R. Giertz	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	3	Yes	Elect Director Adam P. Godfrey	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	4	Yes	Elect Director Robert W. Grubbs	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	5	Yes	Elect Director Robert M. Knight, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	6	Yes	Elect Director Therese A. Koller	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	7	Yes	Elect Director Mark B. Rourke	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	8	Yes	Elect Director Paul J. Schneider	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	9	Yes	Elect Director John A. Swainson	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.

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Schneider National, Inc.	04/25/2022	Management	10	Yes	Elect Director James L. Welch	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schneider National, Inc.	04/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The CEO's annual bonus was entirely based on pre-set financial metrics, and his equity award was granted with a target mix of half performance-based equity utilizing multi-year goals. Further, a prior LTI grant did not vest when performance targets were not met.
Schnitzer Steel Industries, Inc.	01/25/2022	Management	1	Yes	Elect Director Rhonda D. Hunter	For	For	For	For	A vote FOR the director nominees is warranted.
Schnitzer Steel Industries, Inc.	01/25/2022	Management	2	Yes	Elect Director David L. Jahnike	For	For	For	For	A vote FOR the director nominees is warranted.
Schnitzer Steel Industries, Inc.	01/25/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual incentive plan was sufficiently based on pre-set objective measures, a majority of which were financial. Further, half of FY21 LTI awards were contingent on multi-year performance criteria. However, some concerns are raised regarding the CEO's relatively high annual incentive maximum opportunity, which warrant continued monitoring.
Schnitzer Steel Industries, Inc.	01/25/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Scholar Rock Holding Corporation	05/26/2022	Management	1	Yes	Elect Director Nagesh K. Mahanthappa	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Nagesh Mahanthappa and Joshua Reed given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Scholar Rock Holding Corporation	05/26/2022	Management	2	Yes	Elect Director Joshua Reed	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Nagesh Mahanthappa and Joshua Reed given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Scholar Rock Holding Corporation	05/26/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Schweitzer-Mauduit International, Inc.	04/21/2022	Management	1	Yes	Elect Director Deborah Borg	For	For	For	For	WITHHOLD votes are warranted for incumbent nominating committee member Anderson (Andy) Warlick for lack of racial/ethnic diversity on the board. WITHHOLD votes for Anderson (Andy) Warlick are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Schweitzer-Mauduit International, Inc.	04/21/2022	Management	2	Yes	Elect Director Jeffrey Kramer	For	For	For	For	WITHHOLD votes are warranted for incumbent nominating committee member Anderson (Andy) Warlick for lack of racial/ethnic diversity on the board. WITHHOLD votes for Anderson (Andy) Warlick are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Schweitzer-Mauduit International, Inc.	04/21/2022	Management	3	Yes	Elect Director Anderson D. Warlick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent nominating committee member Anderson (Andy) Warlick for lack of racial/ethnic diversity on the board. WITHHOLD votes for Anderson (Andy) Warlick are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Schweitzer-Mauduit International, Inc.	04/21/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Schweitzer-Mauduit International, Inc.	04/21/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Schweitzer-Mauduit International, Inc.	06/29/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted given the sound strategic rationale and anticipated synergies.
Schweitzer-Mauduit International, Inc.	06/29/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
Science Applications International Corporation	06/08/2022	Management	1	Yes	Elect Director Robert A. Bedingfield	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	2	Yes	Elect Director Carol A. Goode	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	3	Yes	Elect Director Garth N. Graham	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	4	Yes	Elect Director John J. Hamre	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	5	Yes	Elect Director Yvette M. Kanouff	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	6	Yes	Elect Director Nazzic S. Keene	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	7	Yes	Elect Director Timothy J. Mayopoulos	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	8	Yes	Elect Director Katharina G. McFarland	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	9	Yes	Elect Director Milford W. McGuirt	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	10	Yes	Elect Director Donna S. Morea	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	11	Yes	Elect Director Steven R. Shane	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/08/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Science Applications International Corporation	06/08/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SciPlay Corporation	06/08/2022	Management	1	Yes	Elect Director Barry L. Cottle	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Barry Cottle, Joshua Wilson, Gerald Cohen, Michael Marchetti, and William (Bill) Thompson Jr. are warranted given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/08/2022	Management	2	Yes	Elect Director Joshua J. Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Barry Cottle, Joshua Wilson, Gerald Cohen, Michael Marchetti, and William (Bill) Thompson Jr. are warranted given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/08/2022	Management	3	Yes	Elect Director Gerald D. Cohen	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Barry Cottle, Joshua Wilson, Gerald Cohen, Michael Marchetti, and William (Bill) Thompson Jr. are warranted given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/08/2022	Management	4	Yes	Elect Director Nick Earl	For	For	For	For	WITHHOLD votes for incumbent directors Barry Cottle, Joshua Wilson, Gerald Cohen, Michael Marchetti, and William (Bill) Thompson Jr. are warranted given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/08/2022	Management	5	Yes	Elect Director April Henry	For	For	For	For	WITHHOLD votes for incumbent directors Barry Cottle, Joshua Wilson, Gerald Cohen, Michael Marchetti, and William (Bill) Thompson Jr. are warranted given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/08/2022	Management	6	Yes	Elect Director Constance P. James	For	For	For	For	WITHHOLD votes for incumbent directors Barry Cottle, Joshua Wilson, Gerald Cohen, Michael Marchetti, and William (Bill) Thompson Jr. are warranted given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/08/2022	Management	7	Yes	Elect Director Michael Marchetti	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Barry Cottle, Joshua Wilson, Gerald Cohen, Michael Marchetti, and William (Bill) Thompson Jr. are warranted given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/08/2022	Management	8	Yes	Elect Director Charles "C.J." Prober	For	For	For	For	WITHHOLD votes for incumbent directors Barry Cottle, Joshua Wilson, Gerald Cohen, Michael Marchetti, and William (Bill) Thompson Jr. are warranted given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.

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Meeting		Proposal	Votable	Management		ISS	Voting		
Company Name	Date	Proponent	Sequence Number	Proposal	Text	Recommendation	Recommendation	Recommendation	Vote
									Instruction
SciPlay Corporation	06/08/2022	Management	9	Yes	Elect Director William C. Thompson, Jr.	For	Withhold	Withhold	Withhold
WITHHOLD votes for incumbent directors Barry Cottle, Joshua Wilson, Gerald Cohen, Michael Marchetti, and William (Bill) Thompson Jr. are warranted given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.									
SciPlay Corporation	06/08/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For
A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.									
Scorpio Tankers Inc.	06/01/2022	Management	1	Yes	Elect Director Cameron Mackey	For	For	Withhold	Withhold
WITHHOLD votes for Alexandre Albertini are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for non-independent nominees Alexandre Albertini and Cameron Mackey are warranted for lack of a majority independent board. A vote FOR Marianne Oekland is warranted at this time.									
Scorpio Tankers Inc.	06/01/2022	Management	2	Yes	Elect Director Alexandre Albertini	For	For	Withhold	Withhold
WITHHOLD votes for Alexandre Albertini are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for non-independent nominees Alexandre Albertini and Cameron Mackey are warranted for lack of a majority independent board. A vote FOR Marianne Oekland is warranted at this time.									
Scorpio Tankers Inc.	06/01/2022	Management	3	Yes	Elect Director Marianne Oekland	For	For	For	For
WITHHOLD votes for Alexandre Albertini are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for non-independent nominees Alexandre Albertini and Cameron Mackey are warranted for lack of a majority independent board. A vote FOR Marianne Oekland is warranted at this time.									
Scorpio Tankers Inc.	06/01/2022	Management	4	Yes	Ratify PricewaterhouseCoopers Audit as Auditors	For	For	Against	Against
A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.									
scPharmaceuticals Inc.	06/14/2022	Management	1	Yes	Elect Director Mette Kirstine Agger	For	Withhold	Withhold	Withhold
WITHHOLD votes are warranted for incumbent directors William Abraham, Mette Kirstine Agger, and Minnie Baylor-Henry given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.									
scPharmaceuticals Inc.	06/14/2022	Management	2	Yes	Elect Director Minnie Baylor-Henry	For	Withhold	Withhold	Withhold
WITHHOLD votes are warranted for incumbent directors William Abraham, Mette Kirstine Agger, and Minnie Baylor-Henry given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.									
scPharmaceuticals Inc.	06/14/2022	Management	3	Yes	Elect Director William T. Abraham	For	Withhold	Withhold	Withhold
WITHHOLD votes are warranted for incumbent directors William Abraham, Mette Kirstine Agger, and Minnie Baylor-Henry given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.									
scPharmaceuticals Inc.	06/14/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For
A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.									
Sculptor Capital Management, Inc.	06/22/2022	Management	1	Yes	Elect Director David Bonanno	For	Withhold	Withhold	Withhold
WITHHOLD votes for director nominee David Bonanno are warranted, due to an unmitigated pay-for-performance misalignment.									
Sculptor Capital Management, Inc.	06/22/2022	Management	2	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against
A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 22.93 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan allows for company loans to officers for the exercise of stock options.									
Sculptor Capital Management, Inc.	06/22/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.									
Seaboard Corporation	04/25/2022	Management	1	Yes	Elect Director Ellen S. Bresky	For	Withhold	Withhold	Withhold
WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are further warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions. A vote FOR Frances B. Shifman is warranted.									
Seaboard Corporation	04/25/2022	Management	2	Yes	Elect Director David A. Adamsen	For	For	Withhold	Withhold
WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are further warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions. A vote FOR Frances B. Shifman is warranted.									
Seaboard Corporation	04/25/2022	Management	3	Yes	Elect Director Douglas W. Baena	For	For	Withhold	Withhold
WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are further warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions. A vote FOR Frances B. Shifman is warranted.									
Seaboard Corporation	04/25/2022	Management	4	Yes	Elect Director Paul M. Squires	For	Withhold	Withhold	Withhold
WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are further warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions. A vote FOR Frances B. Shifman is warranted.									
Seaboard Corporation	04/25/2022	Management	5	Yes	Elect Director Frances B. Shifman	For	For	For	For
WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are further warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions. A vote FOR Frances B. Shifman is warranted.									
Seaboard Corporation	04/25/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against
A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.									
Seacoast Banking Corporation of Florida	05/24/2022	Management	1	Yes	Elect Director Dennis J. Arczynski	For	For	Withhold	Withhold
WITHHOLD votes for non-independent nominees Dennis Arczynski and Thomas Rossin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Arczynski are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.									
Seacoast Banking Corporation of Florida	05/24/2022	Management	2	Yes	Elect Director Maryann Goebel	For	For	For	For
WITHHOLD votes for non-independent nominees Dennis Arczynski and Thomas Rossin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Arczynski are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.									

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommendation	Recommendation	Recommendation		
Seacoast Banking Corporation of Florida	05/24/2022	Management	3	Yes	Elect Director Robert J. Lipstein	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Arczynski and Thomas Rossin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Arczynski are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Seacoast Banking Corporation of Florida	05/24/2022	Management	4	Yes	Elect Director Thomas E. Rossin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Arczynski and Thomas Rossin are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Arczynski are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Seacoast Banking Corporation of Florida	05/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Seacoast Banking Corporation of Florida	05/24/2022	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SEACOR Marine Holdings Inc.	06/07/2022	Management	1	Yes	Elect Director Andrew R. Morse	For	For	For	For	A vote FOR the director nominees is warranted.
SEACOR Marine Holdings Inc.	06/07/2022	Management	2	Yes	Elect Director John Gellert	For	For	For	For	A vote FOR the director nominees is warranted.
SEACOR Marine Holdings Inc.	06/07/2022	Management	3	Yes	Elect Director R. Christopher Regan	For	For	For	For	A vote FOR the director nominees is warranted.
SEACOR Marine Holdings Inc.	06/07/2022	Management	4	Yes	Elect Director Julie Persily	For	For	For	For	A vote FOR the director nominees is warranted.
SEACOR Marine Holdings Inc.	06/07/2022	Management	5	Yes	Elect Director Alfredo Miquel Bejos	For	For	For	For	A vote FOR the director nominees is warranted.
SEACOR Marine Holdings Inc.	06/07/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SEACOR Marine Holdings Inc.	06/07/2022	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
SeaSpine Holdings Corporation	06/01/2022	Management	1	Yes	Elect Director Keith Bradley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Keith Bradley, Michael Fekete, and John Henneman III given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SeaSpine Holdings Corporation	06/01/2022	Management	2	Yes	Elect Director Michael Fekete	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Keith Bradley, Michael Fekete, and John Henneman III given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SeaSpine Holdings Corporation	06/01/2022	Management	3	Yes	Elect Director John B. Henneman, III	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Keith Bradley, Michael Fekete, and John Henneman III given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SeaSpine Holdings Corporation	06/01/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
SeaSpine Holdings Corporation	06/01/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
SeaSpine Holdings Corporation	06/01/2022	Management	6	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR the proposal is warranted given that the proposed increase in the number of authorized shares is reasonable and there are no substantial concerns about the company's past use of shares.
SeaWorld Entertainment, Inc.	06/13/2022	Management	1	Yes	Elect Director Ronald Benson	For	For	For	For	A vote AGAINST Compensation Committee members Scott Ross, James Chambers, Yoshikazu Maruyama, and Thomas Moloney is warranted due to poor responsiveness following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2022	Management	2	Yes	Elect Director James Chambers	For	Against	Against	Against	A vote AGAINST Compensation Committee members Scott Ross, James Chambers, Yoshikazu Maruyama, and Thomas Moloney is warranted due to poor responsiveness following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2022	Management	3	Yes	Elect Director William Gray	For	For	For	For	A vote AGAINST Compensation Committee members Scott Ross, James Chambers, Yoshikazu Maruyama, and Thomas Moloney is warranted due to poor responsiveness following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2022	Management	4	Yes	Elect Director Timothy Hartnett	For	For	For	For	A vote AGAINST Compensation Committee members Scott Ross, James Chambers, Yoshikazu Maruyama, and Thomas Moloney is warranted due to poor responsiveness following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2022	Management	5	Yes	Elect Director Charles Koppelman	For	For	For	For	A vote AGAINST Compensation Committee members Scott Ross, James Chambers, Yoshikazu Maruyama, and Thomas Moloney is warranted due to poor responsiveness following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2022	Management	6	Yes	Elect Director Yoshikazu Maruyama	For	Against	Against	Against	A vote AGAINST Compensation Committee members Scott Ross, James Chambers, Yoshikazu Maruyama, and Thomas Moloney is warranted due to poor responsiveness following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2022	Management	7	Yes	Elect Director Thomas E. Moloney	For	Against	Against	Against	A vote AGAINST Compensation Committee members Scott Ross, James Chambers, Yoshikazu Maruyama, and Thomas Moloney is warranted due to poor responsiveness following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2022	Management	8	Yes	Elect Director Neha Jogani Narang	For	For	For	For	A vote AGAINST Compensation Committee members Scott Ross, James Chambers, Yoshikazu Maruyama, and Thomas Moloney is warranted due to poor responsiveness following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2022	Management	9	Yes	Elect Director Scott Ross	For	Against	Against	Against	A vote AGAINST Compensation Committee members Scott Ross, James Chambers, Yoshikazu Maruyama, and Thomas Moloney is warranted due to poor responsiveness following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2022	Management	10	Yes	Elect Director Kimberly Schaefer	For	For	For	For	A vote AGAINST Compensation Committee members Scott Ross, James Chambers, Yoshikazu Maruyama, and Thomas Moloney is warranted due to poor responsiveness following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SeaWorld Entertainment, Inc.	06/13/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The Compensation Committee demonstrated poor responsiveness following last year's low say-on-pay support.
Select Energy Services, Inc.	05/06/2022	Management	1	Yes	Elect Director David C. Baldwin	For	For	For	For	A vote FOR the director nominees is warranted.
Select Energy Services, Inc.	05/06/2022	Management	2	Yes	Elect Director Gayle L. Burleson	For	For	For	For	A vote FOR the director nominees is warranted.
Select Energy Services, Inc.	05/06/2022	Management	3	Yes	Elect Director Richard A. Burnett	For	For	For	For	A vote FOR the director nominees is warranted.
Select Energy Services, Inc.	05/06/2022	Management	4	Yes	Elect Director Robert V. Delaney	For	For	For	For	A vote FOR the director nominees is warranted.
Select Energy Services, Inc.	05/06/2022	Management	5	Yes	Elect Director Luis Fernandez-Moreno	For	For	For	For	A vote FOR the director nominees is warranted.
Select Energy Services, Inc.	05/06/2022	Management	6	Yes	Elect Director John D. Schmitz	For	For	For	For	A vote FOR the director nominees is warranted.
Select Energy Services, Inc.	05/06/2022	Management	7	Yes	Elect Director Troy W. Thacker	For	For	For	For	A vote FOR the director nominees is warranted.
Select Energy Services, Inc.	05/06/2022	Management	8	Yes	Elect Director Douglas J. Wall	For	For	For	For	A vote FOR the director nominees is warranted.
Select Energy Services, Inc.	05/06/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Select Medical Holdings Corporation	04/28/2022	Management	1	Yes	Elect Director Russell L. Carson	For	For	Against	Against	Votes AGAINST non-independent nominees Russell Carson and William Frist are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Select Medical Holdings Corporation	04/28/2022	Management	2	Yes	Elect Director Katherine R. Davisson	For	For	For	For	Votes AGAINST non-independent nominees Russell Carson and William Frist are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Select Medical Holdings Corporation	04/28/2022	Management	3	Yes	Elect Director William H. Frist	For	For	Against	Against	Votes AGAINST non-independent nominees Russell Carson and William Frist are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Select Medical Holdings Corporation	04/28/2022	Management	4	Yes	Elect Director Marilyn B. Tavenner	For	For	For	For	Votes AGAINST non-independent nominees Russell Carson and William Frist are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Select Medical Holdings Corporation	04/28/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change in control agreements that contain excise tax gross up payments and modified single trigger provisions. Additionally, equity awards to the CEO continue to lack performance-vesting conditions.
Select Medical Holdings Corporation	04/28/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Selective Insurance Group, Inc.	05/03/2022	Management	1	Yes	Elect Director Ainar D. Ajjala, Jr.	For	For	For	For	Votes AGAINST J. Brian Thebault, John Buville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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			Number	Proposal						Voting Policy Rationale	
Selective Insurance Group, Inc.	05/03/2022	Management	2	Yes	Elect Director Lisa Rojas Bacus	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	3	Yes	Elect Director John C. Burville	For	For	Against	Against	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	4	Yes	Elect Director Terrence W. Cavanaugh	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	5	Yes	Elect Director Wole C. Coaxum	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	6	Yes	Elect Director Robert Kelly Doherty	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	7	Yes	Elect Director John J. Marchioni	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	8	Yes	Elect Director Thomas A. McCarthy	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	9	Yes	Elect Director Stephen C. Mills	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	10	Yes	Elect Director H. Elizabeth Mitchell	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	11	Yes	Elect Director Michael J. Morrissey	For	For	Against	Against	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	12	Yes	Elect Director Cynthia S. Nicholson	For	For	Against	Against	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	13	Yes	Elect Director William M. Rue	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	14	Yes	Elect Director John S. Scheid	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	15	Yes	Elect Director J. Brian Thebault	For	For	Against	Against	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	16	Yes	Elect Director Philip H. Urban	For	For	For	For	Votes AGAINST J. Brian Thebault, John Burville, Michael Morrissey and Cynthia (Cie) Nicholson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Selective Insurance Group, Inc.	05/03/2022	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Selective Insurance Group, Inc.	05/03/2022	Management	18	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Semtech Corporation	06/09/2022	Management	1	Yes	Elect Director Martin S.J. Burvill	For	For	For	For	WITHHOLD votes for Rockell Hankin, Bruce Edwards and James Lindstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Semtech Corporation	06/09/2022	Management	2	Yes	Elect Director Rodolpho C. Cardenuto	For	For	For	For	WITHHOLD votes for Rockell Hankin, Bruce Edwards and James Lindstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Semtech Corporation	06/09/2022	Management	3	Yes	Elect Director Bruce C. Edwards	For	For	Withhold	Withhold	WITHHOLD votes for Rockell Hankin, Bruce Edwards and James Lindstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Semtech Corporation	06/09/2022	Management	4	Yes	Elect Director Saar Gillai	For	For	For	For	WITHHOLD votes for Rockell Hankin, Bruce Edwards and James Lindstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Semtech Corporation	06/09/2022	Management	5	Yes	Elect Director Rockell N. Hankin	For	For	Withhold	Withhold	WITHHOLD votes for Rockell Hankin, Bruce Edwards and James Lindstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Semtech Corporation	06/09/2022	Management	6	Yes	Elect Director Ye Jane Li	For	For	For	For	WITHHOLD votes for Rockell Hankin, Bruce Edwards and James Lindstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Semtech Corporation	06/09/2022	Management	7	Yes	Elect Director James T. Lindstrom	For	For	Withhold	Withhold	WITHHOLD votes for Rockell Hankin, Bruce Edwards and James Lindstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Semtech Corporation	06/09/2022	Management	8	Yes	Elect Director Paula LuPriore	For	For	For	For	WITHHOLD votes for Rockell Hankin, Bruce Edwards and James Lindstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Semtech Corporation	06/09/2022	Management	9	Yes	Elect Director Mohan R. Maheswaran	For	For	For	For	WITHHOLD votes for Rockell Hankin, Bruce Edwards and James Lindstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Semtech Corporation	06/09/2022	Management	10	Yes	Elect Director Sylvia Summers	For	For	For	For	WITHHOLD votes for Rockell Hankin, Bruce Edwards and James Lindstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Semtech Corporation	06/09/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Semtech Corporation	06/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns raised by the heavy reliance on individual performance assessments to determine the performance bonuses for NEOs other than the CEO. Further, the performance LTI design has certain issues, including a relative TSR metric that targets merely median performance and a stock price goal that may be achieved based on short-term achievement. However, there are mitigating factors for the year in review. The CEO's STI was based primarily on objective financial metrics with reasonably rigorous targets. The company has adhered to its intention not to award the CEO additional LTI through 2023. Further, the LTI for other NEOs was majority performance-based, the stock price goal required significant appreciation, and vesting for relative TSR is capped at target for negative absolute TSR. On balance of these factors, a cautious vote FOR this proposal warranted. Shareholders should continue to monitor incentive programs, as noted design concerns may exacerbate if pay and performance become further misaligned.	
Semtech Corporation	06/09/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.	
Sensient Technologies Corporation	04/28/2022	Management	1	Yes	Elect Director Joseph Carleone	For	For	For	For	Votes AGAINST Elaine Wedral and Essie Whitelaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Sensient Technologies Corporation	04/28/2022	Management	2	Yes	Elect Director Mario Ferruzzi	For	For	For	For	Votes AGAINST Elaine Wedral and Essie Whitelaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Sensient Technologies Corporation	04/28/2022	Management	3	Yes	Elect Director Carol R. Jackson	For	For	For	For	Votes AGAINST Elaine Wedral and Essie Whitelaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Sensient Technologies Corporation	04/28/2022	Management	4	Yes	Elect Director Sharad P. Jain	For	For	For	For	Votes AGAINST Elaine Wedral and Essie Whitelaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Sensient Technologies Corporation	04/28/2022	Management	5	Yes	Elect Director Donald W. Landry	For	For	For	For	Votes AGAINST Elaine Wedral and Essie Whitelaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Sensient Technologies Corporation	04/28/2022	Management	6	Yes	Elect Director Paul Manning	For	For	For	For	Votes AGAINST Elaine Wedral and Essie Whitelaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Sensient Technologies Corporation	04/28/2022	Management	7	Yes	Elect Director Deborah McKeithan-Gebhardt	For	For	For	For	Votes AGAINST Elaine Wedral and Essie Whitelaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Sensient Technologies Corporation	04/28/2022	Management	8	Yes	Elect Director Scott C. Morrison	For	For	For	For	Votes AGAINST Elaine Wedral and Essie Whitelaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Sensient Technologies Corporation	04/28/2022	Management	9	Yes	Elect Director Elaine R. Wedral	For	For	Against	Against	Votes AGAINST Elaine Wedral and Essie Whitelaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Sensient Technologies Corporation	04/28/2022	Management	10	Yes	Elect Director Essie Whitelaw	For	For	Against	Against	Votes AGAINST Elaine Wedral and Essie Whitelaw are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Sensient Technologies Corporation	04/28/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Sensient Technologies Corporation	04/28/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sensient Technologies Corporation	04/28/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Shenandoah Telecommunications Company	04/19/2022	Management	1	Yes	Elect Director Victor C. Barnes	For	For	For	For	Votes AGAINST non-independent nominee Christopher French are warranted for lack of a majority independent board. A vote FOR Victor C. Barnes is warranted.
Shenandoah Telecommunications Company	04/19/2022	Management	2	Yes	Elect Director Christopher E. French	For	For	Against	Against	Votes AGAINST non-independent nominee Christopher French are warranted for lack of a majority independent board. A vote FOR Victor C. Barnes is warranted.
Shenandoah Telecommunications Company	04/19/2022	Management	3	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Shenandoah Telecommunications Company	04/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Shockwave Medical, Inc.	06/23/2022	Management	1	Yes	Elect Director Doug Godshall	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Frederic (Fred) Moll for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Douglas (Doug) Godshall, Frederic (Fred) Moll, and F. Thomas (Jay) Watkins given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Shockwave Medical, Inc.	06/23/2022	Management	2	Yes	Elect Director F.T. "Jay" Watkins	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Frederic (Fred) Moll for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Douglas (Doug) Godshall, Frederic (Fred) Moll, and F. Thomas (Jay) Watkins given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Shockwave Medical, Inc.	06/23/2022	Management	3	Yes	Elect Director Frederic Moll	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Frederic (Fred) Moll for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Douglas (Doug) Godshall, Frederic (Fred) Moll, and F. Thomas (Jay) Watkins given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Shockwave Medical, Inc.	06/23/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Shockwave Medical, Inc.	06/23/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.
Shoe Carnival, Inc.	06/23/2022	Management	1	Yes	Elect Director James A. Aschleman	For	For	For	For	A vote AGAINST Nominating Committee chair Andrea Guthrie is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR James A. Aschleman is warranted.
Shoe Carnival, Inc.	06/23/2022	Management	2	Yes	Elect Director Andrea R. Guthrie	For	Against	Against	Against	A vote AGAINST Nominating Committee chair Andrea Guthrie is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR James A. Aschleman is warranted.
Shoe Carnival, Inc.	06/23/2022	Management	3	Yes	Elect Director Clifton E. Sifford	For	For	For	For	A vote AGAINST Nominating Committee chair Andrea Guthrie is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR James A. Aschleman is warranted.
Shoe Carnival, Inc.	06/23/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Shoe Carnival, Inc.	06/23/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Shoe Carnival, Inc.	06/23/2022	Management	6	Yes	Amend Articles of Incorporation to Allow Shareholders to Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted, as allowing shareholders to amend the bylaws enhances shareholder rights.
Shore Bancshares, Inc.	05/24/2022	Management	1	Yes	Elect Director John A. Lamon, III	For	For	For	For	A vote AGAINST Frank Mason III is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Shore Bancshares, Inc.	05/24/2022	Management	2	Yes	Elect Director Frank E. Mason, III	For	For	Against	Against	A vote AGAINST Frank Mason III is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Shore Bancshares, Inc.	05/24/2022	Management	3	Yes	Elect Director Jeffrey E. Thompson	For	For	For	For	A vote AGAINST Frank Mason III is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Shore Bancshares, Inc.	05/24/2022	Management	4	Yes	Elect Director William E. Esham, III	For	For	For	For	A vote AGAINST Frank Mason III is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Shore Bancshares, Inc.	05/24/2022	Management	5	Yes	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Shore Bancshares, Inc.	05/24/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Shutterstock, Inc.	06/02/2022	Management	1	Yes	Elect Director Jonathan Oringer	For	For	For	For	A vote FOR both nominees is warranted.
Shutterstock, Inc.	06/02/2022	Management	2	No	Elect Director Stan Pavlovsky "Withdrawn Resolution"					A vote FOR both nominees is warranted.
Shutterstock, Inc.	06/02/2022	Management	3	Yes	Elect Director Rachna Bhasin	For	For	For	For	A vote FOR both nominees is warranted.
Shutterstock, Inc.	06/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Shutterstock, Inc.	06/02/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Shutterstock, Inc.	06/02/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 37.23 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to participants for the exercise of stock options.
SI-BONE, Inc.	06/16/2022	Management	1	Yes	Elect Director Timothy "Ted" Davis, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Timothy (Ted) Davis Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Laura Francis, Timothy (Ted) Davis Jr. and Jeryl (Jeri) Hilleman are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SI-BONE, Inc.	06/16/2022	Management	2	Yes	Elect Director Laura A. Francis	For	Withhold	Withhold	Withhold	WITHHOLD votes for Timothy (Ted) Davis Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Laura Francis, Timothy (Ted) Davis Jr. and Jeryl (Jeri) Hilleman are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SI-BONE, Inc.	06/16/2022	Management	3	Yes	Elect Director Jeryl L. Hilleman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Timothy (Ted) Davis Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Laura Francis, Timothy (Ted) Davis Jr. and Jeryl (Jeri) Hilleman are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SI-BONE, Inc.	06/16/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SI-BONE, Inc.	06/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although concerns are raised by the lack of performance-vesting criteria attached to annual equity awards, there are mitigating factors for the year in review. Notably, the committee has introduced performance-conditioned equity for 2022, which will comprise half of the CEO's equity mix, in response to shareholders' concerns. Moreover, disclosure under the STI plan was improved year-over-year, and incentives were largely based on pre-set, objective measures. Additionally, the committee modified Executive Chairman Dunn's employment agreement to eliminate the single-trigger severance provision, replacing it with a double-trigger severance provision, in direct response to shareholder concerns. On balance of these factors, a vote FOR this proposal is warranted.
SI-BONE, Inc.	06/16/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sierra Bancorp	05/25/2022	Management	1	Yes	Elect Director James C. Holly	For	Against	Against	Against	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhail, Michele Gil (Michele Andujo Gil), James Holly and Lynda Scearcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp, James Holly and Lynda Scearcy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Sierra Bancorp	05/25/2022	Management	2	Yes	Elect Director Kevin J. McPhaill	For	For	Against	Against	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele Gil (Michele Andujo Gil), James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp, James Holly and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/25/2022	Management	3	Yes	Elect Director Susan M. Abundis	For	For	For	For	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele Gil (Michele Andujo Gil), James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp, James Holly and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/25/2022	Management	4	Yes	Elect Director Morris A. Tharp	For	For	Against	Against	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele Gil (Michele Andujo Gil), James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp, James Holly and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/25/2022	Management	5	Yes	Elect Director Lynda B. Searcy	For	For	Against	Against	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele Gil (Michele Andujo Gil), James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp, James Holly and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/25/2022	Management	6	Yes	Elect Director Michele M. Gil	For	For	Against	Against	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele Gil (Michele Andujo Gil), James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp, James Holly and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/25/2022	Management	7	Yes	Elect Director Ermina Karim	For	For	For	For	Votes AGAINST non-independent nominees Morris Tharp, Kevin McPhaill, Michele Gil (Michele Andujo Gil), James Holly and Lynda Searcy are warranted for lack of a majority independent board. Votes AGAINST Morris Tharp, James Holly and Lynda Searcy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/25/2022	Management	8	Yes	Change Range for Size of the Board	For	For	For	For	A vote FOR this proposal is warranted as the proposed change will help enable the company to comply with California law with respect to board diversity.
Sierra Bancorp	05/25/2022	Management	9	Yes	Ratify Eide Bailly LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Sierra Bancorp	05/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for the following reasons: * The company uses above-median benchmarking for certain pay elements; * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
Signet Jewelers Limited	06/17/2022	Management	1	Yes	Elect Director H. Todd Stitzer	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	2	Yes	Elect Director Andre V. Branch	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	3	Yes	Elect Director Virginia 'Gina' C. Drosos	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	4	Yes	Elect Director R. Mark Graf	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	5	Yes	Elect Director Zackery A. Hicks	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	6	Yes	Elect Director Sharon L. McCollam	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	7	Yes	Elect Director Helen McCluskey	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	8	Yes	Elect Director Nancy A. Reardon	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	9	Yes	Elect Director Jonathan Seiffer	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	10	Yes	Elect Director Brian Tilzer	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	11	Yes	Elect Director Eugenia Ulasewicz	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	12	Yes	Elect Director Donta L. Wilson	For	For	For	For	A vote FOR the director nominees is warranted.
Signet Jewelers Limited	06/17/2022	Management	13	Yes	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Signet Jewelers Limited	06/17/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Silgan Holdings, Inc.	05/31/2022	Management	1	Yes	Elect Director Kimberly A. Fields	For	Withhold	Withhold	Withhold	In the absence of a nominating committee and board chair on ballot, WITHHOLD votes are warranted for Kimberly Fields, Brad Lich, and R. Philip Silver for apparent lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominee R. Philip Silver are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee.
Silgan Holdings, Inc.	05/31/2022	Management	2	Yes	Elect Director Brad A. Lich	For	Withhold	Withhold	Withhold	In the absence of a nominating committee and board chair on ballot, WITHHOLD votes are warranted for Kimberly Fields, Brad Lich, and R. Philip Silver for apparent lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominee R. Philip Silver are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee.
Silgan Holdings, Inc.	05/31/2022	Management	3	Yes	Elect Director R. Philip Silver	For	Withhold	Withhold	Withhold	In the absence of a nominating committee and board chair on ballot, WITHHOLD votes are warranted for Kimberly Fields, Brad Lich, and R. Philip Silver for apparent lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominee R. Philip Silver are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee.
Silgan Holdings, Inc.	05/31/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Silgan Holdings, Inc.	05/31/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Silicon Laboratories Inc.	04/21/2022	Management	1	Yes	Elect Director William G. Bock	For	For	For	For	A vote FOR the director nominees is warranted.
Silicon Laboratories Inc.	04/21/2022	Management	2	Yes	Elect Director Sherri Luther	For	For	For	For	A vote FOR the director nominees is warranted.
Silicon Laboratories Inc.	04/21/2022	Management	3	Yes	Elect Director Christy Wyatt	For	For	For	For	A vote FOR the director nominees is warranted.
Silicon Laboratories Inc.	04/21/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Silicon Laboratories Inc.	04/21/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. In connection with the CEO's voluntary retirement, the company and the outgoing CEO entered into an agreement that will entitle him to severance payments. The payment of cash upon a voluntary termination is not a common market practice, as cash payments are generally intended as a protection against involuntary job loss. Additionally, while the pay-for-performance misalignment is sufficiently mitigated for the year in review, concern is noted regarding the use of annualized performance periods in a portion of the PSU grant.
SilverBow Resources, Inc.	05/17/2022	Management	1	Yes	Elect Director David Geenberg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Marcus (Marc) Rowland, Sean Woolvorton, and David Geenberg given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights
SilverBow Resources, Inc.	05/17/2022	Management	2	Yes	Elect Director Marcus C. Rowland	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Marcus (Marc) Rowland, Sean Woolvorton, and David Geenberg given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights
SilverBow Resources, Inc.	05/17/2022	Management	3	Yes	Elect Director Sean C. Woolvorton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Marcus (Marc) Rowland, Sean Woolvorton, and David Geenberg given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights
SilverBow Resources, Inc.	05/17/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted because the company modified the 2021 portion of the 2020 cash incentive award so that payout for the 2021 performance period of the award would be capped at target and be time-based.
SilverBow Resources, Inc.	05/17/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SilverBow Resources, Inc.	05/17/2022	Management	6	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Silvercrest Asset Management Group Inc.	06/08/2022	Management	1	Yes	Elect Director Richard J. Burns	For	For	For	For	Votes FOR the director nominees are warranted.
Silvercrest Asset Management Group Inc.	06/08/2022	Management	2	Yes	Elect Director Albert S. Messina	For	For	For	For	Votes FOR the director nominees are warranted.
Silvercrest Asset Management Group Inc.	06/08/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Silvercrest Asset Management Group Inc.	06/08/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Silvercrest Asset Management Group Inc.	06/08/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simmons First National Corporation	04/27/2022	Management	1	Yes	Fix Number of Directors at Sixteen	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Simmons First National Corporation	04/27/2022	Management	2	Yes	Elect Director Jay D. Burchfield	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	3	Yes	Elect Director Marty D. Casteel	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	4	Yes	Elect Director William E. Clark, II	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	5	Yes	Elect Director Steven A. Cosse	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	6	Yes	Elect Director Mark C. Doramus	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	7	Yes	Elect Director Edward Drilling	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	8	Yes	Elect Director Eugene Hunt	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	9	Yes	Elect Director Jerry Hunter	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	10	Yes	Elect Director Susan Lanigan	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	11	Yes	Elect Director W. Scott McGeorge	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	12	Yes	Elect Director George A. Makris, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	13	Yes	Elect Director Tom Purvis	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	14	Yes	Elect Director Robert L. Shoptaw	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	15	Yes	Elect Director Julie Stackhouse	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	16	Yes	Elect Director Russell W. Teubner	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	17	Yes	Elect Director Mindy West	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/27/2022	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a pay-for-performance misalignment. Performance metrics under the long-term incentive program target merely median performance and it does not appear payouts are capped in the event absolute TSR is negative over the performance period. In addition, certain goals associated with previously granted equity awards were lowered, and the company did not disclose the achievement level for the performance metrics associated with the 2019-2021 performance cycle, making it difficult to assess whether the payout resulting from the adjustment is reasonable.
Simmons First National Corporation	04/27/2022	Management	19	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simmons First National Corporation	04/27/2022	Management	20	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase in the number of authorized shares is reasonable and there are no substantial concerns about the company's past use of shares.



					Management		ISS		Voting Policy		B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Instruction	Vote	Voting Policy Rationale	
Simmons First National Corporation	04/27/2022	Management	21	Yes	Remove the Limit on the Aggregate Liquidation Preference of all Shares of Preferred Stock	For	For	For	For	For	A vote FOR this proposal is warranted as it would provide the company with greater flexibility to pursue various corporate purposes which may be beneficial for shareholders.	
Simmons First National Corporation	04/27/2022	Management	22	Yes	Amend Articles of Incorporation	For	For	For	For	For	A vote FOR this proposal is warranted. The proposed changes are largely administrative in nature and will not have any material impact on the rights or privileges of current shareholders.	
Simpson Manufacturing Co., Inc.	05/04/2022	Management	1	Yes	Elect Director James S. Andrasick	For	For	For	For	For	Votes AGAINST non-independent nominees Karen Colonias, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Simpson Manufacturing Co., Inc.	05/04/2022	Management	2	Yes	Elect Director Jennifer A. Chatman	For	For	Against	Against	Against	Votes AGAINST non-independent nominees Karen Colonias, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Simpson Manufacturing Co., Inc.	05/04/2022	Management	3	Yes	Elect Director Karen Colonias	For	For	Against	Against	Against	Votes AGAINST non-independent nominees Karen Colonias, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Simpson Manufacturing Co., Inc.	05/04/2022	Management	4	Yes	Elect Director Gary M. Cusumano	For	For	Against	Against	Against	Votes AGAINST non-independent nominees Karen Colonias, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Simpson Manufacturing Co., Inc.	05/04/2022	Management	5	Yes	Elect Director Philip E. Donaldson	For	For	For	For	For	Votes AGAINST non-independent nominees Karen Colonias, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Simpson Manufacturing Co., Inc.	05/04/2022	Management	6	Yes	Elect Director Celeste Volz Ford	For	For	For	For	For	Votes AGAINST non-independent nominees Karen Colonias, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Simpson Manufacturing Co., Inc.	05/04/2022	Management	7	Yes	Elect Director Kenneth D. Knight	For	For	For	For	For	Votes AGAINST non-independent nominees Karen Colonias, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Simpson Manufacturing Co., Inc.	05/04/2022	Management	8	Yes	Elect Director Robin Greenway MacGillivray	For	For	Against	Against	Against	Votes AGAINST non-independent nominees Karen Colonias, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Simpson Manufacturing Co., Inc.	05/04/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Simpson Manufacturing Co., Inc.	05/04/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
SiriusPoint Ltd.	05/19/2022	Management	1	Yes	Elect Director Siddhartha Sankaran	For	For	For	For	For	Votes FOR the nominees are warranted.	
SiriusPoint Ltd.	05/19/2022	Management	2	Yes	Elect Director Rafe de la Gueroniere	For	For	For	For	For	Votes FOR the nominees are warranted.	
SiriusPoint Ltd.	05/19/2022	Management	3	Yes	Elect Director Sharon M. Ludlow	For	For	For	For	For	Votes FOR the nominees are warranted.	
SiriusPoint Ltd.	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although half of the annual incentive funding pool is based on strategic objectives, disclosure of such objectives is thorough, and the objectives were deemed critical to integrate the legacy entities following the merger. In addition, approximately half of the annual long-term incentive grants are performance-conditioned and vest over a multi-year period. Moreover, certain NEOs received sign-on equity awards. While majority of these awards are time-vesting, it is not uncommon for NEOs to receive sizeable equity awards in connection with their commencement of employment following a merger transaction and such awards are not expected to recur.	
SiriusPoint Ltd.	05/19/2022	Management	5	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	
SiteOne Landscape Supply, Inc.	05/11/2022	Management	1	Yes	Elect Director Fred M. Diaz	For	For	For	For	For	A vote FOR all director nominees is warranted.	
SiteOne Landscape Supply, Inc.	05/11/2022	Management	2	Yes	Elect Director W. Roy Dunbar	For	For	For	For	For	A vote FOR all director nominees is warranted.	
SiteOne Landscape Supply, Inc.	05/11/2022	Management	3	Yes	Elect Director Larisa J. Drake	For	For	For	For	For	A vote FOR all director nominees is warranted.	
SiteOne Landscape Supply, Inc.	05/11/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
SiteOne Landscape Supply, Inc.	05/11/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Six Flags Entertainment Corporation	05/11/2022	Management	1	Yes	Elect Director Ben Baldanza	For	For	For	For	For	A vote FOR all director nominees is warranted.	
Six Flags Entertainment Corporation	05/11/2022	Management	2	Yes	Elect Director Selim Bassoul	For	For	For	For	For	A vote FOR all director nominees is warranted.	
Six Flags Entertainment Corporation	05/11/2022	Management	3	Yes	Elect Director Esi Eggleston Bracey	For	For	For	For	For	A vote FOR all director nominees is warranted.	
Six Flags Entertainment Corporation	05/11/2022	Management	4	Yes	Elect Director Denise M. Clark	For	For	For	For	For	A vote FOR all director nominees is warranted.	
Six Flags Entertainment Corporation	05/11/2022	Management	5	Yes	Elect Director Enrique Ramirez Mena	For	For	For	For	For	A vote FOR all director nominees is warranted.	
Six Flags Entertainment Corporation	05/11/2022	Management	6	Yes	Elect Director Arik Ruchim	For	For	For	For	For	A vote FOR all director nominees is warranted.	
Six Flags Entertainment Corporation	05/11/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned at this time.	
Six Flags Entertainment Corporation	05/11/2022	Management	8	Yes	Eliminate Supermajority Vote Requirement to Amend Bylaws	For	For	For	For	For	A vote FOR this proposal is warranted given that a majority vote requirement to amend the bylaws would improve shareholder rights.	
Six Flags Entertainment Corporation	05/11/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
SJW Group	04/27/2022	Management	1	Yes	Elect Director Walter J. Bishop	For	For	For	For	For	A vote FOR the director nominees is warranted.	
SJW Group	04/27/2022	Management	2	Yes	Elect Director Carl Guardino	For	For	For	For	For	A vote FOR the director nominees is warranted.	
SJW Group	04/27/2022	Management	3	Yes	Elect Director Mary Ann Hanley	For	For	For	For	For	A vote FOR the director nominees is warranted.	
SJW Group	04/27/2022	Management	4	Yes	Elect Director Heather Hunt	For	For	For	For	For	A vote FOR the director nominees is warranted.	
SJW Group	04/27/2022	Management	5	Yes	Elect Director Rebecca A. Klein	For	For	For	For	For	A vote FOR the director nominees is warranted.	
SJW Group	04/27/2022	Management	6	Yes	Elect Director Gregory P. Landis	For	For	For	For	For	A vote FOR the director nominees is warranted.	
SJW Group	04/27/2022	Management	7	Yes	Elect Director Daniel B. More	For	For	For	For	For	A vote FOR the director nominees is warranted.	
SJW Group	04/27/2022	Management	8	Yes	Elect Director Eric W. Thornburg	For	For	For	For	For	A vote FOR the director nominees is warranted.	
SJW Group	04/27/2022	Management	9	Yes	Elect Director Carol P. Wallace	For	For	For	For	For	A vote FOR the director nominees is warranted.	
SJW Group	04/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	
SJW Group	04/27/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
SkyWest, Inc.	05/03/2022	Management	1	Yes	Elect Director Jerry C. Atkin	For	For	For	For	For	WITHHOLD votes for James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
SkyWest, Inc.	05/03/2022	Management	2	Yes	Elect Director Russell A. Childs	For	For	For	For	For	WITHHOLD votes for James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
SkyWest, Inc.	05/03/2022	Management	3	Yes	Elect Director Smita Conjeevaram	For	For	For	For	For	WITHHOLD votes for James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
SkyWest, Inc.	05/03/2022	Management	4	Yes	Elect Director Meredith S. Madden	For	For	For	For	For	WITHHOLD votes for James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
SkyWest, Inc.	05/03/2022	Management	5	Yes	Elect Director Ronald J. Mittelstaedt	For	For	For	For	For	WITHHOLD votes for James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
SkyWest, Inc.	05/03/2022	Management	6	Yes	Elect Director Andrew C. Roberts	For	For	For	For	For	WITHHOLD votes for James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
SkyWest, Inc.	05/03/2022	Management	7	Yes	Elect Director Keith E. Smith	For	For	For	For	For	WITHHOLD votes for James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
SkyWest, Inc.	05/03/2022	Management	8	Yes	Elect Director James L. Welch	For	For	Withhold	Withhold	Withhold	WITHHOLD votes for James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
SkyWest, Inc.	05/03/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
SkyWest, Inc.	05/03/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Sleep Number Corporation	05/12/2022	Management	1	Yes	Elect Director Michael J. Harrison	For	For	For	For	For	A vote FOR the remaining director nominees is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	
			Number	Proposal		Recommendation	Recommendation	Recommendation		Instruction
Sleep Number Corporation	05/12/2022	Management	2	Yes	Elect Director Shelly R. Ibach	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sleep Number Corporation	05/12/2022	Management	3	Yes	Elect Director Deborah L. Kilpatrick	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sleep Number Corporation	05/12/2022	Management	4	Yes	Elect Director Barbara R. Matas	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sleep Number Corporation	05/12/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Sleep Number Corporation	05/12/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
SLM Corporation	06/21/2022	Management	1	Yes	Elect Director Paul G. Child	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	2	Yes	Elect Director Mary Carter Warren Franke	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	3	Yes	Elect Director Marianne M. Keler	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	4	Yes	Elect Director Mark L. Lavelle	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	5	Yes	Elect Director Ted Manvitz	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	6	Yes	Elect Director Jim Matheson	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	7	Yes	Elect Director Samuel T. Ramsey	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	8	Yes	Elect Director Vivian C. Schneck-Last	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	9	Yes	Elect Director Robert S. Strong	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	10	Yes	Elect Director Jonathan W. Witter	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	11	Yes	Elect Director Kirsten O. Wolberg	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
SLM Corporation	06/21/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SM Energy Company	05/26/2022	Management	1	Yes	Elect Director Carla J. Bailo	For	For	For	For	Votes AGAINST non-independent nominees William Sullivan, Herbert Vogel, Stephen Brand and Julio Quintana are warranted for lack of majority independent board. Votes AGAINST Stephen Brand and Julio Quintana are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/26/2022	Management	2	Yes	Elect Director Stephen R. Brand	For	For	Against	Against	Votes AGAINST non-independent nominees William Sullivan, Herbert Vogel, Stephen Brand and Julio Quintana are warranted for lack of majority independent board. Votes AGAINST Stephen Brand and Julio Quintana are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/26/2022	Management	3	Yes	Elect Director Ramiro G. Peru	For	For	For	For	Votes AGAINST non-independent nominees William Sullivan, Herbert Vogel, Stephen Brand and Julio Quintana are warranted for lack of majority independent board. Votes AGAINST Stephen Brand and Julio Quintana are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/26/2022	Management	4	Yes	Elect Director Anita M. Powers	For	For	For	For	Votes AGAINST non-independent nominees William Sullivan, Herbert Vogel, Stephen Brand and Julio Quintana are warranted for lack of majority independent board. Votes AGAINST Stephen Brand and Julio Quintana are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/26/2022	Management	5	Yes	Elect Director Julio M. Quintana	For	For	Against	Against	Votes AGAINST non-independent nominees William Sullivan, Herbert Vogel, Stephen Brand and Julio Quintana are warranted for lack of majority independent board. Votes AGAINST Stephen Brand and Julio Quintana are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/26/2022	Management	6	Yes	Elect Director Rose M. Robeson	For	For	For	For	Votes AGAINST non-independent nominees William Sullivan, Herbert Vogel, Stephen Brand and Julio Quintana are warranted for lack of majority independent board. Votes AGAINST Stephen Brand and Julio Quintana are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/26/2022	Management	7	Yes	Elect Director William D. Sullivan	For	For	Against	Against	Votes AGAINST non-independent nominees William Sullivan, Herbert Vogel, Stephen Brand and Julio Quintana are warranted for lack of majority independent board. Votes AGAINST Stephen Brand and Julio Quintana are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/26/2022	Management	8	Yes	Elect Director Herbert S. Vogel	For	For	Against	Against	Votes AGAINST non-independent nominees William Sullivan, Herbert Vogel, Stephen Brand and Julio Quintana are warranted for lack of majority independent board. Votes AGAINST Stephen Brand and Julio Quintana are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/26/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
SM Energy Company	05/26/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SmartFinancial, Inc.	05/26/2022	Management	1	Yes	Elect Director Cathy G. Ackermann	For	For	For	For	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Otis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Otis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	2	Yes	Elect Director Victor L. Barrett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Otis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Otis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	3	Yes	Elect Director William ("Billy") Y. Carroll, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Otis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Otis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	4	Yes	Elect Director William ("Bill") Y. Carroll, Sr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Otis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Otis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	5	Yes	Elect Director Ted C. Miller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Otis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Otis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	6	Yes	Elect Director David A. Ogle	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Otis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Otis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
SmartFinancial, Inc.	05/26/2022	Management	7	Yes	Elect Director Ottis H. Phillips, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Ottis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Ottis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	8	Yes	Elect Director John Presley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Ottis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Ottis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	9	Yes	Elect Director Steven B. Tucker	For	For	For	For	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Ottis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Ottis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	10	Yes	Elect Director Wesley M. ("Miller") Welborn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Ottis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Ottis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	11	Yes	Elect Director Keith E. Whaley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Ottis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Ottis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	12	Yes	Elect Director Geoffrey A. Wolpert	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Carroll Jr., David Ogle, Victor Barrett, William (Bill) Carroll Sr., Ted Miller, Ottis Phillips Jr., John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Ottis Phillips Jr., Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/26/2022	Management	13	Yes	Ratify BKD LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
SmartFinancial, Inc.	05/26/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
SmartFinancial, Inc.	05/26/2022	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Smith Micro Software, Inc.	06/07/2022	Management	1	Yes	Elect Director Andrew Arno	For	For	For	For	WITHHOLD votes for Samuel Gulko are warranted for serving as a non-independent member of a key board committee. A vote FOR Andrew Arno is warranted.
Smith Micro Software, Inc.	06/07/2022	Management	2	Yes	Elect Director Samuel Gulko	For	For	Withhold	Withhold	WITHHOLD votes for Samuel Gulko are warranted for serving as a non-independent member of a key board committee. A vote FOR Andrew Arno is warranted.
Smith Micro Software, Inc.	06/07/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were aligned for the year in review, the company accelerated the vesting of an NEO's equity awards upon resignation. Acceleration of all equity awards in connection with termination of employment that does not appear to be involuntary is a problematic pay practice.
Smith Micro Software, Inc.	06/07/2022	Management	4	Yes	Ratify SingerLewak LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Solaris Oilfield Infrastructure, Inc.	05/12/2022	Management	1	Yes	Elect Director Cynthia M. Durrett	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Cynthia (Cindy) Durrett, W. Howard Keenan Jr., and Ray Walker Jr. given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member W. Howard Keenan, Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for Compensation Committee member Ray Walker Jr. are warranted given concerns with respect to the company's pay practices, such as equity award arrangements that provide for single-trigger vesting acceleration upon a change-in-control, absence of risk-mitigating provisions, and lack of performance-vesting conditions for long-term awards.
Solaris Oilfield Infrastructure, Inc.	05/12/2022	Management	2	Yes	Elect Director W. Howard Keenan, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Cynthia (Cindy) Durrett, W. Howard Keenan Jr., and Ray Walker Jr. given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member W. Howard Keenan, Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for Compensation Committee member Ray Walker Jr. are warranted given concerns with respect to the company's pay practices, such as equity award arrangements that provide for single-trigger vesting acceleration upon a change-in-control, absence of risk-mitigating provisions, and lack of performance-vesting conditions for long-term awards.
Solaris Oilfield Infrastructure, Inc.	05/12/2022	Management	3	Yes	Elect Director Ray N. Walker, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Cynthia (Cindy) Durrett, W. Howard Keenan Jr., and Ray Walker Jr. given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member W. Howard Keenan, Jr. for lack of racial/ethnic diversity on the board. WITHHOLD votes for Compensation Committee member Ray Walker Jr. are warranted given concerns with respect to the company's pay practices, such as equity award arrangements that provide for single-trigger vesting acceleration upon a change-in-control, absence of risk-mitigating provisions, and lack of performance-vesting conditions for long-term awards.
Solaris Oilfield Infrastructure, Inc.	05/12/2022	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
SolarWinds Corporation	05/26/2022	Management	1	Yes	Elect Director Sudhakar Ramakrishna	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao are warranted for lack of a majority independent board. WITHHOLD votes for Seth Boro and Kenneth (Ken) Hao are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for William (Bill) Bock, Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SolarWinds Corporation	05/26/2022	Management	2	Yes	Elect Director William Bock	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao are warranted for lack of a majority independent board. WITHHOLD votes for Seth Boro and Kenneth (Ken) Hao are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for William (Bill) Bock, Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
SolarWinds Corporation	05/26/2022	Management	3	Yes	Elect Director Seth Boro	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao are warranted for lack of a majority independent board. WITHHOLD votes for Seth Boro and Kenneth (Ken) Hao are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for William (Bill) Bock, Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
SolarWinds Corporation	05/26/2022	Management	4	Yes	Elect Director Kenneth Y. Hao	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao are warranted for lack of a majority independent board. WITHHOLD votes for Seth Boro and Kenneth (Ken) Hao are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for William (Bill) Bock, Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
SolarWinds Corporation	05/26/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SolarWinds Corporation	05/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's pay was relatively high in connection with his hiring. A portion of his new hire awards were initially performance-based but these awards were subsequently converted into a larger number of time-vesting awards. Further concerns are raised given that for fiscal 2021, bonuses were largely discretionary and equity awards were entirely time-vesting.
Sotera Health Company	05/26/2022	Management	1	Yes	Elect Director Ruoxi Chen	For	Against	Against	Against	A vote AGAINST incumbent director nominees Ruoxi Chen, David Donnini, and Ann Klee is warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Ruoxi Chen and David Donnini are warranted for lack of a majority independent board. Votes AGAINST Ruoxi Chen and David Donnini are also warranted for serving as non-independent members of a key board committee.
Sotera Health Company	05/26/2022	Management	2	Yes	Elect Director David A. Donnini	For	Against	Against	Against	A vote AGAINST incumbent director nominees Ruoxi Chen, David Donnini, and Ann Klee is warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Ruoxi Chen and David Donnini are warranted for lack of a majority independent board. Votes AGAINST Ruoxi Chen and David Donnini are also warranted for serving as non-independent members of a key board committee.
Sotera Health Company	05/26/2022	Management	3	Yes	Elect Director Ann R. Klee	For	Against	Against	Against	A vote AGAINST incumbent director nominees Ruoxi Chen, David Donnini, and Ann Klee is warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Ruoxi Chen and David Donnini are warranted for lack of a majority independent board. Votes AGAINST Ruoxi Chen and David Donnini are also warranted for serving as non-independent members of a key board committee.
Sotera Health Company	05/26/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote FOR the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sotera Health Company	05/26/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Southern First Bancshares, Inc.	05/17/2022	Management	1	Yes	Elect Director Leighton M. Cubbage	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Orders III, Leighton Cubbage and David Ellison are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Terry Grayson-Caprio is warranted.
Southern First Bancshares, Inc.	05/17/2022	Management	2	Yes	Elect Director David G. Ellison	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Orders III, Leighton Cubbage and David Ellison are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Terry Grayson-Caprio is warranted.
Southern First Bancshares, Inc.	05/17/2022	Management	3	Yes	Elect Director James B. Orders, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Orders III, Leighton Cubbage and David Ellison are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Terry Grayson-Caprio is warranted.
Southern First Bancshares, Inc.	05/17/2022	Management	4	Yes	Elect Director Terry Grayson-Caprio	For	For	For	For	WITHHOLD votes for non-independent nominees James Orders III, Leighton Cubbage and David Ellison are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Terry Grayson-Caprio is warranted.
Southern First Bancshares, Inc.	05/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards; * The company lacks several compensation risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; and * The company provided an excessive amount of miscellaneous perquisites to the CEO.
Southern First Bancshares, Inc.	05/17/2022	Management	6	Yes	Ratify Elliott Davis, LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southside Bancshares, Inc.	05/18/2022	Management	1	Yes	Elect Director Michael J. Bosworth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee Gibson, Michael Bosworth and Donald Thedford are warranted for lack of a majority independent board. WITHHOLD votes for Donald Thedford are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/18/2022	Management	2	Yes	Elect Director Shannon Dacus	For	For	For	For	WITHHOLD votes for non-independent nominees Lee Gibson, Michael Bosworth and Donald Thedford are warranted for lack of a majority independent board. WITHHOLD votes for Donald Thedford are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/18/2022	Management	3	Yes	Elect Director Alton L. Frailey	For	For	For	For	WITHHOLD votes for non-independent nominees Lee Gibson, Michael Bosworth and Donald Thedford are warranted for lack of a majority independent board. WITHHOLD votes for Donald Thedford are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/18/2022	Management	4	Yes	Elect Director Lee R. Gibson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee Gibson, Michael Bosworth and Donald Thedford are warranted for lack of a majority independent board. WITHHOLD votes for Donald Thedford are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/18/2022	Management	5	Yes	Elect Director George H. (Trey) Henderson, III	For	For	For	For	WITHHOLD votes for non-independent nominees Lee Gibson, Michael Bosworth and Donald Thedford are warranted for lack of a majority independent board. WITHHOLD votes for Donald Thedford are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/18/2022	Management	6	Yes	Elect Director Donald W. Thedford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee Gibson, Michael Bosworth and Donald Thedford are warranted for lack of a majority independent board. WITHHOLD votes for Donald Thedford are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Southside Bancshares, Inc.	05/18/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Southside Bancshares, Inc.	05/18/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southwest Gas Holdings, Inc.	05/19/2022	Management	2	Yes	Elect Director Robert L. Boughner	For	For	For	For	A vote FOR all director nominees is warranted.
Southwest Gas Holdings, Inc.	05/19/2022	Management	3	Yes	Elect Director Jose A. Cardenas	For	For	For	For	A vote FOR all director nominees is warranted.
Southwest Gas Holdings, Inc.	05/19/2022	Management	4	Yes	Elect Director E. Renae Corley	For	For	For	For	A vote FOR all director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Southwest Gas Holdings, Inc.	05/19/2022	Management	5	Yes	Elect Director John P. Hester	For	For	For	For	A vote FOR all director nominees is warranted.	
Southwest Gas Holdings, Inc.	05/19/2022	Management	6	Yes	Elect Director Jane Lewis-Raymond	For	For	For	For	A vote FOR all director nominees is warranted.	
Southwest Gas Holdings, Inc.	05/19/2022	Management	7	Yes	Elect Director Anne L. Mariucci	For	For	For	For	A vote FOR all director nominees is warranted.	
Southwest Gas Holdings, Inc.	05/19/2022	Management	8	Yes	Elect Director Carlos A. Ruisanchez	For	For	For	For	A vote FOR all director nominees is warranted.	
Southwest Gas Holdings, Inc.	05/19/2022	Management	9	Yes	Elect Director A. Randall Thoman	For	For	For	For	A vote FOR all director nominees is warranted.	
Southwest Gas Holdings, Inc.	05/19/2022	Management	10	Yes	Elect Director Thomas A. Thomas	For	For	For	For	A vote FOR all director nominees is warranted.	
Southwest Gas Holdings, Inc.	05/19/2022	Management	11	Yes	Elect Director Leslie T. Thornton	For	For	For	For	A vote FOR all director nominees is warranted.	
Southwest Gas Holdings, Inc.	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted.	
Southwest Gas Holdings, Inc.	05/19/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	14	Yes	Amend Bylaws	Against	Against	Against	Against	A vote AGAINST this proposal is warranted.	
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	16	Yes	Elect Director Nora Mead Brownell	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	17	Yes	Elect Director Marcie L. Edwards	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	18	Yes	Elect Director Andrew W. Evans	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	19	Yes	Elect Director H. Russell Frisby, Jr.	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	20	Yes	Elect Director Walter M. Hiaqins, III	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	21	Yes	Elect Director Rina Joshi	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	22	Yes	Elect Director Henry P. Linginfelter	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	23	Yes	Elect Director Jesse A. Lynn	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	24	Yes	Elect Director Ruby Sharma	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	25	Yes	Elect Director Andrew J. Teno	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Management	26	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote		
Southwest Gas Holdings, Inc.	05/19/2022	Management	27	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	28	Yes	Amend Bylaws	For	Do Not Vote	Do Not Vote	Do Not		
Southwest Gas Holdings, Inc.	05/19/2022	Shareholder	29	Yes	Provide Right to Call a Special Meeting	For	Do Not Vote	Do Not Vote	Do Not		
SP Plus Corporation	05/11/2022	Management	1	Yes	Elect Director G. Marc Baumann	For	For	For	For	A vote FOR the director nominees is warranted.	
SP Plus Corporation	05/11/2022	Management	2	Yes	Elect Director Alice M. Peterson	For	For	For	For	A vote FOR the director nominees is warranted.	
SP Plus Corporation	05/11/2022	Management	3	Yes	Elect Director Gregory A. Reid	For	For	For	For	A vote FOR the director nominees is warranted.	
SP Plus Corporation	05/11/2022	Management	4	Yes	Elect Director Wyman T. Roberts	For	For	For	For	A vote FOR the director nominees is warranted.	
SP Plus Corporation	05/11/2022	Management	5	Yes	Elect Director Diana L. Sands	For	For	For	For	A vote FOR the director nominees is warranted.	
SP Plus Corporation	05/11/2022	Management	6	Yes	Elect Director Douglas R. Waggoner	For	For	For	For	A vote FOR the director nominees is warranted.	
SP Plus Corporation	05/11/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
SP Plus Corporation	05/11/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Spectrum Pharmaceuticals, Inc.	06/21/2022	Management	1	Yes	Elect Director William L. Ashton	For	For	For	For	A vote FOR all nominees is warranted.	
Spectrum Pharmaceuticals, Inc.	06/21/2022	Management	2	Yes	Elect Director Brittany K. Bradrick	For	For	For	For	A vote FOR all nominees is warranted.	
Spectrum Pharmaceuticals, Inc.	06/21/2022	Management	3	Yes	Elect Director Seth H.Z. Fischer	For	For	For	For	A vote FOR all nominees is warranted.	
Spectrum Pharmaceuticals, Inc.	06/21/2022	Management	4	Yes	Elect Director Juhyun Lim	For	For	For	For	A vote FOR all nominees is warranted.	
Spectrum Pharmaceuticals, Inc.	06/21/2022	Management	5	Yes	Elect Director Thomas J. Riga	For	For	For	For	A vote FOR all nominees is warranted.	
Spectrum Pharmaceuticals, Inc.	06/21/2022	Management	6	Yes	Elect Director Jeffrey L. Vacirca	For	For	For	For	A vote FOR all nominees is warranted.	
Spectrum Pharmaceuticals, Inc.	06/21/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Spectrum Pharmaceuticals, Inc.	06/21/2022	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Spectrum Pharmaceuticals, Inc.	06/21/2022	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Spire, Inc.	01/27/2022	Management	1	Yes	Elect Director Carrie J. Hightman	For	For	For	For	WITHHOLD votes for non-independent nominees Suzanne Sitherwood, Brenda Newberry, and Mary Ann Van Lokeren are warranted for lack of a majority independent board.WITHHOLD votes for Brenda Newberry and Mary Ann Van Lokeren are also warranted for serving as non-independent members of certain key board committees.A vote FOR remaining director nominee Carrie J. Hightman is warranted.	
Spire, Inc.	01/27/2022	Management	2	Yes	Elect Director Brenda D. Newberry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Suzanne Sitherwood, Brenda Newberry, and Mary Ann Van Lokeren are warranted for lack of a majority independent board.WITHHOLD votes for Brenda Newberry and Mary Ann Van Lokeren are also warranted for serving as non-independent members of certain key board committees.A vote FOR remaining director nominee Carrie J. Hightman is warranted.	
Spire, Inc.	01/27/2022	Management	3	Yes	Elect Director Suzanne Sitherwood	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Suzanne Sitherwood, Brenda Newberry, and Mary Ann Van Lokeren are warranted for lack of a majority independent board.WITHHOLD votes for Brenda Newberry and Mary Ann Van Lokeren are also warranted for serving as non-independent members of certain key board committees.A vote FOR remaining director nominee Carrie J. Hightman is warranted.	
Spire, Inc.	01/27/2022	Management	4	Yes	Elect Director Mary Ann Van Lokeren	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Suzanne Sitherwood, Brenda Newberry, and Mary Ann Van Lokeren are warranted for lack of a majority independent board.WITHHOLD votes for Brenda Newberry and Mary Ann Van Lokeren are also warranted for serving as non-independent members of certain key board committees.A vote FOR remaining director nominee Carrie J. Hightman is warranted.	
Spire, Inc.	01/27/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Spire, Inc.	01/27/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	1	Yes	Elect Director Stephen A. Cambone	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	2	Yes	Elect Director Irene M. Esteves	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	3	Yes	Elect Director William A. Fitzgerald	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	4	Yes	Elect Director Paul E. Fulchino	For	For	Against	Against	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	5	Yes	Elect Director Thomas C. Gentile, III	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	6	Yes	Elect Director Robert D. Johnson	For	For	Against	Against	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	7	Yes	Elect Director Ronald T. Kadish	For	For	Against	Against	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	8	Yes	Elect Director John L. Plueger	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	9	Yes	Elect Director James R. Ray, Jr.	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	10	Yes	Elect Director Patrick M. Shanahan	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	11	Yes	Elect Director Laura H. Wright	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Annual incentives remained determined largely by objective metrics, with below-target awards corresponding to recent performance. Although there is some concern raised given the majority time-based equity grants in FY21, the company will transition to half performance-conditioned equity grants starting in FY22 and closing cycle performance shares were not earned following below threshold performance, in line with three-year TSR performance. However, votes AGAINST this proposal are warranted because the company provided a large corporate aircraft perquisite to the CEO.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Spirit AeroSystems Holdings, Inc.	04/27/2022	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Spirit Airlines, Inc.	05/10/2022	Management	1	Yes	Elect Director H. McIntyre Gardner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee H. McIntyre Gardner are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Myrna M. Soto is warranted.
Spirit Airlines, Inc.	05/10/2022	Management	2	Yes	Elect Director Myrna M. Soto	For	For	For	For	WITHHOLD votes for non-independent nominee H. McIntyre Gardner are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Myrna M. Soto is warranted.
Spirit Airlines, Inc.	05/10/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spirit Airlines, Inc.	05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Spirit of Texas Bancshares, Inc.	02/24/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the all-time closing high and historical trading multiples, the expected cost savings of the combined company, as well as the opportunity to participate in the upside of a larger financial institution, support FOR the transaction is warranted.
Spirit of Texas Bancshares, Inc.	02/24/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable, the CEO is entitled to a sizable restrictive covenant payment which exceeds three times the sum of his most recently reported base salary. In addition, NEOs' outstanding equity awards are subject to single trigger vesting.
Spirit of Texas Bancshares, Inc.	02/24/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Sportsman's Warehouse Holdings, Inc.	05/25/2022	Management	1	Yes	Elect Director Martha Bejar	For	For	For	For	A vote FOR all director nominees is warranted.
Sportsman's Warehouse Holdings, Inc.	05/25/2022	Management	2	Yes	Elect Director Richard McBee	For	For	For	For	A vote FOR all director nominees is warranted.
Sportsman's Warehouse Holdings, Inc.	05/25/2022	Management	3	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Sportsman's Warehouse Holdings, Inc.	05/25/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Sportsman's Warehouse Holdings, Inc.	05/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Springworks Therapeutics, Inc.	05/19/2022	Management	1	Yes	Elect Director Alan Fuhrman	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Daniel Lynch, Alan Fuhrman, and Julie Hambleton are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Daniel Lynch are also warranted for serving as a non-independent member of a key board committee.
Springworks Therapeutics, Inc.	05/19/2022	Management	2	Yes	Elect Director Julie Hambleton	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Daniel Lynch, Alan Fuhrman, and Julie Hambleton are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Daniel Lynch are also warranted for serving as a non-independent member of a key board committee.
Springworks Therapeutics, Inc.	05/19/2022	Management	3	Yes	Elect Director Daniel S. Lynch	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Daniel Lynch, Alan Fuhrman, and Julie Hambleton are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Daniel Lynch are also warranted for serving as a non-independent member of a key board committee.
Springworks Therapeutics, Inc.	05/19/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Springworks Therapeutics, Inc.	05/19/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted because the pay-for-performance misalignment is mitigated at this time. Short-term incentives are based on corporate objectives and the CEO's equity awards primarily consist of stock options. Stock options are generally considered to be more strongly performance-based at clinical-stage biotechnology firms, where stock price is more closely tied to the success of the company and is generally less susceptible to outside market forces as compared to other industries.
Sprouts Farmers Market, Inc.	05/25/2022	Management	1	Yes	Elect Director Kristen E. Blum	For	For	For	For	A vote FOR all director nominees is warranted.
Sprouts Farmers Market, Inc.	05/25/2022	Management	2	Yes	Elect Director Jack L. Sinclair	For	For	For	For	A vote FOR all director nominees is warranted.
Sprouts Farmers Market, Inc.	05/25/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Sprouts Farmers Market, Inc.	05/25/2022	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sprouts Farmers Market, Inc.	05/25/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SPS Commerce, Inc.	05/17/2022	Management	1	Yes	Elect Director Archie Black	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/17/2022	Management	2	Yes	Elect Director James Ramsey	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/17/2022	Management	3	Yes	Elect Director Marty Reaume	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/17/2022	Management	4	Yes	Elect Director Tami Reller	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/17/2022	Management	5	Yes	Elect Director Philip Soran	For	For	Against	Against	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/17/2022	Management	6	Yes	Elect Director Anne Sempowski Ward	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/17/2022	Management	7	Yes	Elect Director Sven Wehrwein	For	For	Against	Against	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/17/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SPS Commerce, Inc.	05/17/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
SPX Corporation	05/10/2022	Management	1	Yes	Elect Director Eugene J. Lowe, III	For	For	For	For	A vote FOR all director nominees is warranted.
SPX Corporation	05/10/2022	Management	2	Yes	Elect Director Patrick J. O'Leary	For	For	For	For	A vote FOR all director nominees is warranted.
SPX Corporation	05/10/2022	Management	3	Yes	Elect Director David A. Roberts	For	For	For	For	A vote FOR all director nominees is warranted.
SPX Corporation	05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned.
SPX Corporation	05/10/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SPX FLOW, Inc.	03/03/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The sales process was thorough, the public nature of the sales process provides comfort that participation was comprehensive, shareholders are receiving a 39.3 percent premium to the unaffected date price and a 22.5 percent premium to FLOW's all-time high, there is a potential downside risk of non-approval, and the cash consideration provides liquidity and certainty of value to shareholders. As such, a vote FOR the transaction is warranted.
SPX FLOW, Inc.	03/03/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although cash severance is reasonably based, outstanding equity awards will auto-accelerate vesting upon the merger and certain performance awards will be deemed earned at maximum without compelling rationale disclosed. Further, the company accelerated certain bonus payments and equity vesting to avoid excise taxes. Lastly, the company provides for a benefit of life insurance costs for the executives' lifetimes.
SPX FLOW, Inc.	03/03/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR the proposed agenda item is warranted as the underlying transaction warrants support.
Standard Motor Products, Inc.	05/19/2022	Management	1	Yes	Elect Director Alejandro C. Capparelli	For	For	For	For	WITHHOLD votes for non-independent nominees Lawrence Sills, Eric Sills, William Turner, Pamela Forbes Lieberman and John Gethin are warranted for lack of a majority independent board. WITHHOLD votes for William Turner and Pamela Forbes Lieberman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/19/2022	Management	2	Yes	Elect Director John P. Gethin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence Sills, Eric Sills, William Turner, Pamela Forbes Lieberman and John Gethin are warranted for lack of a majority independent board. WITHHOLD votes for William Turner and Pamela Forbes Lieberman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation		Vote Instruction	Voting Policy Rationale
								Recommendation	Recommendation		
Standard Motor Products, Inc.	05/19/2022	Management	3	Yes	Elect Director Pamela Forbes Lieberman	For				Withhold	WITHHOLD votes for non-independent nominees Lawrence Sills, Eric Sills, William Turner, Pamela Forbes Lieberman and John Gethin are warranted for lack of a majority independent board. WITHHOLD votes for William Turner and Pamela Forbes Lieberman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/19/2022	Management	4	Yes	Elect Director Patrick S. McClymont	For	For		For	For	WITHHOLD votes for non-independent nominees Lawrence Sills, Enc Sills, William Turner, Pamela Forbes Lieberman and John Gethin are warranted for lack of a majority independent board. WITHHOLD votes for William Turner and Pamela Forbes Lieberman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/19/2022	Management	5	Yes	Elect Director Joseph W. McDonnell	For	For		For	For	WITHHOLD votes for non-independent nominees Lawrence Sills, Eric Sills, William Turner, Pamela Forbes Lieberman and John Gethin are warranted for lack of a majority independent board. WITHHOLD votes for William Turner and Pamela Forbes Lieberman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/19/2022	Management	6	Yes	Elect Director Alisa C. Norris	For	For		For	For	WITHHOLD votes for non-independent nominees Lawrence Sills, Enc Sills, William Turner, Pamela Forbes Lieberman and John Gethin are warranted for lack of a majority independent board. WITHHOLD votes for William Turner and Pamela Forbes Lieberman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/19/2022	Management	7	Yes	Elect Director Pamela S. Puryear	For	For		For	For	WITHHOLD votes for non-independent nominees Lawrence Sills, Eric Sills, William Turner, Pamela Forbes Lieberman and John Gethin are warranted for lack of a majority independent board. WITHHOLD votes for William Turner and Pamela Forbes Lieberman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/19/2022	Management	8	Yes	Elect Director Eric P. Sills	For	For		Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence Sills, Eric Sills, William Turner, Pamela Forbes Lieberman and John Gethin are warranted for lack of a majority independent board. WITHHOLD votes for William Turner and Pamela Forbes Lieberman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/19/2022	Management	9	Yes	Elect Director Lawrence I. Sills	For	For		Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence Sills, Eric Sills, William Turner, Pamela Forbes Lieberman and John Gethin are warranted for lack of a majority independent board. WITHHOLD votes for William Turner and Pamela Forbes Lieberman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/19/2022	Management	10	Yes	Elect Director William H. Turner	For	For		Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence Sills, Eric Sills, William Turner, Pamela Forbes Lieberman and John Gethin are warranted for lack of a majority independent board. WITHHOLD votes for William Turner and Pamela Forbes Lieberman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/19/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against		Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Standard Motor Products, Inc.	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For		For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Stepan Company	04/26/2022	Management	1	Yes	Elect Director Scott R. Behrens	For	For	Against		Against	Votes AGAINST non-independent nominees Scott Behrens and Edward Wehmer are warranted for lack of a majority independent board. Votes AGAINST Edward Wehmer are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lorinda A. Burgess is warranted.
Stepan Company	04/26/2022	Management	2	Yes	Elect Director Lorinda A. Burgess	For	For		For	For	Votes AGAINST non-independent nominees Scott Behrens and Edward Wehmer are warranted for lack of a majority independent board. Votes AGAINST Edward Wehmer are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lorinda A. Burgess is warranted.
Stepan Company	04/26/2022	Management	3	Yes	Elect Director Edward J. Wehmer	For	For	Against		Against	Votes AGAINST non-independent nominees Scott Behrens and Edward Wehmer are warranted for lack of a majority independent board. Votes AGAINST Edward Wehmer are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lorinda A. Burgess is warranted.
Stepan Company	04/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For		For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stepan Company	04/26/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For		Against		Against	A vote AGAINST this item is warranted because: " the auditor's tenure at the company exceeds seven years; and " the non-auditing consulting fees represent more than 25 percent of total fees paid.
Stepan Company	04/26/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against		Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Stereotaxis, Inc.	05/19/2022	Management	1	Yes	Elect Director Nathan Fischel	For	For		Withhold	Withhold	WITHHOLD votes for non-independent nominee Nathan Fischel are warranted for lack of a majority independent board. A vote FOR Ross B. Levin is warranted.
Stereotaxis, Inc.	05/19/2022	Management	2	Yes	Elect Director Ross B. Levin	For	For		For	For	WITHHOLD votes for non-independent nominee Nathan Fischel are warranted for lack of a majority independent board. A vote FOR Ross B. Levin is warranted.
Stereotaxis, Inc.	05/19/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against		Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stereotaxis, Inc.	05/19/2022	Management	4	Yes	Approve Omnibus Stock Plan	For	Against	Against		Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.53 percent is excessive. " The equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Stereotaxis, Inc.	05/19/2022	Management	5	Yes	Approve Qualified Employee Stock Purchase Plan	For	For		For	For	A vote FOR this proposal is warranted given that: " The purchase price is reasonable; " The shares reserved is relatively conservative; and " The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Stericycle, Inc.	05/26/2022	Management	1	Yes	Elect Director Robert S. Murley	For	For		For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	2	Yes	Elect Director Cindy J. Miller	For	For		For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	3	Yes	Elect Director Brian P. Anderson	For	For		For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	4	Yes	Elect Director Lynn D. Bleil	For	For		For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	5	Yes	Elect Director Thomas F. Chen	For	For		For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	6	Yes	Elect Director J. Joel Hackney, Jr.	For	For		For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	7	Yes	Elect Director Stephen C. Hooley	For	For		For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	8	Yes	Elect Director Kay G. Priestley	For	For		For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	9	Yes	Elect Director James L. Welch	For	For		For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For		For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stericycle, Inc.	05/26/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against		Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stericycle, Inc.	05/26/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For		For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
Stericycle, Inc.	05/26/2022	Shareholder	13	Yes	Report on Third-Party Civil Rights Audit	Against	For			For	A vote FOR this resolution is warranted, as an independent civil rights audit would help shareholders better assess the effectiveness of Stericycle's efforts to address the issue of any inequality in its workforce and its management of related risks.
Sterling Bancorp, Inc.	05/19/2022	Management	1	Yes	Elect Director Thomas M. O'Brien	For	For		For	For	WITHHOLD votes for governance committee members Peggy Daitch, Denny Kim, and Benjamin (Ben) Wineman are warranted given that the board has not removed, nor subject to a sunset requirement, the supermajority vote requirement to enact changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/19/2022	Management	2	Yes	Elect Director Michael Donahue	For	For		For	For	WITHHOLD votes for governance committee members Peggy Daitch, Denny Kim, and Benjamin (Ben) Wineman are warranted given that the board has not removed, nor subject to a sunset requirement, the supermajority vote requirement to enact changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/19/2022	Management	3	Yes	Elect Director Eboh Okorie	For	For		For	For	WITHHOLD votes for governance committee members Peggy Daitch, Denny Kim, and Benjamin (Ben) Wineman are warranted given that the board has not removed, nor subject to a sunset requirement, the supermajority vote requirement to enact changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/19/2022	Management	4	Yes	Elect Director Benjamin J. Wineman	For	Withhold		Withhold	Withhold	WITHHOLD votes for governance committee members Peggy Daitch, Denny Kim, and Benjamin (Ben) Wineman are warranted given that the board has not removed, nor subject to a sunset requirement, the supermajority vote requirement to enact changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/19/2022	Management	5	Yes	Elect Director Peggy Daitch	For	Withhold		Withhold	Withhold	WITHHOLD votes for governance committee members Peggy Daitch, Denny Kim, and Benjamin (Ben) Wineman are warranted given that the board has not removed, nor subject to a sunset requirement, the supermajority vote requirement to enact changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/19/2022	Management	6	Yes	Elect Director Tracey Dedrick	For	For		For	For	WITHHOLD votes for governance committee members Peggy Daitch, Denny Kim, and Benjamin (Ben) Wineman are warranted given that the board has not removed, nor subject to a sunset requirement, the supermajority vote requirement to enact changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

					Management	ISS	Voting Policy		B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Recommendation	Recommendation	Recommendation	Vote Instruction		
										Voting Policy Rationale
Sterling Bancorp, Inc.	05/19/2022	Management	7	Yes	Elect Director Steven Gallotta	For	For	For	For	WITHHOLD votes for governance committee members Peggy Daltch, Denny Kim, and Benjamin (Ben) Wineman are warranted given that the board has not removed, nor subject to a sunset requirement, the supermajority vote requirement to enact changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/19/2022	Management	8	Yes	Elect Director Denny Kim	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Peggy Daltch, Denny Kim, and Benjamin (Ben) Wineman are warranted given that the board has not removed, nor subject to a sunset requirement, the supermajority vote requirement to enact changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/19/2022	Management	9	Yes	Elect Director Lyle Wolberg	For	For	For	For	WITHHOLD votes for governance committee members Peggy Daltch, Denny Kim, and Benjamin (Ben) Wineman are warranted given that the board has not removed, nor subject to a sunset requirement, the supermajority vote requirement to enact changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is not warranted. The CEO's pay consists primarily of an excessive base salary. In addition, bonuses to other NEOs are largely discretionary and equity awards to other NEOs are entirely time-vesting.
Sterling Bancorp, Inc.	05/19/2022	Management	11	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sterling Bancorp, Inc.	05/19/2022	Management	12	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Sterling Construction Company, Inc.	05/04/2022	Management	1	Yes	Elect Director Roger A. Cregg	For	For	For	For	Votes FOR director nominees are warranted at this time.
Sterling Construction Company, Inc.	05/04/2022	Management	2	Yes	Elect Director Joseph A. Cutillo	For	For	For	For	Votes FOR director nominees are warranted at this time.
Sterling Construction Company, Inc.	05/04/2022	Management	3	Yes	Elect Director Julie A. Dill	For	For	For	For	Votes FOR director nominees are warranted at this time.
Sterling Construction Company, Inc.	05/04/2022	Management	4	Yes	Elect Director Dana C. O'Brien	For	For	For	For	Votes FOR director nominees are warranted at this time.
Sterling Construction Company, Inc.	05/04/2022	Management	5	Yes	Elect Director Charles R. Patton	For	For	For	For	Votes FOR director nominees are warranted at this time.
Sterling Construction Company, Inc.	05/04/2022	Management	6	Yes	Elect Director Thomas M. White	For	For	For	For	Votes FOR director nominees are warranted at this time.
Sterling Construction Company, Inc.	05/04/2022	Management	7	Yes	Elect Director Dwayne A. Wilson	For	For	For	For	Votes FOR director nominees are warranted at this time.
Sterling Construction Company, Inc.	05/04/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted because pay and performance are reasonably aligned at this time.
Sterling Construction Company, Inc.	05/04/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Steven Madden, Ltd.	05/25/2022	Management	1	Yes	Elect Director Edward R. Rosenfeld	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	2	Yes	Elect Director Peter A. Davis	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	3	Yes	Elect Director Al Ferrara	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	4	Yes	Elect Director Mitchell S. Klipper	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	5	Yes	Elect Director Maria Teresa Kumar	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	6	Yes	Elect Director Rose Peabody Lynch	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	7	Yes	Elect Director Peter Migliorini	For	For	Withhold	Withhold	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	8	Yes	Elect Director Arian Simone Reed	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	9	Yes	Elect Director Ravi Sachdev	For	For	Withhold	Withhold	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	10	Yes	Elect Director Robert Smith	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	11	Yes	Elect Director Amelia Newton Varela	For	For	For	For	WITHHOLD votes for Peter Migliorini and Ravi Sachdev are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steven Madden, Ltd.	05/25/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Steven Madden, Ltd.	05/25/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Stewart Information Services Corporation	05/26/2022	Management	1	Yes	Elect Director Thomas G. Apel	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Apel and Robert Clarke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/26/2022	Management	2	Yes	Elect Director C. Allen Bradley, Jr.	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/26/2022	Management	3	Yes	Elect Director Robert L. Clarke	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Apel and Robert Clarke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/26/2022	Management	4	Yes	Elect Director William S. Corey, Jr.	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/26/2022	Management	5	Yes	Elect Director Frederick H. Eppinger, Jr.	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/26/2022	Management	6	Yes	Elect Director Deborah J. Matz	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/26/2022	Management	7	Yes	Elect Director Matthew W. Morris	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/26/2022	Management	8	Yes	Elect Director Karen R. Pallotta	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/26/2022	Management	9	Yes	Elect Director Manuel Sanchez	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stewart Information Services Corporation	05/26/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stewart Information Services Corporation	05/26/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stifel Financial Corp.	06/13/2022	Management	1	Yes	Elect Director Adam T. Berlew	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	2	Yes	Elect Director Kathleen L. Brown	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	3	Yes	Elect Director Michael W. Brown	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	4	Yes	Elect Director Robert E. Grady	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	5	Yes	Elect Director Ronald J. Kruszewski	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	6	Yes	Elect Director Daniel J. Ludeman	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	7	Yes	Elect Director Maura A. Markus	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Stifel Financial Corp.	06/13/2022	Management	8	Yes	Elect Director David A. Peacock	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	9	Yes	Elect Director Thomas W. Weisel	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	10	Yes	Elect Director Michael J. Zimmerman	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stifel Financial Corp.	06/13/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stock Yards Bancorp., Inc.	04/28/2022	Management	1	Yes	Elect Director Shannon B. Arvin	For	For	For	For	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	2	Yes	Elect Director Paul J. Bickel, III	For	For	For	For	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	3	Yes	Elect Director J. McCauley Brown	For	For	For	For	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	4	Yes	Elect Director David P. Heintzman	For	For	Against	Against	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	5	Yes	Elect Director Carl G. Herde	For	For	Against	Against	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	6	Yes	Elect Director James A. Hillebrand	For	For	Against	Against	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	7	Yes	Elect Director Richard A. Lechleiter	For	For	Against	Against	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	8	Yes	Elect Director Philip S. Poindexter	For	For	Against	Against	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	9	Yes	Elect Director Stephen M. Priebe	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	10	Yes	Elect Director Edwin S. Saunier	For	For	For	For	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	11	Yes	Elect Director John L. Schutte	For	For	For	For	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	12	Yes	Elect Director Kathy C. Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees James (Ja) Hillebrand, David Heintzman, Carl Herde, Richard (Rich) Lechleiter, Philip (Phil) Poindexter and Kathy Thompson are warranted for lack of a majority independent board. A vote AGAINST nominating committee chair Stephen Priebe is warranted for lack of ethnic or racial minority diversity on the board. Votes AGAINST Carl Herde and Richard (Rich) Lechleiter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees
Stock Yards Bancorp., Inc.	04/28/2022	Management	13	Yes	Ratify BKD, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Stock Yards Bancorp., Inc.	04/28/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stoneridge, Inc.	05/17/2022	Management	1	Yes	Elect Director Jonathan B. DeGaynor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, Jonathan DeGaynor, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/17/2022	Management	2	Yes	Elect Director Jeffrey P. Draime	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, Jonathan DeGaynor, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/17/2022	Management	3	Yes	Elect Director Ira C. Kaplan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, Jonathan DeGaynor, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/17/2022	Management	4	Yes	Elect Director Kim Korth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, Jonathan DeGaynor, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Stoneridge, Inc.	05/17/2022	Management	5	Yes	Elect Director William M. Lasky	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, Jonathan DeGaynor, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/17/2022	Management	6	Yes	Elect Director George S. Mayes, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees William Lasky, Jonathan DeGaynor, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/17/2022	Management	7	Yes	Elect Director Paul J. Schlather	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, Jonathan DeGaynor, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/17/2022	Management	8	Yes	Elect Director Frank S. Sklarsky	For	For	For	For	WITHHOLD votes for non-independent nominees William Lasky, Jonathan DeGaynor, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Jeffrey Draime, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/17/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stoneridge, Inc.	05/17/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns are noted such as annual performance measurement periods and target payout for median performance under the long-term incentive program, the pay-for-performance misalignment is mitigated. The short-term incentive program is entirely, and long-term incentives are primarily, performance-based. In addition, when performance goals were not met, performance awards were forfeited.
Stoneridge, Inc.	05/17/2022	Management	11	Yes	Amend Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that it falls within recommended limits.
StoneX Group Inc.	03/04/2022	Management	1	Yes	Elect Director Annabelle G. Bexiga	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board.WITHHOLD votes for Scott Branch, John Fowler, and Eric Parthemore are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/04/2022	Management	2	Yes	Elect Director Scott J. Branch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board.WITHHOLD votes for Scott Branch, John Fowler, and Eric Parthemore are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/04/2022	Management	3	Yes	Elect Director Diane L. Cooper	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board.WITHHOLD votes for Scott Branch, John Fowler, and Eric Parthemore are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/04/2022	Management	4	Yes	Elect Director John M. Fowler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board.WITHHOLD votes for Scott Branch, John Fowler, and Eric Parthemore are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/04/2022	Management	5	Yes	Elect Director Steven Kass	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board.WITHHOLD votes for Scott Branch, John Fowler, and Eric Parthemore are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/04/2022	Management	6	Yes	Elect Director Sean M. O'Connor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board.WITHHOLD votes for Scott Branch, John Fowler, and Eric Parthemore are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/04/2022	Management	7	Yes	Elect Director Eric Parthemore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board.WITHHOLD votes for Scott Branch, John Fowler, and Eric Parthemore are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/04/2022	Management	8	Yes	Elect Director John Radziwill	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board.WITHHOLD votes for Scott Branch, John Fowler, and Eric Parthemore are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/04/2022	Management	9	Yes	Elect Director Dhamu R. Thamodaran	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board.WITHHOLD votes for Scott Branch, John Fowler, and Eric Parthemore are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/04/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
StoneX Group Inc.	03/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
StoneX Group Inc.	03/04/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.31 percent is excessive;" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and" The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Stratus Properties Inc.	05/12/2022	Management	1	Yes	Elect Director William H. Armstrong, III	For	For	For	For	WITHHOLD votes are warranted for compensation committee member Kate Henriksen for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR Charles W. Porter is warranted.
Stratus Properties Inc.	05/12/2022	Management	2	Yes	Elect Director Kate B. Henriksen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for compensation committee member Kate Henriksen for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR Charles W. Porter is warranted.
Stratus Properties Inc.	05/12/2022	Management	3	Yes	Elect Director Charles W. Porter	For	For	For	For	WITHHOLD votes are warranted for compensation committee member Kate Henriksen for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR Charles W. Porter is warranted.
Stratus Properties Inc.	05/12/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Pay-for-performance concerns are somewhat mitigated, however, given that a majority of payouts under the plan were sufficiently performance-based.
Stratus Properties Inc.	05/12/2022	Management	5	Yes	Ratify BKM Sowan Horan, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stratus Properties Inc.	05/12/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Summit Financial Group, Inc.	05/19/2022	Management	1	Yes	Elect Director Oscar M. Bean	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Oscar Bean, James Geary II and Charles Piccirillo are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Financial Group, Inc.	05/19/2022	Management	2	Yes	Elect Director John W. Crites, II	For	For	For	For	WITHHOLD votes for non-independent nominees Oscar Bean, James Geary II and Charles Piccirillo are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Financial Group, Inc.	05/19/2022	Management	3	Yes	Elect Director James P. Geary, II	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Oscar Bean, James Geary II and Charles Piccirillo are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Financial Group, Inc.	05/19/2022	Management	4	Yes	Elect Director Charles S. Piccirillo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Oscar Bean, James Geary II and Charles Piccirillo are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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										Voting Policy Rationale	
Summit Financial Group, Inc.	05/19/2022	Management	5	Yes	Elect Director Jill S. Upson	For	For	For	For	WITHHOLD votes for non-independent nominees Oscar Bean, James Geary II and Charles Piccirillo are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Summit Financial Group, Inc.	05/19/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains change-in-control agreements that contain modified single-trigger and excise tax gross-up provisions. * The company does not condition vesting of long-term awards on achievement of performance goals. * The company lacks risk mitigating provisions.	
Summit Financial Group, Inc.	05/19/2022	Management	7	Yes	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Summit Materials, Inc.	05/18/2022	Management	1	Yes	Elect Director Joseph S. Cantie	For	For	For	For	A vote FOR the director nominees is warranted.	
Summit Materials, Inc.	05/18/2022	Management	2	Yes	Elect Director Anne M. Cooney	For	For	For	For	A vote FOR the director nominees is warranted.	
Summit Materials, Inc.	05/18/2022	Management	3	Yes	Elect Director Anne P. Noonan	For	For	For	For	A vote FOR the director nominees is warranted.	
Summit Materials, Inc.	05/18/2022	Management	4	Yes	Elect Director Tamla Oates-Forney	For	For	For	For	A vote FOR the director nominees is warranted.	
Summit Materials, Inc.	05/18/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Summit Materials, Inc.	05/18/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Summit Materials, Inc.	05/18/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
SunCoke Energy, Inc.	05/12/2022	Management	1	Yes	Elect Director Arthur F. Anton	For	For	For	For	A vote FOR all director nominees is warranted.	
SunCoke Energy, Inc.	05/12/2022	Management	2	Yes	Elect Director Michael W. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.	
SunCoke Energy, Inc.	05/12/2022	Management	3	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
SunCoke Energy, Inc.	05/12/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned.	
SunCoke Energy, Inc.	05/12/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Super Micro Computer, Inc.	05/18/2022	Management	1	Yes	Elect Director Daniel Fairfax	For	For	For	For	A vote FOR all director nominees is warranted.	
Super Micro Computer, Inc.	05/18/2022	Management	2	Yes	Elect Director Shiu Leung (Fred) Chan	For	For	For	For	A vote FOR all director nominees is warranted.	
Super Micro Computer, Inc.	05/18/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted because the pay-for-performance misalignment is mitigated at this time. The CEO's significant equity award is entirely based on rigorous performance goals	
Super Micro Computer, Inc.	05/18/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Super Micro Computer, Inc.	05/18/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.57 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	1	Yes	Elect Director Sidney Kirschner	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Kirschner, Michael Benstock, Andrew Demott Jr., Robin Hensley and Paul Mellini are warranted for lack of a majority independent board. Votes AGAINST Sidney Kirschner, Robin Hensley and Paul Mellini are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	2	Yes	Elect Director Michael Benstock	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Kirschner, Michael Benstock, Andrew Demott Jr., Robin Hensley and Paul Mellini are warranted for lack of a majority independent board. Votes AGAINST Sidney Kirschner, Robin Hensley and Paul Mellini are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	3	Yes	Elect Director Robin M. Hensley	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Kirschner, Michael Benstock, Andrew Demott Jr., Robin Hensley and Paul Mellini are warranted for lack of a majority independent board. Votes AGAINST Sidney Kirschner, Robin Hensley and Paul Mellini are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	4	Yes	Elect Director Paul Mellini	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Kirschner, Michael Benstock, Andrew Demott Jr., Robin Hensley and Paul Mellini are warranted for lack of a majority independent board. Votes AGAINST Sidney Kirschner, Robin Hensley and Paul Mellini are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	5	Yes	Elect Director Todd Siegel	For	For	For	For	Votes AGAINST non-independent nominees Sidney Kirschner, Michael Benstock, Andrew Demott Jr., Robin Hensley and Paul Mellini are warranted for lack of a majority independent board. Votes AGAINST Sidney Kirschner, Robin Hensley and Paul Mellini are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	6	Yes	Elect Director Venita Fields	For	For	For	For	Votes AGAINST non-independent nominees Sidney Kirschner, Michael Benstock, Andrew Demott Jr., Robin Hensley and Paul Mellini are warranted for lack of a majority independent board. Votes AGAINST Sidney Kirschner, Robin Hensley and Paul Mellini are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	7	Yes	Elect Director Andrew D. Demott, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Sidney Kirschner, Michael Benstock, Andrew Demott Jr., Robin Hensley and Paul Mellini are warranted for lack of a majority independent board. Votes AGAINST Sidney Kirschner, Robin Hensley and Paul Mellini are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	8	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the following key factors: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.17 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.	
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision and excise tax gross-up provisions.	
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	10	Yes	Ratify Mayer Hoffman McCann P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Supernus Pharmaceuticals, Inc.	06/17/2022	Management	1	Yes	Elect Director Carolee Barlow	For	For	For	For	WITHHOLD votes for non-independent nominee Jack Khattar are warranted for lack of a majority independent board. A vote FOR Carolee Barlow is warranted.	
Supernus Pharmaceuticals, Inc.	06/17/2022	Management	2	Yes	Elect Director Jack A. Khattar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jack Khattar are warranted for lack of a majority independent board. A vote FOR Carolee Barlow is warranted.	
Supernus Pharmaceuticals, Inc.	06/17/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Supernus Pharmaceuticals, Inc.	06/17/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Surface Oncology, Inc.	06/08/2022	Management	1	Yes	Elect Director J. Jeffrey Goater	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Grayzel are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees J. Jeffrey (Jeff) Goater, David Grayzel, and Ramy Ibrahim are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Surface Oncology, Inc.	06/08/2022	Management	2	Yes	Elect Director David S. Grayzel	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Grayzel are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees J. Jeffrey (Jeff) Goater, David Grayzel, and Ramy Ibrahim are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Surface Oncology, Inc.	06/08/2022	Management	3	Yes	Elect Director Ramy Ibrahim	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Grayzel are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees J. Jeffrey (Jeff) Goater, David Grayzel, and Ramy Ibrahim are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Surface Oncology, Inc.	06/08/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Surqalig Holdings, Inc.	05/10/2022	Management	1	Yes	Elect Director Sheryl L. Conley	For	For	For	For	A vote FOR all director nominees is warranted.	
Surqalig Holdings, Inc.	05/10/2022	Management	2	Yes	Elect Director Thomas A. McEachin	For	For	For	For	A vote FOR all director nominees is warranted.	
Surqalig Holdings, Inc.	05/10/2022	Management	3	Yes	Elect Director Terry M. Rich	For	For	For	For	A vote FOR all director nominees is warranted.	
Surqalig Holdings, Inc.	05/10/2022	Management	4	Yes	Elect Director Mark D. Stolper	For	For	For	For	A vote FOR all director nominees is warranted.	
Surqalig Holdings, Inc.	05/10/2022	Management	5	Yes	Elect Director Paul G. Thomas	For	For	For	For	A vote FOR all director nominees is warranted.	
Surqalig Holdings, Inc.	05/10/2022	Management	6	Yes	Elect Director Nicholas J. Valeriani	For	For	For	For	A vote FOR all director nominees is warranted.	

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Surgalign Holdings, Inc.	05/10/2022	Management	7	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares is reasonable. In addition, there is a specific and severe risk to shareholders of non-approval, as evidenced by the company's ability to continue as a going concern.
Surgalign Holdings, Inc.	05/10/2022	Management	8	Yes	Approve Reverse Stock Split	For	For	For	For	Although the effective increase in authorized shares of common stock is excessive, a vote FOR this proposal is warranted given that the reverse stock split may enable the company to maintain listing of its common stock on the Nasdaq Global Select Market.
Surgalign Holdings, Inc.	05/10/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.02 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan administrator may provide loans to exercise option awards.
Surgalign Holdings, Inc.	05/10/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Surgalign Holdings, Inc.	05/10/2022	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Surgery Partners, Inc.	05/19/2022	Management	1	Yes	Elect Director John A. Deane	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Wayne DeVeydt, John Deane, and Teresa DeLuca given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Wayne DeVeydt are warranted for lack of a majority independent board and for lack of a formal nominating committee.
Surgery Partners, Inc.	05/19/2022	Management	2	Yes	Elect Director Teresa DeLuca	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Wayne DeVeydt, John Deane, and Teresa DeLuca given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Wayne DeVeydt are warranted for lack of a majority independent board and for lack of a formal nominating committee.
Surgery Partners, Inc.	05/19/2022	Management	3	Yes	Elect Director Wayne S. DeVeydt	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Wayne DeVeydt, John Deane, and Teresa DeLuca given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Wayne DeVeydt are warranted for lack of a majority independent board and for lack of a formal nominating committee.
Surgery Partners, Inc.	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although the company granted special retention awards that increased NEO pay, support for this proposal is warranted as pay and performance are reasonably aligned at this time.
Surgery Partners, Inc.	05/19/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Surmodics, Inc.	02/10/2022	Management	1	Yes	Elect Director Ronald B. Kalich	For	For	For	For	WITHHOLD votes for non-independent nominee Gary Maharaj are warranted for lack of a majority independent board.A vote FOR remaining director nominee Ronald B. Kalich is warranted.
Surmodics, Inc.	02/10/2022	Management	2	Yes	Elect Director Gary R. Maharaj	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Gary Maharaj are warranted for lack of a majority independent board.A vote FOR remaining director nominee Ronald B. Kalich is warranted.
Surmodics, Inc.	02/10/2022	Management	3	Yes	Fix Number of Directors at Six	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
Surmodics, Inc.	02/10/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Surmodics, Inc.	02/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Surmodics, Inc.	02/10/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sutro Biopharma, Inc.	06/06/2022	Management	1	Yes	Elect Director Michael Dybbs	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Michael (Mike) Dybbs, Jon Wigginton, and John Freund are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Heidi Hunter is warranted.
Sutro Biopharma, Inc.	06/06/2022	Management	2	Yes	Elect Director John G. Freund	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Michael (Mike) Dybbs, Jon Wigginton, and John Freund are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Heidi Hunter is warranted.
Sutro Biopharma, Inc.	06/06/2022	Management	3	Yes	Elect Director Heidi Hunter	For	For	For	For	WITHHOLD votes for director nominees Michael (Mike) Dybbs, Jon Wigginton, and John Freund are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Heidi Hunter is warranted.
Sutro Biopharma, Inc.	06/06/2022	Management	4	Yes	Elect Director Jon Wigginton	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Michael (Mike) Dybbs, Jon Wigginton, and John Freund are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Heidi Hunter is warranted.
Sutro Biopharma, Inc.	06/06/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sutro Biopharma, Inc.	06/06/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sutro Biopharma, Inc.	06/06/2022	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Switch, Inc.	06/10/2022	Management	1	Yes	Elect Director Rob Roy	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	2	Yes	Elect Director Angela Archon	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	3	Yes	Elect Director Jason Genrich	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	4	Yes	Elect Director Liane Pelletier	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	5	Yes	Elect Director Zareh Sarrafian	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	6	Yes	Elect Director Kim Sheehy	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	7	Yes	Elect Director Donald D. Snyder	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	8	Yes	Elect Director Tom Thomas	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Switch, Inc.	06/10/2022	Management	9	Yes	Elect Director Bryan Wolf	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Switch, Inc.	06/10/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Switch, Inc.	06/10/2022	Management	12	Yes	Amend Securities Transfer Restrictions	For	For	For	For	In this case, the transfer and ownership restrictions are being proposed to help the company to comply with requirements to qualify as a REIT under the Internal Revenue Code. Moreover, the board has put forth additional provisions that improve the overall governance structure of the company, including lowering the voting standard to amend the company's governing documents, which outweigh the anti-takeover risks posed by this proposal. Therefore, a vote FOR this proposal is warranted.
Switch, Inc.	06/10/2022	Management	13	Yes	Change State of Incorporation to Maryland	For	For	For	For	The primary purpose of the reincorporation is to facilitate the conversion of the company's transition into a REIT under Maryland MGCL, which has certain advantages over Nevada from management's point of view. In this case, however, shareholder rights would generally improve upon conversion to a REIT, and the board has elected not to be classified – as permitted by MUTA – unless approved by a majority of shareholders. Nonetheless, shareholders are advised to closely monitor the board's actions as a Maryland corporation permits greater corporate flexibility without certain shareholder approval requirements, including increasing the authorized capital stock of the company. On balance of these factors, a vote FOR this proposal is warranted.
Synalloy Corporation	06/06/2022	Management	1	Yes	Elect Director Henry L. Guy	For	For	For	For	A vote FOR the director nominees is warranted.
Synalloy Corporation	06/06/2022	Management	2	Yes	Elect Director Christopher G. Hutter	For	For	For	For	A vote FOR the director nominees is warranted.
Synalloy Corporation	06/06/2022	Management	3	Yes	Elect Director Aldo J. Mazzaferro	For	For	For	For	A vote FOR the director nominees is warranted.
Synalloy Corporation	06/06/2022	Management	4	Yes	Elect Director Benjamin Rosenzweig	For	For	For	For	A vote FOR the director nominees is warranted.
Synalloy Corporation	06/06/2022	Management	5	Yes	Elect Director John P. Schauerman	For	For	For	For	A vote FOR the director nominees is warranted.
Synalloy Corporation	06/06/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Synalloy Corporation	06/06/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.63 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to participants for the exercise of stock options.
Synalloy Corporation	06/06/2022	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Synchronoss Technologies, Inc.	06/16/2022	Management	1	Yes	Elect Director Laurie L. Harris	For	For	For	For	A vote FOR all director nominees is warranted.
Synchronoss Technologies, Inc.	06/16/2022	Management	2	Yes	Elect Director Jeffrey G. Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Synchronoss Technologies, Inc.	06/16/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Synchronoss Technologies, Inc.	06/16/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Synchronoss Technologies, Inc.	06/16/2022	Management	5	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.
Synchronoss Technologies, Inc.	06/16/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.80 percent is excessive; * The plan administrator may provide loans to exercise awards; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Synlogic, Inc.	06/09/2022	Management	1	Yes	Elect Director Aoife Brennan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Aoife Brennan, Patricia Hurter, and Richard Shea given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Synlogic, Inc.	06/09/2022	Management	2	Yes	Elect Director Patricia Hurter	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Aoife Brennan, Patricia Hurter, and Richard Shea given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Synlogic, Inc.	06/09/2022	Management	3	Yes	Elect Director Richard P. Shea	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Aoife Brennan, Patricia Hurter, and Richard Shea given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Synlogic, Inc.	06/09/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Synlogic, Inc.	06/09/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Synovus Financial Corp.	04/27/2022	Management	1	Yes	Elect Director Tim E. Bentsen	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	2	Yes	Elect Director Kevin S. Blair	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	3	Yes	Elect Director F. Dixon Brooke, Jr.	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	4	Yes	Elect Director Stephen T. Butler	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	5	Yes	Elect Director Elizabeth W. Camp	For	For	Against	Against	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	6	Yes	Elect Director Pedro Cherry	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	7	Yes	Elect Director Diana M. Murphy	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	8	Yes	Elect Director Harris Pastides	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	9	Yes	Elect Director Joseph J. Prochaska, Jr.	For	For	Against	Against	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	10	Yes	Elect Director John L. Stallworth	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	11	Yes	Elect Director Kessel D. Stelling	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	12	Yes	Elect Director Barry L. Storey	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	13	Yes	Elect Director Teresa White	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Synovus Financial Corp.	04/27/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tactile Systems Technology, Inc.	05/09/2022	Management	1	Yes	Elect Director Valerie Asbury	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/09/2022	Management	2	Yes	Elect Director Bill Burke	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/09/2022	Management	3	Yes	Elect Director Sheri Dodd	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/09/2022	Management	4	Yes	Elect Director Raymond Huggenberger	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/09/2022	Management	5	Yes	Elect Director Deepti Jain	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/09/2022	Management	6	Yes	Elect Director Daniel Reuvers	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/09/2022	Management	7	Yes	Elect Director Brent Shafer	For	For	For	For	A vote FOR all director nominees is warranted.
Tactile Systems Technology, Inc.	05/09/2022	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Tactile Systems Technology, Inc.	05/09/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Talos Energy Inc.	05/11/2022	Management	1	Yes	Elect Director Charles M. Sledge	For	Against	Against	Against
Talos Energy Inc.	05/11/2022	Management	2	Yes	Elect Director Robert M. Tichio	For	Against	Against	Against
Talos Energy Inc.	05/11/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
Talos Energy Inc.	05/11/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against
Tandem Diabetes Care, Inc.	05/25/2022	Management	1	Yes	Elect Director Peyton R. Howell	For	For	For	For
Tandem Diabetes Care, Inc.	05/25/2022	Management	2	Yes	Elect Director John F. Sheridan	For	For	For	For
Tandem Diabetes Care, Inc.	05/25/2022	Management	3	Yes	Declassify the Board of Directors	For	For	For	For
Tandem Diabetes Care, Inc.	05/25/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Tandem Diabetes Care, Inc.	05/25/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against
Taylor Morrison Home Corporation	05/26/2022	Management	1	Yes	Elect Director Peter Lane	For	For	For	For
Taylor Morrison Home Corporation	05/26/2022	Management	2	Yes	Elect Director William H. Lyon	For	For	For	For
Taylor Morrison Home Corporation	05/26/2022	Management	3	Yes	Elect Director Anne L. Mariucci	For	For	For	For
Taylor Morrison Home Corporation	05/26/2022	Management	4	Yes	Elect Director David C. Merritt	For	For	For	For
Taylor Morrison Home Corporation	05/26/2022	Management	5	Yes	Elect Director Andrea (Andi) Owen	For	For	For	For
Taylor Morrison Home Corporation	05/26/2022	Management	6	Yes	Elect Director Sheryl D. Palmer	For	For	For	For
Taylor Morrison Home Corporation	05/26/2022	Management	7	Yes	Elect Director Denise F. Warren	For	For	For	For
Taylor Morrison Home Corporation	05/26/2022	Management	8	Yes	Elect Director Christopher Yip	For	For	For	For
Taylor Morrison Home Corporation	05/26/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
Taylor Morrison Home Corporation	05/26/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
Taylor Morrison Home Corporation	05/26/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against
Team, Inc.	06/01/2022	Management	1	Yes	Elect Director Anthony R. Horton	For	For	For	For
Team, Inc.	06/01/2022	Management	2	Yes	Elect Director Evan S. Lederman	For	For	For	For
Team, Inc.	06/01/2022	Management	3	Yes	Elect Director Michael J. Caliel	For	For	For	For
Team, Inc.	06/01/2022	Management	4	Yes	Elect Director Edward J. Stenger	For	For	For	For
Team, Inc.	06/01/2022	Management	5	Yes	Elect Director J. Michael Anderson	For	For	For	For
Team, Inc.	06/01/2022	Management	6	Yes	Elect Director Jeffery G. Davis	For	Withhold	Withhold	Withhold
Team, Inc.	06/01/2022	Management	7	Yes	Increase Authorized Common Stock	For	For	For	For
Team, Inc.	06/01/2022	Management	8	Yes	Approve Reverse Stock Split	For	For	For	For
Team, Inc.	06/01/2022	Management	9	Yes	Ratify Section 382 Rights Agreement	For	For	For	For
Team, Inc.	06/01/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against
Team, Inc.	06/01/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against
TechnipFMC Plc	04/29/2022	Management	1	Yes	Elect Director Douglas J. Pterdehirt	For	For	For	For
TechnipFMC Plc	04/29/2022	Management	2	Yes	Elect Director Eleazar de Carvalho Filho	For	For	Against	Against
TechnipFMC Plc	04/29/2022	Management	3	Yes	Elect Director Claire S. Farley	For	For	For	For
TechnipFMC Plc	04/29/2022	Management	4	Yes	Elect Director Peter Mellbye	For	For	For	For
TechnipFMC Plc	04/29/2022	Management	5	Yes	Elect Director John O'Leary	For	For	For	For
TechnipFMC Plc	04/29/2022	Management	6	Yes	Elect Director Margareth Ovrum	For	For	For	For
TechnipFMC Plc	04/29/2022	Management	7	Yes	Elect Director Kay G. Priestly	For	For	For	For
TechnipFMC Plc	04/29/2022	Management	8	Yes	Elect Director John Yearwood	For	For	For	For
TechnipFMC Plc	04/29/2022	Management	9	Yes	Elect Director Sophie Zurquiyah	For	For	Against	Against

### B.1.a

B.1.a										
Meeting		Proposal	Votable	Management		ISS	Voting Policy		Vote	Voting Policy Rationale
Company Name	Date	Proponent	Sequence Number	Proposal	Text	Recommendation	Recommendation	Recommendation	Instruction	
TEGNA Inc.	06/21/2022	Shareholder	14	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as it is reasonable and in the best interests of shareholders, and that it will help increase the accountability of the board and management.
Tejon Ranch Co.	05/10/2022	Management	1	Yes	Elect Director Steven A. Betts	For	For	For	For	A vote FOR all director nominees is warranted.
Tejon Ranch Co.	05/10/2022	Management	2	Yes	Elect Director Rhea Frawn Morgan	For	For	For	For	A vote FOR all director nominees is warranted.
Tejon Ranch Co.	05/10/2022	Management	3	Yes	Elect Director Daniel R. Tisch	For	For	For	For	A vote FOR all director nominees is warranted.
Tejon Ranch Co.	05/10/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tejon Ranch Co.	05/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The compensation committee demonstrated a certain degree of responsiveness following last year's failed say-on-pay proposal. In addition, the pay-for-performance misalignment is somewhat mitigated at this time, primarily due to a significant decrease in CEO pay and given that the short-term incentive program is primarily performance-based. Shareholders should continue to monitor the executive compensation practices given that certain concerns remain.
Telephone and Data Systems, Inc.	05/19/2022	Management	1	Yes	Elect Director Clarence A. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Clarence Davis and George Off are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/19/2022	Management	2	Yes	Elect Director George W. Off	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Clarence Davis and George Off are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/19/2022	Management	3	Yes	Elect Director Wade Oosterman	For	For	For	For	WITHHOLD votes for non-independent nominees Clarence Davis and George Off are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/19/2022	Management	4	Yes	Elect Director Dirk S. Woessner	For	For	For	For	WITHHOLD votes for non-independent nominees Clarence Davis and George Off are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/19/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Telephone and Data Systems, Inc.	05/19/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Telephone and Data Systems, Inc.	05/19/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Telephone and Data Systems, Inc.	05/19/2022	Shareholder	8	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted as providing that all shares have an equal, one vote per share would promote accountability to shareholders and is a standard practice of good corporate governance.
Telesat Corp.	06/01/2022	Management	2	Yes	Elect Director Melanie Bernier	For	For	For		The company completed a merger transaction in November 2021 and therefore the long-term alignment and analysis of CEO pay and company performance cannot be completed at this time. However, some significant problematic pay practices have been identified, including the excessive share-based awards granted to the CEO and internal pay disparity. The magnitude of those grants to the CEO raises significant concerns, especially since there are no performance-based vesting conditions attached to the grants other than achieving a certain share price. In addition, the company granted the CEO a \$5 million "going public" bonus. Upon completion of the transaction, the CEO received a total compensation of over \$64 million. Considering the above reasons, a vote WITHHOLD is warranted for the continuing compensation committee members Mark Rachesky, A. Jane Craighead, and Guthrie Stewart. Vote FOR all other proposed nominees.
Telesat Corp.	06/01/2022	Management	3	Yes	Elect Director Michael Boychuk	For	For	For		The company completed a merger transaction in November 2021 and therefore the long-term alignment and analysis of CEO pay and company performance cannot be completed at this time. However, some significant problematic pay practices have been identified, including the excessive share-based awards granted to the CEO and internal pay disparity. The magnitude of those grants to the CEO raises significant concerns, especially since there are no performance-based vesting conditions attached to the grants other than achieving a certain share price. In addition, the company granted the CEO a \$5 million "going public" bonus. Upon completion of the transaction, the CEO received a total compensation of over \$64 million. Considering the above reasons, a vote WITHHOLD is warranted for the continuing compensation committee members Mark Rachesky, A. Jane Craighead, and Guthrie Stewart. Vote FOR all other proposed nominees.
Telesat Corp.	06/01/2022	Management	4	Yes	Elect Director Jason A. Caloras	For	For	For		The company completed a merger transaction in November 2021 and therefore the long-term alignment and analysis of CEO pay and company performance cannot be completed at this time. However, some significant problematic pay practices have been identified, including the excessive share-based awards granted to the CEO and internal pay disparity. The magnitude of those grants to the CEO raises significant concerns, especially since there are no performance-based vesting conditions attached to the grants other than achieving a certain share price. In addition, the company granted the CEO a \$5 million "going public" bonus. Upon completion of the transaction, the CEO received a total compensation of over \$64 million. Considering the above reasons, a vote WITHHOLD is warranted for the continuing compensation committee members Mark Rachesky, A. Jane Craighead, and Guthrie Stewart. Vote FOR all other proposed nominees.
Telesat Corp.	06/01/2022	Management	5	Yes	Elect Director Jane Craighead	For	Withhold	Withhold		The company completed a merger transaction in November 2021 and therefore the long-term alignment and analysis of CEO pay and company performance cannot be completed at this time. However, some significant problematic pay practices have been identified, including the excessive share-based awards granted to the CEO and internal pay disparity. The magnitude of those grants to the CEO raises significant concerns, especially since there are no performance-based vesting conditions attached to the grants other than achieving a certain share price. In addition, the company granted the CEO a \$5 million "going public" bonus. Upon completion of the transaction, the CEO received a total compensation of over \$64 million. Considering the above reasons, a vote WITHHOLD is warranted for the continuing compensation committee members Mark Rachesky, A. Jane Craighead, and Guthrie Stewart. Vote FOR all other proposed nominees.
Telesat Corp.	06/01/2022	Management	6	Yes	Elect Director Richard Fadden	For	For	For		The company completed a merger transaction in November 2021 and therefore the long-term alignment and analysis of CEO pay and company performance cannot be completed at this time. However, some significant problematic pay practices have been identified, including the excessive share-based awards granted to the CEO and internal pay disparity. The magnitude of those grants to the CEO raises significant concerns, especially since there are no performance-based vesting conditions attached to the grants other than achieving a certain share price. In addition, the company granted the CEO a \$5 million "going public" bonus. Upon completion of the transaction, the CEO received a total compensation of over \$64 million. Considering the above reasons, a vote WITHHOLD is warranted for the continuing compensation committee members Mark Rachesky, A. Jane Craighead, and Guthrie Stewart. Vote FOR all other proposed nominees.
Telesat Corp.	06/01/2022	Management	7	Yes	Elect Director Daniel S. Goldberg	For	For	For		The company completed a merger transaction in November 2021 and therefore the long-term alignment and analysis of CEO pay and company performance cannot be completed at this time. However, some significant problematic pay practices have been identified, including the excessive share-based awards granted to the CEO and internal pay disparity. The magnitude of those grants to the CEO raises significant concerns, especially since there are no performance-based vesting conditions attached to the grants other than achieving a certain share price. In addition, the company granted the CEO a \$5 million "going public" bonus. Upon completion of the transaction, the CEO received a total compensation of over \$64 million. Considering the above reasons, a vote WITHHOLD is warranted for the continuing compensation committee members Mark Rachesky, A. Jane Craighead, and Guthrie Stewart. Vote FOR all other proposed nominees.
Telesat Corp.	06/01/2022	Management	8	Yes	Elect Director Henry (Hank) Intven	For	For	For		The company completed a merger transaction in November 2021 and therefore the long-term alignment and analysis of CEO pay and company performance cannot be completed at this time. However, some significant problematic pay practices have been identified, including the excessive share-based awards granted to the CEO and internal pay disparity. The magnitude of those grants to the CEO raises significant concerns, especially since there are no performance-based vesting conditions attached to the grants other than achieving a certain share price. In addition, the company granted the CEO a \$5 million "going public" bonus. Upon completion of the transaction, the CEO received a total compensation of over \$64 million. Considering the above reasons, a vote WITHHOLD is warranted for the continuing compensation committee members Mark Rachesky, A. Jane Craighead, and Guthrie Stewart. Vote FOR all other proposed nominees.



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Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Telesat Corp.	06/01/2022	Management	9	Yes	Elect Director Mark H. Rachesky	For	Withhold	Withhold		The company completed a merger transaction in November 2021 and therefore the long-term alignment and analysis of CEO pay and company performance cannot be completed at this time. However, some significant problematic pay practices have been identified, including the excessive share-based awards granted to the CEO and internal pay disparity. The magnitude of those grants to the CEO raises significant concerns, especially since there are no performance-based vesting conditions attached to the grants other than achieving a certain share price. In addition, the company granted the CEO a \$5 million "going public" bonus. Upon completion of the transaction, the CEO received a total compensation of over \$64 million. Considering the above reasons, a vote WITHHOLD is warranted for the continuing compensation committee members Mark Rachesky, A. Jane Craighead, and Guthrie Stewart. Vote FOR all other proposed nominees.
Telesat Corp.	06/01/2022	Management	10	Yes	Elect Director Guthrie Stewart	For	Withhold	Withhold		The company completed a merger transaction in November 2021 and therefore the long-term alignment and analysis of CEO pay and company performance cannot be completed at this time. However, some significant problematic pay practices have been identified, including the excessive share-based awards granted to the CEO and internal pay disparity. The magnitude of those grants to the CEO raises significant concerns, especially since there are no performance-based vesting conditions attached to the grants other than achieving a certain share price. In addition, the company granted the CEO a \$5 million "going public" bonus. Upon completion of the transaction, the CEO received a total compensation of over \$64 million. Considering the above reasons, a vote WITHHOLD is warranted for the continuing compensation committee members Mark Rachesky, A. Jane Craighead, and Guthrie Stewart. Vote FOR all other proposed nominees.
Telesat Corp.	06/01/2022	Management	11	Yes	Elect Director Michael B. Targoff	For	For	For		The company completed a merger transaction in November 2021 and therefore the long-term alignment and analysis of CEO pay and company performance cannot be completed at this time. However, some significant problematic pay practices have been identified, including the excessive share-based awards granted to the CEO and internal pay disparity. The magnitude of those grants to the CEO raises significant concerns, especially since there are no performance-based vesting conditions attached to the grants other than achieving a certain share price. In addition, the company granted the CEO a \$5 million "going public" bonus. Upon completion of the transaction, the CEO received a total compensation of over \$64 million. Considering the above reasons, a vote WITHHOLD is warranted for the continuing compensation committee members Mark Rachesky, A. Jane Craighead, and Guthrie Stewart. Vote FOR all other proposed nominees.
Telesat Corp.	06/01/2022	Management	12	Yes	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For		A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Telesat Corp.	06/01/2022	Management	13	Yes	The Undersigned Hereby Certifies that the Shares Represented by this Proxy are Owned and Controlled by a Canadian. Vote FOR = Yes and ABSTAIN = No. A Vote Against will be treated as not voted.	None	Refer	Refer		No recommendation is provided for this "voting" item, as the response is dependent upon a shareholder's citizenship or residency status in Canada.
Tempur Sealy International, Inc.	05/05/2022	Management	1	Yes	Elect Director Evelyn S. Dilsaver	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/05/2022	Management	2	Yes	Elect Director Simon John Dyer	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/05/2022	Management	3	Yes	Elect Director Cathy R. Gates	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/05/2022	Management	4	Yes	Elect Director John A. Heil	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/05/2022	Management	5	Yes	Elect Director Meredith Siegfried Madden	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/05/2022	Management	6	Yes	Elect Director Richard W. Neu	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/05/2022	Management	7	Yes	Elect Director Scott L. Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/05/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tempur Sealy International, Inc.	05/05/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company paid an excessive tax gross-up on an excessive perquisite of the CEO's personal use of aircraft.
Tempur Sealy International, Inc.	05/05/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Tenet Healthcare Corporation	05/06/2022	Management	1	Yes	Elect Director Ronald A. Rittenmeyer	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	2	Yes	Elect Director J. Robert Kerrey	For	For	Against	Against	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	3	Yes	Elect Director James L. Bierman	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	4	Yes	Elect Director Richard W. Fisher	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	5	Yes	Elect Director Meghan M. Fitzgerald	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	6	Yes	Elect Director Cecil D. Haney	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	7	Yes	Elect Director Christopher S. Lynch	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	8	Yes	Elect Director Richard J. Mark	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	9	Yes	Elect Director Tammy Romo	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	10	Yes	Elect Director Saumya Sutaria	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	11	Yes	Elect Director Nadja Y. West	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Tenet Healthcare Corporation	05/06/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Tenet Healthcare Corporation	05/06/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tennant Company	04/26/2022	Management	1	Yes	Elect Director David W. Huml	For	For	Against	Against	Votes AGAINST non-independent nominee David (Dave) Huml are warranted for lack of a majority independent board. A vote FOR David Windley is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Proposal		Recommend	Recommend	Recommend		
Tennant Company	04/26/2022	Management	2	Yes	Elect Director David Windley	For	For	For	For	Votes AGAINST non-independent nominee David (Dave) Huml are warranted for lack of a majority independent board. A vote FOR David Windley is warranted.
Tennant Company	04/26/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tennant Company	04/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the company modified the 2020-2022 PRSUs goals and did not disclose the specific changes made to the goals. The incremental value of the award as a result of the adjustment is not insignificant. That notwithstanding, pay and performance appear reasonably aligned at this time.
Tenneco Inc.	06/07/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Despite the limited sales process, the merger consideration represents a 100.4 percent premium at announcement. Additionally, the all-cash consideration provides shareholders with liquidity and certainty of value, and there is a potential downside risk of non-approval. As such, support FOR the proposed transaction is warranted.
Tenneco Inc.	06/07/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While cash severance is double trigger, equity awards are single trigger and will be cashed out upon the merger, regardless of whether NEOs experience a qualifying termination. Further, the expected equity acceleration includes recently-made 2022 equity grants.
Tenneco Inc.	06/07/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Tenneco Inc.	06/07/2022	Management	4	Yes	Elect Director Roy V. Armes	For	For	For	For	A vote FOR all director nominees is warranted.
Tenneco Inc.	06/07/2022	Management	5	Yes	Elect Director Thomas C. Freyman	For	For	For	For	A vote FOR all director nominees is warranted.
Tenneco Inc.	06/07/2022	Management	6	Yes	Elect Director Denise Gray	For	For	For	For	A vote FOR all director nominees is warranted.
Tenneco Inc.	06/07/2022	Management	7	Yes	Elect Director Brian J. Kessler	For	For	For	For	A vote FOR all director nominees is warranted.
Tenneco Inc.	06/07/2022	Management	8	Yes	Elect Director Michelle A. Kumbier	For	For	For	For	A vote FOR all director nominees is warranted.
Tenneco Inc.	06/07/2022	Management	9	Yes	Elect Director Dennis J. Letham	For	For	For	For	A vote FOR all director nominees is warranted.
Tenneco Inc.	06/07/2022	Management	10	Yes	Elect Director James S. Metcalf	For	For	For	For	A vote FOR all director nominees is warranted.
Tenneco Inc.	06/07/2022	Management	11	Yes	Elect Director Aleksandra (Aleks) A. Miziolek	For	For	For	For	A vote FOR all director nominees is warranted.
Tenneco Inc.	06/07/2022	Management	12	Yes	Elect Director Charles K. Stevens, III	For	For	For	For	A vote FOR all director nominees is warranted.
Tenneco Inc.	06/07/2022	Management	13	Yes	Elect Director John S. Stroup	For	For	For	For	A vote FOR all director nominees is warranted.
Tenneco Inc.	06/07/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tenneco Inc.	06/07/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While reported CEO pay more than doubled year-over-year, a large portion of the increase was due to the inclusion of FY20 performance equity awards in FY21 pay, as the committee delayed goal-setting during the early part of the pandemic. Although concerns are raised regarding the company's goal-setting practices, particularly in the annual incentive program where one of the financial targets was set below last year's actual performance, payouts for annual and closing cycle long-term incentives were near-target and in line with performance over the respective periods. Nevertheless, investors would benefit from additional disclosure of long-term incentive goals, particularly after the performance period has been completed.
Teradata Corporation	05/10/2022	Management	1	Yes	Elect Director Cary T. Fu	For	For	Against	Against	Votes AGAINST Cary Fu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradata Corporation	05/10/2022	Management	2	Yes	Elect Director Michael P. Gianoni	For	For	For	For	Votes AGAINST Cary Fu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradata Corporation	05/10/2022	Management	3	Yes	Elect Director Joanne B. Olsen	For	For	For	For	Votes AGAINST Cary Fu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradata Corporation	05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Teradata Corporation	05/10/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Teradata Corporation	05/10/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Terminix Global Holdings, Inc.	05/23/2022	Management	1	Yes	Elect Director Laurie Ann Goldman	For	For	For	For	Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Terminix Global Holdings, Inc.	05/23/2022	Management	2	Yes	Elect Director Steven B. Hochhauser	For	For	For	For	Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Terminix Global Holdings, Inc.	05/23/2022	Management	3	Yes	Elect Director Chris S. Terrill	For	For	Against	Against	Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Terminix Global Holdings, Inc.	05/23/2022	Management	4	Yes	Elect Director Teresa M. Sebastian	For	For	For	For	Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Terminix Global Holdings, Inc.	05/23/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.
Terminix Global Holdings, Inc.	05/23/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Territorial Bancorp Inc.	05/19/2022	Management	1	Yes	Elect Director Kirk W. Caldwell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Kirk Caldwell are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Territorial Bancorp Inc.	05/19/2022	Management	2	Yes	Elect Director Jennifer Isobe	For	For	For	For	WITHHOLD votes for non-independent nominee Kirk Caldwell are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Territorial Bancorp Inc.	05/19/2022	Management	3	Yes	Elect Director Francis E. Tanaka	For	For	For	For	WITHHOLD votes for non-independent nominee Kirk Caldwell are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Territorial Bancorp Inc.	05/19/2022	Management	4	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Territorial Bancorp Inc.	05/19/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. Some concerns are raised with the executive compensation program, such as a relatively high salary for the CEO and performance targets being set below prior year actual performance without a clear rationale. However, the pay-for-performance misalignment is somewhat mitigated at this time given that the short-term incentive program is entirely performance-based, half of equity awards are performance-based, and prior cycle PSUs were earned below target in line with performance.
Tetra Tech, Inc.	03/01/2022	Management	1	Yes	Elect Director Dan L. Batrack	For	For	For	For	Votes AGAINST J. Kenneth Thompson and J. Christopher Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	03/01/2022	Management	2	Yes	Elect Director Gary R. Birkenbeuel	For	For	For	For	Votes AGAINST J. Kenneth Thompson and J. Christopher Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	03/01/2022	Management	3	Yes	Elect Director J. Christopher Lewis	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson and J. Christopher Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	03/01/2022	Management	4	Yes	Elect Director Joanne M. Maguire	For	For	For	For	Votes AGAINST J. Kenneth Thompson and J. Christopher Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	03/01/2022	Management	5	Yes	Elect Director Kimberly E. Ritrievi	For	For	For	For	Votes AGAINST J. Kenneth Thompson and J. Christopher Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	03/01/2022	Management	6	Yes	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson and J. Christopher Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	03/01/2022	Management	7	Yes	Elect Director Kirsten M. Volpi	For	For	For	For	Votes AGAINST J. Kenneth Thompson and J. Christopher Lewis are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	03/01/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Tetra Tech, Inc.	03/01/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TETRA Technologies, Inc.	05/24/2022	Management	1	Yes	Elect Director Mark E. Baldwin	For	For	For	For	A vote FOR all director nominees is warranted.
TETRA Technologies, Inc.	05/24/2022	Management	2	Yes	Elect Director Thomas R. Bates, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
TETRA Technologies, Inc.	05/24/2022	Management	3	Yes	Elect Director John F. Glick	For	For	For	For	A vote FOR all director nominees is warranted.
TETRA Technologies, Inc.	05/24/2022	Management	4	Yes	Elect Director Gina A. Luna	For	For	For	For	A vote FOR all director nominees is warranted.
TETRA Technologies, Inc.	05/24/2022	Management	5	Yes	Elect Director Brady M. Murphy	For	For	For	For	A vote FOR all director nominees is warranted.
TETRA Technologies, Inc.	05/24/2022	Management	6	Yes	Elect Director Sharon B. McGee	For	For	For	For	A vote FOR all director nominees is warranted.
TETRA Technologies, Inc.	05/24/2022	Management	7	Yes	Elect Director Shawn D. Williams	For	For	For	For	A vote FOR all director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote	
			Voting Policy Rationale							
TETRA Technologies, Inc.	05/24/2022	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
TETRA Technologies, Inc.	05/24/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
TETRA Technologies, Inc.	05/24/2022	Shareholder	10	Yes	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
Texas Capital Bancshares, Inc.	04/19/2022	Management	1	Yes	Elect Director Paola M. Arbour	For	For	For	For	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	2	Yes	Elect Director Jonathan E. Baliff	For	For	For	For	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	3	Yes	Elect Director James H. Browning	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	4	Yes	Elect Director Larry L. Helm	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	5	Yes	Elect Director Rob C. Holmes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	6	Yes	Elect Director David S. Huntley	For	For	For	For	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	7	Yes	Elect Director Charles S. Hyle	For	For	For	For	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	8	Yes	Elect Director Elysia Holt Ragusa	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	9	Yes	Elect Director Steven P. Rosenberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	10	Yes	Elect Director Robert W. Stallings	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	11	Yes	Elect Director Dale W. Tremblay	For	For	For	For	WITHHOLD votes for non-independent nominees Larry Helm, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are warranted for lack of a majority independent board. WITHHOLD votes for James Browning, Elysia Ragusa, Steven Rosenberg and Robert Stallings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/19/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Texas Capital Bancshares, Inc.	04/19/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although CEO pay was elevated in FY21 due to new hire awards, including a \$14.5 million make-whole equity grant, the annual pay program had multiple concerning changes. The new CEO's target bonus was relatively high, and a large portion of the annual bonus payout is based on qualitative metrics with payouts based on the compensation committee's discretion. Further, in the LTI, although a majority of the grant is in performance equity, the EPS metric shifted from a three-year performance period to three one-year performance periods, with no disclosure of forward-looking goals. In addition to the pay program concerns, the company paid cash severance to the former CFO upon a voluntary resignation.
Texas Capital Bancshares, Inc.	04/19/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Texas Roadhouse, Inc.	05/12/2022	Management	1	Yes	Elect Director Michael A. Crawford	For	For	For	For	WITHHOLD votes for Gregory Moore and James Zarley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/12/2022	Management	2	Yes	Elect Director Donna E. Epps	For	For	For	For	WITHHOLD votes for Gregory Moore and James Zarley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/12/2022	Management	3	Yes	Elect Director Gregory N. Moore	For	For	Withhold	Withhold	WITHHOLD votes for Gregory Moore and James Zarley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/12/2022	Management	4	Yes	Elect Director Gerald L. Morgan	For	For	For	For	WITHHOLD votes for Gregory Moore and James Zarley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/12/2022	Management	5	Yes	Elect Director Curtis A. Warfield	For	For	For	For	WITHHOLD votes for Gregory Moore and James Zarley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/12/2022	Management	6	Yes	Elect Director Kathleen M. Widmer	For	For	For	For	WITHHOLD votes for Gregory Moore and James Zarley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/12/2022	Management	7	Yes	Elect Director James R. Zarley	For	For	Withhold	Withhold	WITHHOLD votes for Gregory Moore and James Zarley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/12/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Texas Roadhouse, Inc.	05/12/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Textainer Group Holdings Limited	05/26/2022	Management	1	Yes	Elect Director Jeremy Bergbaum	For	For	For	For	WITHHOLD votes for Hyman Shwiel and Dudley Cottingham are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Textainer Group Holdings Limited	05/26/2022	Management	2	Yes	Elect Director Dudley R. Cottingham	For	For	Withhold	Withhold	WITHHOLD votes for Hyman Shwiel and Dudley Cottingham are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Textainer Group Holdings Limited	05/26/2022	Management	3	Yes	Elect Director Hyman Shwiel	For	For	Withhold	Withhold	WITHHOLD votes for Hyman Shwiel and Dudley Cottingham are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Textainer Group Holdings Limited	05/26/2022	Management	4	Yes	Elect Director Lisa P. Young	For	For	For	For	WITHHOLD votes for Hyman Shwiel and Dudley Cottingham are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Textainer Group Holdings Limited	05/26/2022	Management	5	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this resolution is warranted.
Textainer Group Holdings Limited	05/26/2022	Management	6	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

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Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Textainer Group Holdings Limited	05/26/2022	Management	7	Yes	Amend Bylaws	For	For	For	A vote FOR this proposal is warranted given that the removal of the bylaw provision serves to have a positive impact on shareholder's rights.
TFS Financial Corporation	02/24/2022	Management	1	Yes	Elect Director Martin J. Cohen	For	For	Against	Votes AGAINST non-independent nominees Martin (Marty) Cohen, Robert (Bob) Fiala and Ashley Williams are warranted for lack of a majority independent board and lack of a formal nominating committee.Votes AGAINST Martin (Marty) Cohen and Robert (Bob) Fiala are also warranted for serving as non-independent members of a key board committee.A vote FOR John Ringenbach is warranted.
TFS Financial Corporation	02/24/2022	Management	2	Yes	Elect Director Robert A. Fiala	For	For	Against	Votes AGAINST non-independent nominees Martin (Marty) Cohen, Robert (Bob) Fiala and Ashley Williams are warranted for lack of a majority independent board and lack of a formal nominating committee.Votes AGAINST Martin (Marty) Cohen and Robert (Bob) Fiala are also warranted for serving as non-independent members of a key board committee.A vote FOR John Ringenbach is warranted.
TFS Financial Corporation	02/24/2022	Management	3	Yes	Elect Director John P. Ringenbach	For	For	For	Votes AGAINST non-independent nominees Martin (Marty) Cohen, Robert (Bob) Fiala and Ashley Williams are warranted for lack of a majority independent board and lack of a formal nominating committee.Votes AGAINST Martin (Marty) Cohen and Robert (Bob) Fiala are also warranted for serving as non-independent members of a key board committee.A vote FOR John Ringenbach is warranted.
TFS Financial Corporation	02/24/2022	Management	4	Yes	Elect Director Ashley H. Williams	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Cohen, Robert (Bob) Fiala and Ashley Williams are warranted for lack of a majority independent board and lack of a formal nominating committee.Votes AGAINST Martin (Marty) Cohen and Robert (Bob) Fiala are also warranted for serving as non-independent members of a key board committee.A vote FOR John Ringenbach is warranted.
TFS Financial Corporation	02/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	A vote AGAINST this proposal is warranted because the company provides an excessive amount for the CEO's financial planning and enhanced life insurance perquisites; offers equity awards that allow for auto-accelerated vesting upon a change-in-control event; and lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
TFS Financial Corporation	02/24/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Andersons, Inc.	05/06/2022	Management	1	Yes	Elect Director Patrick E. Bowe	For	For	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/06/2022	Management	2	Yes	Elect Director Michael J. Anderson, Sr.	For	For	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/06/2022	Management	3	Yes	Elect Director Gerard M. Anderson	For	For	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/06/2022	Management	4	Yes	Elect Director Gary A. Douglas	For	For	For	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/06/2022	Management	5	Yes	Elect Director Stephen F. Dowdle	For	For	For	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/06/2022	Management	6	Yes	Elect Director Pamela S. Hershberger	For	For	For	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/06/2022	Management	7	Yes	Elect Director Catherine M. Kilbane	For	For	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/06/2022	Management	8	Yes	Elect Director Robert J. King, Jr.	For	For	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/06/2022	Management	9	Yes	Elect Director Ross W. Manire	For	For	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/06/2022	Management	10	Yes	Elect Director John T. Stout, Jr.	For	For	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/06/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Andersons, Inc.	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns are identified at this time.
The Andersons, Inc.	05/06/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The AZEK Company Inc.	03/08/2022	Management	1	Yes	Elect Director Fumbi Chima	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/08/2022	Management	2	Yes	Elect Director Brian Spaly	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/08/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The AZEK Company Inc.	03/08/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The AZEK Company Inc.	03/08/2022	Management	5	Yes	Eliminate Supermajority Voting Requirements	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
The AZEK Company Inc.	03/08/2022	Management	6	Yes	Declassify the Board of Directors	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
The AZEK Company Inc.	03/08/2022	Management	7	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable matching contribution, and has limits on employee contributions.
The Bancorp, Inc.	05/25/2022	Management	1	Yes	Elect Director James J. McEntee, III	For	For	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



					Management		ISS		Voting Policy		Vote	B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommend ation	Recommend ation	Recommend ation				
The Bancorp, Inc.	05/25/2022	Management	2	Yes	Elect Director Michael J. Bradley	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
The Bancorp, Inc.	05/25/2022	Management	3	Yes	Elect Director Matthew N. Cohn	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
The Bancorp, Inc.	05/25/2022	Management	4	Yes	Elect Director Cheryl D. Creuzot	For	For	For	For	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
The Bancorp, Inc.	05/25/2022	Management	5	Yes	Elect Director John M. Eggemeyer	For	For	For	For	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
The Bancorp, Inc.	05/25/2022	Management	6	Yes	Elect Director Hersh Kozlov	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
The Bancorp, Inc.	05/25/2022	Management	7	Yes	Elect Director Damian M. Kozlowski	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
The Bancorp, Inc.	05/25/2022	Management	8	Yes	Elect Director William H. Lamb	For	For	Against	Against	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
The Bancorp, Inc.	05/25/2022	Management	9	Yes	Elect Director Daniela A. Mielke	For	For	For	For	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
The Bancorp, Inc.	05/25/2022	Management	10	Yes	Elect Director Stephanie B. Mudick	For	For	For	For	Votes AGAINST non-independent nominees James McEntee III, Damian Kozlowski, Michael Bradley, Matthew (Matt) Cohn, Hersh Kozlov and William Lamb are warranted for lack of a majority independent board. Votes AGAINST Michael Bradley, Matthew (Matt) Cohn and William Lamb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
The Bancorp, Inc.	05/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
The Bancorp, Inc.	05/25/2022	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	1	Yes	Approve PricewaterhouseCoopers Ltd. as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	2	Yes	Elect Director Michael Collins	For	For	For	For	Votes AGAINST John Wright are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	3	Yes	Elect Director Alastair Barbour	For	For	For	For	Votes AGAINST John Wright are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	4	Yes	Elect Director Sonia Baxendale	For	For	For	For	Votes AGAINST John Wright are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	5	Yes	Elect Director James Burr	For	For	For	For	Votes AGAINST John Wright are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	6	Yes	Elect Director Michael Covell	For	For	For	For	Votes AGAINST John Wright are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	7	Yes	Elect Director Mark Lynch	For	For	For	For	Votes AGAINST John Wright are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	8	Yes	Elect Director Jana Schreuder	For	For	For	For	Votes AGAINST John Wright are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	9	Yes	Elect Director Michael Schrum	For	For	For	For	Votes AGAINST John Wright are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	10	Yes	Elect Director Pamela Thomas-Graham	For	For	Against	Against	Votes AGAINST John Wright are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	11	Yes	Elect Director John Wright	For	For	Against	Against	Votes AGAINST John Wright are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	12	Yes	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	For	Against	Against	A vote AGAINST this general share issuance authorization is warranted because the potential share capital increase is excessive.		
The Bank of N.T. Butterfield & Son Limited	05/25/2022	Management	13	Yes	Amend Bylaws	For	For	For	For	Given that the amendment is mainly intended to reflect certain modifications to the Bermuda Companies Act and the current circumstances of the company, and in the absence of any known issues concerning such amendment, a vote FOR this proposal is warranted.		
The Boston Beer Company, Inc.	05/18/2022	Management	1	Yes	Elect Director Meghan V. Joyce	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Michael Spillane is warranted.		
The Boston Beer Company, Inc.	05/18/2022	Management	2	Yes	Elect Director Michael Spillane	For	For	For	For	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Michael Spillane is warranted.		
The Boston Beer Company, Inc.	05/18/2022	Management	3	Yes	Elect Director Jean-Michel Valette	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Michael Spillane is warranted.		
The Boston Beer Company, Inc.	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		

						Management	ISS	Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	
The Brink's Company	05/06/2022	Management	1	Yes	Elect Director Kathie J. Andrade	For	For	For	For	Votes AGAINST Michael Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/06/2022	Management	2	Yes	Elect Director Paul G. Boynton	For	For	Against	Against	Votes AGAINST Michael Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/06/2022	Management	3	Yes	Elect Director Ian D. Clough	For	For	For	For	Votes AGAINST Michael Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/06/2022	Management	4	Yes	Elect Director Susan E. Docherty	For	For	For	For	Votes AGAINST Michael Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/06/2022	Management	5	Yes	Elect Director Mark Eubanks	For	For	For	For	Votes AGAINST Michael Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/06/2022	Management	6	Yes	Elect Director Michael J. Herling	For	For	Against	Against	Votes AGAINST Michael Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/06/2022	Management	7	Yes	Elect Director A. Louis Parker	For	For	For	For	Votes AGAINST Michael Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/06/2022	Management	8	Yes	Elect Director Douglas A. Pertz	For	For	For	For	Votes AGAINST Michael Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/06/2022	Management	9	Yes	Elect Director Timothy J. Tynan	For	For	For	For	Votes AGAINST Michael Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/06/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The committee was sufficiently responsive to last year's failed say-on-pay vote, committing not to grant off-cycle LTI awards to NEOs that are exclusively short term and time vested, and implementing additional changes for FY22 equity awards. However, continued monitoring of pay levels is warranted, particularly given the leadership transition, to ensure equity values normalize. Further, investors would benefit from additional details regarding targets in both incentive programs.
The Brink's Company	05/06/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Cheesecake Factory Incorporated	05/19/2022	Management	1	Yes	Elect Director David Overton	For	For	For	For	Votes AGAINST Jerome Kransdorf, Alexander Cappello and David Pittaway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/19/2022	Management	2	Yes	Elect Director Edie A. Ames	For	For	For	For	Votes AGAINST Jerome Kransdorf, Alexander Cappello and David Pittaway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/19/2022	Management	3	Yes	Elect Director Alexander L. Cappello	For	For	Against	Against	Votes AGAINST Jerome Kransdorf, Alexander Cappello and David Pittaway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/19/2022	Management	4	Yes	Elect Director Khanh Collins	For	For	For	For	Votes AGAINST Jerome Kransdorf, Alexander Cappello and David Pittaway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/19/2022	Management	5	Yes	Elect Director Paul D. Ginsberg	For	For	For	For	Votes AGAINST Jerome Kransdorf, Alexander Cappello and David Pittaway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/19/2022	Management	6	Yes	Elect Director Jerome I. Kransdorf	For	For	Against	Against	Votes AGAINST Jerome Kransdorf, Alexander Cappello and David Pittaway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/19/2022	Management	7	Yes	Elect Director Janice L. Meyer	For	For	For	For	Votes AGAINST Jerome Kransdorf, Alexander Cappello and David Pittaway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/19/2022	Management	8	Yes	Elect Director Laurence B. Mindel	For	For	For	For	Votes AGAINST Jerome Kransdorf, Alexander Cappello and David Pittaway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/19/2022	Management	9	Yes	Elect Director David B. Pittaway	For	For	Against	Against	Votes AGAINST Jerome Kransdorf, Alexander Cappello and David Pittaway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/19/2022	Management	10	Yes	Elect Director Herbert Simon	For	For	For	For	Votes AGAINST Jerome Kransdorf, Alexander Cappello and David Pittaway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cheesecake Factory Incorporated	05/19/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Cheesecake Factory Incorporated	05/19/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Cheesecake Factory Incorporated	05/19/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Chefs' Warehouse, Inc.	05/13/2022	Management	1	Yes	Elect Director Ivy Brown	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/13/2022	Management	2	Yes	Elect Director Dominick Cerbone	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/13/2022	Management	3	Yes	Elect Director Joseph Cugine	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/13/2022	Management	4	Yes	Elect Director Steven F. Goldstone	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/13/2022	Management	5	Yes	Elect Director Alan Guarino	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/13/2022	Management	6	Yes	Elect Director Stephen Hanson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/13/2022	Management	7	Yes	Elect Director Aylwin Lewis	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/13/2022	Management	8	Yes	Elect Director Katherine Oliver	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/13/2022	Management	9	Yes	Elect Director Christopher Pappas	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/13/2022	Management	10	Yes	Elect Director John Pappas	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/13/2022	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Chefs' Warehouse, Inc.	05/13/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance. Additionally, although the annual bonus was capped at target and was based on pre-set objective metrics, multiple concerns exist within the LTI program. The company granted replacement grants to executives after cancelling their 2019 and 2020 performance equity grants due to poor performance. However, these replacement grants are half based on time-vested equity, and no disclosure exists regarding why a replacement grant for performance equity would be partially time based. Additionally, the stock price portion for both the annual performance equity grant as well as the performance portion of the replacement grant targets a stock price below the grant date stock price, and appears to have been met within 20 trading days of grant.
The Chefs' Warehouse, Inc.	05/13/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Chemours Company	04/27/2022	Management	1	Yes	Elect Director Curtis V. Anastasio	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	2	Yes	Elect Director Bradley J. Bell	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	3	Yes	Elect Director Mary B. Cranston	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	4	Yes	Elect Director Curtis J. Crawford	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	5	Yes	Elect Director Dawn L. Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	6	Yes	Elect Director Erin N. Kane	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	7	Yes	Elect Director Sean D. Keohane	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	8	Yes	Elect Director Mark E. Newman	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	9	Yes	Elect Director Guillaume Pepy	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	10	Yes	Elect Director Sandra Phillips Rogers	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Chemours Company	04/27/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Chemours Company	04/27/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Children's Place, Inc.	05/11/2022	Management	1	Yes	Elect Director Joseph Alutto	For	For	Against	Against	Votes AGAINST Norman Matthews and Joseph Alutto are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/11/2022	Management	2	Yes	Elect Director John E. Bachman	For	For	For	For	Votes AGAINST Norman Matthews and Joseph Alutto are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/11/2022	Management	3	Yes	Elect Director Marla Beck	For	For	For	For	Votes AGAINST Norman Matthews and Joseph Alutto are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/11/2022	Management	4	Yes	Elect Director Elizabeth J. Boland	For	For	For	For	Votes AGAINST Norman Matthews and Joseph Alutto are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Children's Place, Inc.	05/11/2022	Management	5	Yes	Elect Director Jane Elfers	For	For	For	For	Votes AGAINST Norman Matthews and Joseph Alutto are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/11/2022	Management	6	Yes	Elect Director John A. Frascotti	For	For	For	For	Votes AGAINST Norman Matthews and Joseph Alutto are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/11/2022	Management	7	Yes	Elect Director Tracey R. Griffin	For	For	For	For	Votes AGAINST Norman Matthews and Joseph Alutto are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/11/2022	Management	8	Yes	Elect Director Katherine Kountze	For	For	For	For	Votes AGAINST Norman Matthews and Joseph Alutto are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/11/2022	Management	9	Yes	Elect Director Norman Matthews	For	For	Against	Against	Votes AGAINST Norman Matthews and Joseph Alutto are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/11/2022	Management	10	Yes	Elect Director Debby Reiner	For	For	For	For	Votes AGAINST Norman Matthews and Joseph Alutto are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/11/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
The Children's Place, Inc.	05/11/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive amount for the CEO's automobile perquisites.
The Community Financial Corporation	05/25/2022	Management	1	Yes	Elect Director James M. Burke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Burke, James Di Misa, Louis Jenkins Jr. and Mary Peterson are warranted for lack of a majority independent board. WITHHOLD votes for Louis Jenkins Jr. and Mary Peterson are also warranted for serving as non-independent members of a key board committee.
The Community Financial Corporation	05/25/2022	Management	2	Yes	Elect Director James F. Di Misa	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Burke, James Di Misa, Louis Jenkins Jr. and Mary Peterson are warranted for lack of a majority independent board. WITHHOLD votes for Louis Jenkins Jr. and Mary Peterson are also warranted for serving as non-independent members of a key board committee.
The Community Financial Corporation	05/25/2022	Management	3	Yes	Elect Director Louis P. Jenkins, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Burke, James Di Misa, Louis Jenkins Jr. and Mary Peterson are warranted for lack of a majority independent board. WITHHOLD votes for Louis Jenkins Jr. and Mary Peterson are also warranted for serving as non-independent members of a key board committee.
The Community Financial Corporation	05/25/2022	Management	4	Yes	Elect Director Mary Todd Peterson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Burke, James Di Misa, Louis Jenkins Jr. and Mary Peterson are warranted for lack of a majority independent board. WITHHOLD votes for Louis Jenkins Jr. and Mary Peterson are also warranted for serving as non-independent members of a key board committee.
The Community Financial Corporation	05/25/2022	Management	5	Yes	Ratify Dixon Hughes Goodman LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The Community Financial Corporation	05/25/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The E.W. Scripps Company	05/02/2022	Management	1	Yes	Elect Director Lauren Rich Fine	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Kim Williams are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Kim Williams and Lauren Fine are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees Kim Williams and Lauren Fine are further warranted due to problematic pay practices, including the provision of large corporate aircraft perquisite and single-trigger equity vesting acceleration upon a change in control. A vote FOR Burton Jablin is warranted.
The E.W. Scripps Company	05/02/2022	Management	2	Yes	Elect Director Burton F. Jablin	For	For	For	For	WITHHOLD votes for non-independent nominee Kim Williams are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Kim Williams and Lauren Fine are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees Kim Williams and Lauren Fine are further warranted due to problematic pay practices, including the provision of large corporate aircraft perquisite and single-trigger equity vesting acceleration upon a change in control. A vote FOR Burton Jablin is warranted.
The E.W. Scripps Company	05/02/2022	Management	3	Yes	Elect Director Kim Williams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Kim Williams are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Kim Williams and Lauren Fine are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees Kim Williams and Lauren Fine are further warranted due to problematic pay practices, including the provision of large corporate aircraft perquisite and single-trigger equity vesting acceleration upon a change in control. A vote FOR Burton Jablin is warranted.
The Eastern Company	04/26/2022	Management	1	Yes	Elect Director Fredrick D. DiSanto	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees August Vlak, John Everets and Charles Henry are warranted for lack of a majority independent board. WITHHOLD votes for John Everets and Charles Henry are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Frederick (Fred) DiSanto are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/26/2022	Management	2	Yes	Elect Director John W. Everets	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees August Vlak, John Everets and Charles Henry are warranted for lack of a majority independent board. WITHHOLD votes for John Everets and Charles Henry are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Frederick (Fred) DiSanto are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/26/2022	Management	3	Yes	Elect Director Charles W. Henry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees August Vlak, John Everets and Charles Henry are warranted for lack of a majority independent board. WITHHOLD votes for John Everets and Charles Henry are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Frederick (Fred) DiSanto are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/26/2022	Management	4	Yes	Elect Director James A. Mitarotonda	For	For	For	For	WITHHOLD votes for non-independent nominees August Vlak, John Everets and Charles Henry are warranted for lack of a majority independent board. WITHHOLD votes for John Everets and Charles Henry are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Frederick (Fred) DiSanto are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/26/2022	Management	5	Yes	Elect Director Peggy B. Scott	For	For	For	For	WITHHOLD votes for non-independent nominees August Vlak, John Everets and Charles Henry are warranted for lack of a majority independent board. WITHHOLD votes for John Everets and Charles Henry are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Frederick (Fred) DiSanto are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/26/2022	Management	6	Yes	Elect Director August M. Vlak	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees August Vlak, John Everets and Charles Henry are warranted for lack of a majority independent board. WITHHOLD votes for John Everets and Charles Henry are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Frederick (Fred) DiSanto are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Eastern Company	04/26/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Eastern Company	04/26/2022	Management	8	Yes	Ratify Fiordella, Milone & LaSaracina LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The First Bancorp, Inc.	04/27/2022	Management	1	Yes	Elect Director Robert B. Gregory	For	For	Withhold	Withhold	WITHHOLD votes for nominating committee chairman Bruce Tindal are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Mark Rosborough, Tony McKim, Robert Gregory, Stuart Smith, Bruce Tindal and F. Stephen Ward are warranted for lack of a majority independent board. WITHHOLD votes for Mark Rosborough, Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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						Recommendation	Recommendation	Recommendation		
Voting Policy Rationale										
The First Bancorp, Inc.	04/27/2022	Management	2	Yes	Elect Director Renee W. Kelly	For	For	For	For	WITHHOLD votes for nominating committee chairman Bruce Tindal are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Mark Rosborough, Tony McKim, Robert Gregory, Stuart Smith, Bruce Tindal and F. Stephen Ward are warranted for lack of a majority independent board. WITHHOLD votes for Mark Rosborough, Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/27/2022	Management	3	Yes	Elect Director Tony C. McKim	For	For	Withhold	Withhold	WITHHOLD votes for nominating committee chairman Bruce Tindal are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Mark Rosborough, Tony McKim, Robert Gregory, Stuart Smith, Bruce Tindal and F. Stephen Ward are warranted for lack of a majority independent board. WITHHOLD votes for Mark Rosborough, Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/27/2022	Management	4	Yes	Elect Director Mark N. Rosborough	For	For	Withhold	Withhold	WITHHOLD votes for nominating committee chairman Bruce Tindal are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Mark Rosborough, Tony McKim, Robert Gregory, Stuart Smith, Bruce Tindal and F. Stephen Ward are warranted for lack of a majority independent board. WITHHOLD votes for Mark Rosborough, Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/27/2022	Management	5	Yes	Elect Director Cornelius J. Russell	For	For	For	For	WITHHOLD votes for nominating committee chairman Bruce Tindal are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Mark Rosborough, Tony McKim, Robert Gregory, Stuart Smith, Bruce Tindal and F. Stephen Ward are warranted for lack of a majority independent board. WITHHOLD votes for Mark Rosborough, Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/27/2022	Management	6	Yes	Elect Director Stuart G. Smith	For	For	Withhold	Withhold	WITHHOLD votes for nominating committee chairman Bruce Tindal are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Mark Rosborough, Tony McKim, Robert Gregory, Stuart Smith, Bruce Tindal and F. Stephen Ward are warranted for lack of a majority independent board. WITHHOLD votes for Mark Rosborough, Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/27/2022	Management	7	Yes	Elect Director Kimberly S. Swan	For	For	For	For	WITHHOLD votes for nominating committee chairman Bruce Tindal are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Mark Rosborough, Tony McKim, Robert Gregory, Stuart Smith, Bruce Tindal and F. Stephen Ward are warranted for lack of a majority independent board. WITHHOLD votes for Mark Rosborough, Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/27/2022	Management	8	Yes	Elect Director Bruce B. Tindal	For	Withhold	Withhold	Withhold	WITHHOLD votes for nominating committee chairman Bruce Tindal are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Mark Rosborough, Tony McKim, Robert Gregory, Stuart Smith, Bruce Tindal and F. Stephen Ward are warranted for lack of a majority independent board. WITHHOLD votes for Mark Rosborough, Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/27/2022	Management	9	Yes	Elect Director F. Stephen Ward	For	For	Withhold	Withhold	WITHHOLD votes for nominating committee chairman Bruce Tindal are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominees Mark Rosborough, Tony McKim, Robert Gregory, Stuart Smith, Bruce Tindal and F. Stephen Ward are warranted for lack of a majority independent board. WITHHOLD votes for Mark Rosborough, Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The First Bancorp, Inc.	04/27/2022	Management	11	Yes	Ratify Berry Dunn McNeil & Parker, LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The First Bancshares, Inc.	05/19/2022	Management	1	Yes	Elect Director David W. Bomboy	For	For	Against	Against	Votes AGAINST non-independent nominees E. Ricky Gibson, M. Ray (Hoppy) Cole Jr. and David Bomboy are warranted for lack of a majority independent board. Votes AGAINST E. Ricky Gibson and David Bomboy are also warranted for serving as non-independent members of a key board committee.
The First Bancshares, Inc.	05/19/2022	Management	2	Yes	Elect Director M. Ray (Hoppy) Cole, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees E. Ricky Gibson, M. Ray (Hoppy) Cole Jr. and David Bomboy are warranted for lack of a majority independent board. Votes AGAINST E. Ricky Gibson and David Bomboy are also warranted for serving as non-independent members of a key board committee.
The First Bancshares, Inc.	05/19/2022	Management	3	Yes	Elect Director E. Ricky Gibson	For	For	Against	Against	Votes AGAINST non-independent nominees E. Ricky Gibson, M. Ray (Hoppy) Cole Jr. and David Bomboy are warranted for lack of a majority independent board. Votes AGAINST E. Ricky Gibson and David Bomboy are also warranted for serving as non-independent members of a key board committee.
The First Bancshares, Inc.	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that the company maintains an employment agreement with the CEO that provides for problematic single-trigger change-in-control severance payment.
The First Bancshares, Inc.	05/19/2022	Management	5	Yes	Ratify BKD, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
The First of Long Island Corporation	04/19/2022	Management	1	Yes	Elect Director Paul T. Canarick	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Canarick, Alexander Cover and Stephen Murphy are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Paul Canarick, Stephen Murphy, Peter Quick and Denise Strain are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Eric J. Tvetter is warranted.
The First of Long Island Corporation	04/19/2022	Management	2	Yes	Elect Director Alexander L. Cover	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Canarick, Alexander Cover and Stephen Murphy are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Paul Canarick, Stephen Murphy, Peter Quick and Denise Strain are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Eric J. Tvetter is warranted.
The First of Long Island Corporation	04/19/2022	Management	3	Yes	Elect Director Stephen V. Murphy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Canarick, Alexander Cover and Stephen Murphy are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Paul Canarick, Stephen Murphy, Peter Quick and Denise Strain are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Eric J. Tvetter is warranted.
The First of Long Island Corporation	04/19/2022	Management	4	Yes	Elect Director Peter Quick	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Canarick, Alexander Cover and Stephen Murphy are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Paul Canarick, Stephen Murphy, Peter Quick and Denise Strain are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Eric J. Tvetter is warranted.
The First of Long Island Corporation	04/19/2022	Management	5	Yes	Elect Director Denise Strain	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Canarick, Alexander Cover and Stephen Murphy are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Paul Canarick, Stephen Murphy, Peter Quick and Denise Strain are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Eric J. Tvetter is warranted.
The First of Long Island Corporation	04/19/2022	Management	6	Yes	Elect Director Eric J. Tvetter	For	For	For	For	WITHHOLD votes for non-independent nominees Paul Canarick, Alexander Cover and Stephen Murphy are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Paul Canarick, Stephen Murphy, Peter Quick and Denise Strain are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Eric J. Tvetter is warranted.
The First of Long Island Corporation	04/19/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
The First of Long Island Corporation	04/19/2022	Management	8	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Gap, Inc.	05/10/2022	Management	1	Yes	Elect Director Elisabeth B. Donohue	For	For	For	For	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.
The Gap, Inc.	05/10/2022	Management	2	Yes	Elect Director Robert J. Fisher	For	Against	Against	Against	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.
The Gap, Inc.	05/10/2022	Management	3	Yes	Elect Director William S. Fisher	For	For	For	For	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.



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The Gap, Inc.	05/10/2022	Management	4	Yes	Elect Director Tracy Gardner	For	For	For	For	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.
The Gap, Inc.	05/10/2022	Management	5	Yes	Elect Director Kathryn Hall	For	For	For	For	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.
The Gap, Inc.	05/10/2022	Management	6	Yes	Elect Director Bob L. Martin	For	For	For	For	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.
The Gap, Inc.	05/10/2022	Management	7	Yes	Elect Director Amy Miles	For	For	For	For	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.
The Gap, Inc.	05/10/2022	Management	8	Yes	Elect Director Chris O'Neill	For	For	For	For	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.
The Gap, Inc.	05/10/2022	Management	9	Yes	Elect Director Mayo A. Shattuck, III	For	For	Against	Against	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.
The Gap, Inc.	05/10/2022	Management	10	Yes	Elect Director Salaam Coleman Smith	For	For	For	For	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.
The Gap, Inc.	05/10/2022	Management	11	Yes	Elect Director Sonia Syngal	For	For	For	For	Votes AGAINST Robert Fisher and Mayo Shattuck III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining directors is warranted.
The Gap, Inc.	05/10/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
The Gap, Inc.	05/10/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this warranted given that pay and performance are reasonably aligned.
The Goodyear Tire & Rubber Company	04/11/2022	Management	1	Yes	Elect Director James A. Firestone	For	For	Against	Against	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	2	Yes	Elect Director Werner Geissler	For	For	Against	Against	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	3	Yes	Elect Director Laurette T. Koellner	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	4	Yes	Elect Director Richard J. Kramer	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	5	Yes	Elect Director Karla R. Lewis	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	6	Yes	Elect Director Prashanth Mahendra-Rajah	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	7	Yes	Elect Director John E. McGlade	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	8	Yes	Elect Director Roderick A. Palmore	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	9	Yes	Elect Director Hera K. Siu	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	10	Yes	Elect Director Michael R. Wessel	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	11	Yes	Elect Director Thomas L. Williams	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/11/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the compensation committee made positive changes to pay programs in response to last year's low say-on-pay vote, concerns are raised regarding FY2021 decisions. The company continued to use annually set goals in the long-term incentive program, limiting the long-term nature of those awards. More concerning, however, was a potentially uncapped retention agreement the company entered into with the CEO and another NEO. The agreements seek to incentivize the NEOs to delay retirement until after FY23; however, the structure of the agreements may result in sizable, non-performance-based payments in the event interest rates increase between 2021 and the date of their respective future retirements.
The Goodyear Tire & Rubber Company	04/11/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Goodyear Tire & Rubber Company	04/11/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Goodyear Tire & Rubber Company	04/11/2022	Shareholder	15	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
The Greenbrier Companies, Inc.	01/07/2022	Management	1	Yes	Elect Director Thomas B. Fargo	For	For	For	For	A vote FOR all director nominees is warranted.
The Greenbrier Companies, Inc.	01/07/2022	Management	2	Yes	Elect Director Antonio O. Garza	For	For	For	For	A vote FOR all director nominees is warranted.
The Greenbrier Companies, Inc.	01/07/2022	Management	3	Yes	Elect Director James R. Huffines	For	For	For	For	A vote FOR all director nominees is warranted.
The Greenbrier Companies, Inc.	01/07/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While certain goal-rigor and disclosure concerns remain, the annual incentive program is predominantly based on pre-set objective metrics, and the CEO's below-target payout was granted in time-based equity. In addition, LTI awards are primarily based on multi-year performance, and closing-cycle PSUs vested well below target, in line with company performance.
The Greenbrier Companies, Inc.	01/07/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hackett Group, Inc.	05/05/2022	Management	1	Yes	Elect Director Ted A. Fernandez	For	For	Against	Against	Votes AGAINST non-independent nominees Ted Fernandez and Alan Wix are warranted for lack of a majority independent board. Votes AGAINST Alan Wix are also warranted for serving as a non-independent member of a key board committee. A vote FOR Robert A. Rivero is warranted.
The Hackett Group, Inc.	05/05/2022	Management	2	Yes	Elect Director Robert A. Rivero	For	For	For	For	Votes AGAINST non-independent nominees Ted Fernandez and Alan Wix are warranted for lack of a majority independent board. Votes AGAINST Alan Wix are also warranted for serving as a non-independent member of a key board committee. A vote FOR Robert A. Rivero is warranted.
The Hackett Group, Inc.	05/05/2022	Management	3	Yes	Elect Director Alan T.G. Wix	For	For	Against	Against	Votes AGAINST non-independent nominees Ted Fernandez and Alan Wix are warranted for lack of a majority independent board. Votes AGAINST Alan Wix are also warranted for serving as a non-independent member of a key board committee. A vote FOR Robert A. Rivero is warranted.
The Hackett Group, Inc.	05/05/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 11.81 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. Company grants to NEOs.
The Hackett Group, Inc.	05/05/2022	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
The Hackett Group, Inc.	05/05/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
The Hackett Group, Inc.	05/05/2022	Management	7	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The Hanover Insurance Group, Inc.	05/10/2022	Management	1	Yes	Elect Director Martin P. Hughes	For	For	For	For	Votes AGAINST Joseph Ramrath are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hanover Insurance Group, Inc.	05/10/2022	Management	2	Yes	Elect Director Kevin J. Bradicich	For	For	For	For	Votes AGAINST Joseph Ramrath are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hanover Insurance Group, Inc.	05/10/2022	Management	3	Yes	Elect Director Theodore H. Bunting, Jr.	For	For	For	For	Votes AGAINST Joseph Ramrath are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hanover Insurance Group, Inc.	05/10/2022	Management	4	Yes	Elect Director Joseph R. Ramrath	For	For	Against	Against	Votes AGAINST Joseph Ramrath are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hanover Insurance Group, Inc.	05/10/2022	Management	5	Yes	Elect Director John C. Roche	For	For	For	For	Votes AGAINST Joseph Ramrath are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote		
										Instruction	Voting Policy Rationale
The Hanover Insurance Group, Inc.	05/10/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against		A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 12.93 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Hanover Insurance Group, Inc.	05/10/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Hanover Insurance Group, Inc.	05/10/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Howard Hughes Corporation	05/26/2022	Management	1	Yes	Elect Director William A. Ackman	For	For	Against	Against		Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporation	05/26/2022	Management	2	Yes	Elect Director Adam Flatto	For	For	Against	Against		Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporation	05/26/2022	Management	3	Yes	Elect Director Beth Kaplan	For	For	For	For		Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporation	05/26/2022	Management	4	Yes	Elect Director Allen Model	For	For	Against	Against		Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporation	05/26/2022	Management	5	Yes	Elect Director David O'Reilly	For	For	Against	Against		Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporation	05/26/2022	Management	6	Yes	Elect Director R. Scot Sellers	For	For	Against	Against		Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporation	05/26/2022	Management	7	Yes	Elect Director Steven Shepsman	For	For	Against	Against		Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporation	05/26/2022	Management	8	Yes	Elect Director Mary Ann Tighe	For	For	For	For		Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporation	05/26/2022	Management	9	Yes	Elect Director Anthony Williams	For	For	For	For		Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporation	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Howard Hughes Corporation	05/26/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For		A vote FOR this proposal to ratify the auditor is warranted.
The Manitowoc Company, Inc.	05/03/2022	Management	1	Yes	Elect Director Anne E. Belec	For	For	For	For		A vote FOR the director nominees is warranted.
The Manitowoc Company, Inc.	05/03/2022	Management	2	Yes	Elect Director Robert G. Bohne	For	For	For	For		A vote FOR the director nominees is warranted.
The Manitowoc Company, Inc.	05/03/2022	Management	3	Yes	Elect Director Anne M. Cooney	For	For	For	For		A vote FOR the director nominees is warranted.
The Manitowoc Company, Inc.	05/03/2022	Management	4	Yes	Elect Director Amy R. Davis	For	For	For	For		A vote FOR the director nominees is warranted.
The Manitowoc Company, Inc.	05/03/2022	Management	5	Yes	Elect Director Kenneth W. Krueger	For	For	For	For		A vote FOR the director nominees is warranted.
The Manitowoc Company, Inc.	05/03/2022	Management	6	Yes	Elect Director Robert W. Malone	For	For	For	For		A vote FOR the director nominees is warranted.
The Manitowoc Company, Inc.	05/03/2022	Management	7	Yes	Elect Director C. David Myers	For	For	For	For		A vote FOR the director nominees is warranted.
The Manitowoc Company, Inc.	05/03/2022	Management	8	Yes	Elect Director John C. Pfeifer	For	For	For	For		A vote FOR the director nominees is warranted.
The Manitowoc Company, Inc.	05/03/2022	Management	9	Yes	Elect Director Aaron H. Ravenscroft	For	For	For	For		A vote FOR the director nominees is warranted.
The Manitowoc Company, Inc.	05/03/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Manitowoc Company, Inc.	05/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committed demonstrated sufficient responsiveness following last year's low say-on-pay support.
The ODP Corporation	04/27/2022	Management	1	Yes	Elect Director Quincy L. Allen	For	For	For	For		A vote FOR all director nominees is warranted.
The ODP Corporation	04/27/2022	Management	2	Yes	Elect Director Kristin A. Campbell	For	For	For	For		A vote FOR all director nominees is warranted.
The ODP Corporation	04/27/2022	Management	3	Yes	Elect Director Marcus B. Dunlop	For	For	For	For		A vote FOR all director nominees is warranted.
The ODP Corporation	04/27/2022	Management	4	Yes	Elect Director Cynthia T. Jamison	For	For	For	For		A vote FOR all director nominees is warranted.
The ODP Corporation	04/27/2022	Management	5	Yes	Elect Director Shashank Samant	For	For	For	For		A vote FOR all director nominees is warranted.
The ODP Corporation	04/27/2022	Management	6	Yes	Elect Director Wendy L. Schoppert	For	For	For	For		A vote FOR all director nominees is warranted.
The ODP Corporation	04/27/2022	Management	7	Yes	Elect Director Gerry P. Smith	For	For	For	For		A vote FOR all director nominees is warranted.
The ODP Corporation	04/27/2022	Management	8	Yes	Elect Director David M. Szymanski	For	For	For	For		A vote FOR all director nominees is warranted.
The ODP Corporation	04/27/2022	Management	9	Yes	Elect Director Joseph S. Vassalluzzo	For	For	For	For		A vote FOR all director nominees is warranted.
The ODP Corporation	04/27/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The ODP Corporation	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
The ODP Corporation	04/27/2022	Management	12	Yes	Approve Amended and Restated Limited Liability Company Agreement of Office Depot, LLC to Eliminate Pass-Through Provision	For	For	For	For		A vote FOR this proposal is warranted, as eliminating the pass-through provision would not materially diminish shareholder rights.
The ONE Group Hospitality, Inc.	05/18/2022	Management	2	Yes	Elect Director Emanuel P.N. Hilario	For	For	For	For		A vote FOR the remaining director nominees is warranted.
The ONE Group Hospitality, Inc.	05/18/2022	Management	3	Yes	Elect Director Jonathan Segal	For	For	For	For		A vote FOR the remaining director nominees is warranted.
The ONE Group Hospitality, Inc.	05/18/2022	Management	5	Yes	Elect Director Susan Linton-Smith	For	For	For	For		A vote FOR the remaining director nominees is warranted.
The ONE Group Hospitality, Inc.	05/18/2022	Management	6	Yes	Elect Director Haydee Olinger	For	For	For	For		A vote FOR the remaining director nominees is warranted.
The ONE Group Hospitality, Inc.	05/18/2022	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For		A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The ONE Group Hospitality, Inc.	05/18/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. CEO pay was elevated due to sizable equity awards that are subject solely to time-based vesting. In addition, the compensation plan features above-median benchmarking which targets the CEO's total compensation at the 75th percentile of its peers, a problematic modified single-trigger severance in existing agreement and a lack of risk mitigators.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation		Vote Instruction	Voting Policy Rationale
								Recommendation	Instruction		
The ONE Group Hospitality, Inc.	05/18/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.01 percent is excessive. " The plan administrator may provide loans to exercise awards. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The company's three-year average burn rate is excessive.
The RMR Group Inc.	03/10/2022	Management	1	Yes	Elect Director Jennifer B. Clark	For	For	For	For	For	WITHHOLD votes for governance committee members Ann Logan, Rosen Plevneliev, Jonathan Veitch, and Walter Watkins Jr. are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.A vote FOR the remaining director nominees is warranted.
The RMR Group Inc.	03/10/2022	Management	2	Yes	Elect Director Ann Logan	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Ann Logan, Rosen Plevneliev, Jonathan Veitch, and Walter Watkins Jr. are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.A vote FOR the remaining director nominees is warranted.
The RMR Group Inc.	03/10/2022	Management	3	Yes	Elect Director Rosen Plevneliev	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Ann Logan, Rosen Plevneliev, Jonathan Veitch, and Walter Watkins Jr. are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.A vote FOR the remaining director nominees is warranted.
The RMR Group Inc.	03/10/2022	Management	4	Yes	Elect Director Adam D. Portnoy	For	For	For	For	For	WITHHOLD votes for governance committee members Ann Logan, Rosen Plevneliev, Jonathan Veitch, and Walter Watkins Jr. are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.A vote FOR the remaining director nominees is warranted.
The RMR Group Inc.	03/10/2022	Management	5	Yes	Elect Director Jonathan Veitch	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Ann Logan, Rosen Plevneliev, Jonathan Veitch, and Walter Watkins Jr. are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.A vote FOR the remaining director nominees is warranted.
The RMR Group Inc.	03/10/2022	Management	6	Yes	Elect Director Walter C. Watkins, Jr.	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Ann Logan, Rosen Plevneliev, Jonathan Veitch, and Walter Watkins Jr. are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws.A vote FOR the remaining director nominees is warranted.
The RMR Group Inc.	03/10/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Against	A vote AGAINST this proposal is warranted as:" The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards;" The company's change-in-control agreements with certain executives contains single-trigger equity vesting acceleration; and" The company lacks risk-mitigating provisions.
The RMR Group Inc.	03/10/2022	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The RMR Group Inc.	03/10/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The RMR Group Inc.	03/10/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Shyft Group, Inc.	05/18/2022	Management	1	Yes	Elect Director Carl A. Esposito	For	For	For	For	For	A vote FOR all director nominees is warranted.
The Shyft Group, Inc.	05/18/2022	Management	2	Yes	Elect Director Terri A. Pizzuto	For	For	For	For	For	A vote FOR all director nominees is warranted.
The Shyft Group, Inc.	05/18/2022	Management	3	Yes	Elect Director James A. Sharman	For	For	For	For	For	A vote FOR all director nominees is warranted.
The Shyft Group, Inc.	05/18/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The Shyft Group, Inc.	05/18/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Simply Good Foods Company	01/20/2022	Management	1	Yes	Elect Director Clayton C. Daley, Jr.	For	For	For	For	For	A vote FOR all director nominees is warranted.
The Simply Good Foods Company	01/20/2022	Management	2	Yes	Elect Director Nomi P. Ghez	For	For	For	For	For	A vote FOR all director nominees is warranted.
The Simply Good Foods Company	01/20/2022	Management	3	Yes	Elect Director Robert G. Montgomery	For	For	For	For	For	A vote FOR all director nominees is warranted.
The Simply Good Foods Company	01/20/2022	Management	4	Yes	Elect Director David W. Ritterbush	For	For	For	For	For	A vote FOR all director nominees is warranted.
The Simply Good Foods Company	01/20/2022	Management	5	Yes	Elect Director Joseph E. Scalzo	For	For	For	For	For	A vote FOR all director nominees is warranted.
The Simply Good Foods Company	01/20/2022	Management	6	Yes	Elect Director Joseph J. Schena	For	For	For	For	For	A vote FOR all director nominees is warranted.
The Simply Good Foods Company	01/20/2022	Management	7	Yes	Elect Director James D. White	For	For	For	For	For	A vote FOR all director nominees is warranted.
The Simply Good Foods Company	01/20/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The Simply Good Foods Company	01/20/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Against	A vote AGAINST this proposal is warranted for the unmitigated pay-for-performance misalignment. The CEO received a large one-time grant comprised entirely of time-vesting options, in addition to his annual LTI award. Further concerns are raised by the high degree of discretion used in determining annual incentive award payouts and the rigor of the long-term incentive's performance component.
The Timken Company	05/06/2022	Management	1	Yes	Elect Director Maria A. Crowe	For	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	2	Yes	Elect Director Elizabeth A. Harrell	For	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	3	Yes	Elect Director Richard G. Kyle	For	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	4	Yes	Elect Director Sarah C. Lauber	For	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	5	Yes	Elect Director John A. Luke, Jr.	For	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	6	Yes	Elect Director Christopher L. Mapes	For	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	7	Yes	Elect Director James F. Palmer	For	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	8	Yes	Elect Director Ajita G. Rajendra	For	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	9	Yes	Elect Director Frank C. Sullivan	For	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Timken Company	05/06/2022	Management	10	Yes	Elect Director John M. Timken, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	11	Yes	Elect Director Ward J. Timken, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	12	Yes	Elect Director Jacqueline F. Woods	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Timken Company	05/06/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Timken Company	05/06/2022	Shareholder	15	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements enhances shareholder rights.
The Wendy's Company	05/18/2022	Management	1	Yes	Elect Director Nelson Peltz	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	2	Yes	Elect Director Peter W. May	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	3	Yes	Elect Director Matthew H. Peltz	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	4	Yes	Elect Director Kristin A. Dolan	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	5	Yes	Elect Director Kenneth W. Gilbert	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	6	Yes	Elect Director Richard H. Gomez	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	7	Yes	Elect Director Joseph A. Levato	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	8	Yes	Elect Director Michelle "Mich" J. Mathews-Spradlin	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	9	Yes	Elect Director Todd A. Penegor	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.



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Meeting		Proposal	Votable	Recommend		Recommend	Recommend	Vote		
Company Name	Date	Proponent	Sequence Number	Proposal	Text	ation	ation	ation	Instruction	
The Wendy's Company	05/18/2022	Management	10	Yes	Elect Director Peter H. Rothschild	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	11	Yes	Elect Director Arthur B. Winkleblack	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Wendy's Company	05/18/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Wendy's Company	05/18/2022	Shareholder	14	Yes	Report on Use of Gestation Stalls in Pork Supply Chain	None	Against	For	For	A vote FOR this resolution is warranted shareholders may benefit from additional information from the company on its policies and practices relating to animal welfare in its direct operations as well as in its supply chain.
The Western Union Company	05/19/2022	Management	1	Yes	Elect Director Martin I. Cole	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	2	Yes	Elect Director Richard A. Goodman	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	3	Yes	Elect Director Betsy D. Holden	For	For	Against	Against	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	4	Yes	Elect Director Jeffrey A. Joerres	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	5	Yes	Elect Director Devin B. McGranahan	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	6	Yes	Elect Director Michael A. Miles, Jr.	For	For	Against	Against	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	7	Yes	Elect Director Timothy P. Murphy	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	8	Yes	Elect Director Joyce A. Phillips	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	9	Yes	Elect Director Jan Siegmund	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	10	Yes	Elect Director Angela A. Sun	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	11	Yes	Elect Director Solomon D. Trujillo	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	On balance, a cautious vote FOR this proposal is warranted. Certain concerns are identified with respect to pandemic-related changes to the way annual and LTI goals are measured. In addition, greater disclosure surrounding strategic and individual goals and achievements under the annual incentive plan would benefit shareholders. However, there are mitigating factors for the year in review. Pay is elevated for the new CEO due to make-whole cash and equity awards granted to compensate him for awards he forfeited by leaving his former employer. In addition, annual and long-term awards are predominantly tied to objective performance metrics and goals appear reasonably rigorous, as STI financial metrics are growth-based and the relative TSR target and maximum goals require outperformance.
The Western Union Company	05/19/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Western Union Company	05/19/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the one-year holding period is not especially problematic, is consistent with SEC requirements for filing shareholder proposals, and provides a reasonable safeguard against abuse of the right.
The York Water Company	05/02/2022	Management	1	Yes	Elect Director Cynthia A. Dotzel	For	For	For	For	WITHHOLD votes for non-independent nominee Steven Rasmussen are warranted for lack of a majority independent board. WITHHOLD votes for Steven Rasmussen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The York Water Company	05/02/2022	Management	2	Yes	Elect Director Jody L. Keller	For	For	For	For	WITHHOLD votes for non-independent nominee Steven Rasmussen are warranted for lack of a majority independent board. WITHHOLD votes for Steven Rasmussen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The York Water Company	05/02/2022	Management	3	Yes	Elect Director Steven R. Rasmussen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Steven Rasmussen are warranted for lack of a majority independent board. WITHHOLD votes for Steven Rasmussen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The York Water Company	05/02/2022	Management	4	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tilly's, Inc.	06/15/2022	Management	1	Yes	Elect Director Hezy Shaked	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Seth Johnson and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Seth Johnson and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/15/2022	Management	2	Yes	Elect Director Teresa L. Aragones	For	For	For	For	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Seth Johnson and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Seth Johnson and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/15/2022	Management	3	Yes	Elect Director Erin M. Chin	For	For	For	For	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Seth Johnson and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Seth Johnson and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/15/2022	Management	4	Yes	Elect Director Doug Collier	For	For	For	For	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Seth Johnson and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Seth Johnson and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/15/2022	Management	5	Yes	Elect Director Seth Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Seth Johnson and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Seth Johnson and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/15/2022	Management	6	Yes	Elect Director Janet E. Kerr	For	For	For	For	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Seth Johnson and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Seth Johnson and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote	Voting Policy Rationale	
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Titan International, Inc.	06/09/2022	Management	7	Yes	Elect Director Maurice M. Taylor, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr. and Anthony Soave are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Cashin Jr. and Anthony Soave are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr., Gary Cowger, Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson for demonstrating poor responsiveness to shareholder concerns following low say-on-pay support in consecutive years. WITHHOLD votes are warranted for nominating committee chair Max Guinn for lack of racial or ethnic diversity on the board.	
Titan International, Inc.	06/09/2022	Management	8	Yes	Elect Director Laura K. Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr. and Anthony Soave are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Cashin Jr. and Anthony Soave are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr., Gary Cowger, Max Guinn, Mark Rachesky, Anthony Soave, and Laura Thompson for demonstrating poor responsiveness to shareholder concerns following low say-on-pay support in consecutive years. WITHHOLD votes are warranted for nominating committee chair Max Guinn for lack of racial or ethnic diversity on the board.	
Titan International, Inc.	06/09/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Titan International, Inc.	06/09/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company demonstrated poor responsiveness following significant shareholder opposition to last year's say-on-pay proposal; and * The company maintains agreements that contain a modified single trigger change in control provision.	
Titan Machinery Inc.	06/06/2022	Management	1	Yes	Elect Director Frank Anglin	For	For	For	For	A vote FOR the director nominees is warranted.	
Titan Machinery Inc.	06/06/2022	Management	2	Yes	Elect Director David Meyer	For	For	For	For	A vote FOR the director nominees is warranted.	
Titan Machinery Inc.	06/06/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Titan Machinery Inc.	06/06/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Tivity Health, Inc.	06/23/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The process appears thorough, shareholders are receiving a premium, there is a potential downside risk of non-approval, and the cash consideration provides liquidity and certainty of value. As such, support FOR the proposed transaction is warranted.	
Tivity Health, Inc.	06/23/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although equity will auto-accelerate at the time of merger, cash severance is double trigger and of a reasonable basis, with no excise tax gross-up payable.	
Tivity Health, Inc.	06/23/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.	
Toll Brothers, Inc.	03/08/2022	Management	1	Yes	Elect Director Douglas C. Yearley, Jr.	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.	
Toll Brothers, Inc.	03/08/2022	Management	2	Yes	Elect Director Stephen F. East	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.	
Toll Brothers, Inc.	03/08/2022	Management	3	Yes	Elect Director Christine N. Garvey	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.	
Toll Brothers, Inc.	03/08/2022	Management	4	Yes	Elect Director Karen H. Grimes	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.	
Toll Brothers, Inc.	03/08/2022	Management	5	Yes	Elect Director Derek T. Kan	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.	
Toll Brothers, Inc.	03/08/2022	Management	6	Yes	Elect Director Carl B. Marbach	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.	
Toll Brothers, Inc.	03/08/2022	Management	7	Yes	Elect Director John A. McLean	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.	
Toll Brothers, Inc.	03/08/2022	Management	8	Yes	Elect Director Wendell E. Pritchett	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.	
Toll Brothers, Inc.	03/08/2022	Management	9	Yes	Elect Director Paul E. Shapiro	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.	
Toll Brothers, Inc.	03/08/2022	Management	10	Yes	Elect Director Scott D. Stowell	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.	
Toll Brothers, Inc.	03/08/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Toll Brothers, Inc.	03/08/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
TopBuild Corp.	05/02/2022	Management	1	Yes	Elect Director Alec C. Covington	For	For	For	For	A vote FOR all director nominees is warranted.	
TopBuild Corp.	05/02/2022	Management	2	Yes	Elect Director Ernesto Bautista, III	For	For	For	For	A vote FOR all director nominees is warranted.	
TopBuild Corp.	05/02/2022	Management	3	Yes	Elect Director Robert M. Buck	For	For	For	For	A vote FOR all director nominees is warranted.	
TopBuild Corp.	05/02/2022	Management	4	Yes	Elect Director Joseph S. Cantle	For	For	For	For	A vote FOR all director nominees is warranted.	
TopBuild Corp.	05/02/2022	Management	5	Yes	Elect Director Tina M. Donikowski	For	For	For	For	A vote FOR all director nominees is warranted.	
TopBuild Corp.	05/02/2022	Management	6	Yes	Elect Director Mark A. Petrarca	For	For	For	For	A vote FOR all director nominees is warranted.	
TopBuild Corp.	05/02/2022	Management	7	Yes	Elect Director Nancy M. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.	
TopBuild Corp.	05/02/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
TopBuild Corp.	05/02/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	
TopBuild Corp.	05/02/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	

B.1.a										
Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
TowneBank	05/25/2022	Management	1	Yes	Elect Director G. Robert Aston, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Robert (Bob) Aston Jr., J. Morgan Davis, Bradford (Ross) Cherry, Harry Lester, William Morrison and Richard Thurmond are warranted for lack of a majority independent board. WITHHOLD votes for Harry Lester are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/25/2022	Management	2	Yes	Elect Director Bradford L. Cherry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Robert (Bob) Aston Jr., J. Morgan Davis, Bradford (Ross) Cherry, Harry Lester, William Morrison and Richard Thurmond are warranted for lack of a majority independent board. WITHHOLD votes for Harry Lester are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/25/2022	Management	3	Yes	Elect Director J. Morgan Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Robert (Bob) Aston Jr., J. Morgan Davis, Bradford (Ross) Cherry, Harry Lester, William Morrison and Richard Thurmond are warranted for lack of a majority independent board. WITHHOLD votes for Harry Lester are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/25/2022	Management	4	Yes	Elect Director Harry T. Lester	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Robert (Bob) Aston Jr., J. Morgan Davis, Bradford (Ross) Cherry, Harry Lester, William Morrison and Richard Thurmond are warranted for lack of a majority independent board. WITHHOLD votes for Harry Lester are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/25/2022	Management	5	Yes	Elect Director William T. Morrison	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Robert (Bob) Aston Jr., J. Morgan Davis, Bradford (Ross) Cherry, Harry Lester, William Morrison and Richard Thurmond are warranted for lack of a majority independent board. WITHHOLD votes for Harry Lester are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/25/2022	Management	6	Yes	Elect Director Elizabeth W. Robertson	For	For	For	For	WITHHOLD votes for non-independent nominees G. Robert (Bob) Aston Jr., J. Morgan Davis, Bradford (Ross) Cherry, Harry Lester, William Morrison and Richard Thurmond are warranted for lack of a majority independent board. WITHHOLD votes for Harry Lester are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/25/2022	Management	7	Yes	Elect Director Dwight C. Schaubach	For	For	For	For	WITHHOLD votes for non-independent nominees G. Robert (Bob) Aston Jr., J. Morgan Davis, Bradford (Ross) Cherry, Harry Lester, William Morrison and Richard Thurmond are warranted for lack of a majority independent board. WITHHOLD votes for Harry Lester are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/25/2022	Management	8	Yes	Elect Director Richard B. Thurmond	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Robert (Bob) Aston Jr., J. Morgan Davis, Bradford (Ross) Cherry, Harry Lester, William Morrison and Richard Thurmond are warranted for lack of a majority independent board. WITHHOLD votes for Harry Lester are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/25/2022	Management	9	Yes	Ratify Dixon Hughes Goodman LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TowneBank	05/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Townsquare Media, Inc.	05/10/2022	Management	1	Yes	Elect Director Gary Ginsberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for Steven Price and Gary Ginsberg are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominees Steven Price and Gary Ginsberg are warranted for lack of a majority independent board. WITHHOLD votes for Gary Ginsberg are also warranted for serving as a non-independent member of key board committees.
Townsquare Media, Inc.	05/10/2022	Management	2	Yes	Elect Director Steven Price	For	Withhold	Withhold	Withhold	WITHHOLD votes for Steven Price and Gary Ginsberg are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominees Steven Price and Gary Ginsberg are warranted for lack of a majority independent board. WITHHOLD votes for Gary Ginsberg are also warranted for serving as a non-independent member of key board committees.
Townsquare Media, Inc.	05/10/2022	Management	3	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
TRACON Pharmaceuticals, Inc.	06/14/2022	Management	1	Yes	Elect Director Sandra Pelletier	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Stephen (Steve) Worland and Sandra Pelletier given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
TRACON Pharmaceuticals, Inc.	06/14/2022	Management	2	Yes	Elect Director Stephen T. Worland	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Stephen (Steve) Worland and Sandra Pelletier given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
TRACON Pharmaceuticals, Inc.	06/14/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
TRACON Pharmaceuticals, Inc.	06/14/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TRACON Pharmaceuticals, Inc.	06/14/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TransMedics Group, Inc.	06/01/2022	Management	1	Yes	Elect Director Waleed H. Hassanein	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	06/01/2022	Management	2	Yes	Elect Director James R. Tobin	For	For	Against	Against	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	06/01/2022	Management	3	Yes	Elect Director Edward M. Basile	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	06/01/2022	Management	4	Yes	Elect Director Thomas J. Gunderson	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	06/01/2022	Management	5	Yes	Elect Director Edwin M. Kania, Jr.	For	For	Against	Against	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	06/01/2022	Management	6	Yes	Elect Director Stephanie Lovell	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	06/01/2022	Management	7	Yes	Elect Director Merilee Raines	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	06/01/2022	Management	8	Yes	Elect Director David Weill	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	06/01/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. CEO pay remains elevated and concerns are highlighted regarding the discretionary nature of the STI program as well as the lack of performance criteria tied to equity awards.
TransMedics Group, Inc.	06/01/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TransMedics Group, Inc.	06/01/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.10 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
TransMedics Group, Inc.	06/01/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation	Instruction	
Travel + Leisure Co.	05/18/2022	Management	1	Yes	Elect Director Louise F. Brady	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/18/2022	Management	2	Yes	Elect Director Michael D. Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/18/2022	Management	3	Yes	Elect Director James E. Buckman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/18/2022	Management	4	Yes	Elect Director George Herrera	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/18/2022	Management	5	Yes	Elect Director Stephen P. Holmes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/18/2022	Management	6	Yes	Elect Director Lucinda C. Martinez	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/18/2022	Management	7	Yes	Elect Director Denny Marie Post	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/18/2022	Management	8	Yes	Elect Director Ronald L. Rickles	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/18/2022	Management	9	Yes	Elect Director Michael H. Wargotz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Travel + Leisure Co.	05/18/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted the company provided an excessive amount for the CEO's auto-related and financial planning perquisites. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.
Travel + Leisure Co.	05/18/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TravelCenters of America Inc.	06/09/2022	Management	1	Yes	Elect Director Lisa Harris Jones	For	Withhold	Withhold	Withhold	WITHHOLD votes for Lisa Jones and Rajan Penkar are warranted due to the board's unilateral adoption of bylaw amendments that impose restrictions on precatory shareholder proposals that far exceed existing SEC rules, which represents a material governance failure. Specifically, the bylaws prohibit shareholders from amending the bylaws and include provisions that erect hurdles beyond those of the SEC's Rule 14a-8 that make it more difficult for a shareholder to include any precatory proposals on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Lisa Jones and Rajan Penkar are warranted considering the company does not offer an annual say on pay proposal and the executive compensation plan features single-trigger vesting acceleration of equity awards, and lacks risk mitigators and preset performance criteria for the CEO's bonus and equity awards.
TravelCenters of America Inc.	06/09/2022	Management	2	Yes	Elect Director Rajan C. Penkar	For	Withhold	Withhold	Withhold	WITHHOLD votes for Lisa Jones and Rajan Penkar are warranted due to the board's unilateral adoption of bylaw amendments that impose restrictions on precatory shareholder proposals that far exceed existing SEC rules, which represents a material governance failure. Specifically, the bylaws prohibit shareholders from amending the bylaws and include provisions that erect hurdles beyond those of the SEC's Rule 14a-8 that make it more difficult for a shareholder to include any precatory proposals on the proxy ballot. WITHHOLD votes for incumbent compensation committee members Lisa Jones and Rajan Penkar are warranted considering the company does not offer an annual say on pay proposal and the executive compensation plan features single-trigger vesting acceleration of equity awards, and lacks risk mitigators and preset performance criteria for the CEO's bonus and equity awards.
TravelCenters of America Inc.	06/09/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Travelzoo	04/25/2022	Management	1	Yes	Elect Director Ralph Bartel	For	For	For	For	Votes AGAINST incumbent Audit Committee member Liqun (Carrie) Liu are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Travelzoo	04/25/2022	Management	2	Yes	Elect Director Christina Sindoni Ciocca	For	For	For	For	Votes AGAINST incumbent Audit Committee member Liqun (Carrie) Liu are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Travelzoo	04/25/2022	Management	3	Yes	Elect Director Carrie Liqun Liu	For	For	Against	Against	Votes AGAINST incumbent Audit Committee member Liqun (Carrie) Liu are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Travelzoo	04/25/2022	Management	4	Yes	Elect Director Volodymyr Cherevko	For	For	For	For	Votes AGAINST incumbent Audit Committee member Liqun (Carrie) Liu are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Travelzoo	04/25/2022	Management	5	Yes	Elect Director Michael Karg	For	For	For	For	Votes AGAINST incumbent Audit Committee member Liqun (Carrie) Liu are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Travelzoo	04/25/2022	Management	6	Yes	Approve Stock Option Plan Grant	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant concerns surrounding the size, design and disclosure of the option award to the CEO.
Travelzoo	04/25/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although total CEO pay declined significantly over the prior year, concerns are raised given that the discretionary bonuses, coupled with the equity awards that vest solely based on the passage of time, perpetuate a lack of performance-based elements on the company's compensation programs.
Tredegar Corporation	05/05/2022	Management	1	Yes	Elect Director George C. Freeman, III	For	For	Against	Against	A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST George Freeman III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Tredegar Corporation	05/05/2022	Management	2	Yes	Elect Director John D. Gottwald	For	For	For	For	A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST George Freeman III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Tredegar Corporation	05/05/2022	Management	3	Yes	Elect Director Kenneth R. Newsome	For	For	For	For	A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST George Freeman III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.

						Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a  Voting Policy Rationale	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text						
Tredegar Corporation		05/05/2022	Management	4	Yes	Elect Director Gregory A. Pratt	For	Against	Against	Against	A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST George Freeman III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Tredegar Corporation		05/05/2022	Management	5	Yes	Elect Director Thomas G. Snead, Jr.	For	Against	Against	Against	A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST George Freeman III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Tredegar Corporation		05/05/2022	Management	6	Yes	Elect Director John M. Steltz	For	For	For	For	A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST George Freeman III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Tredegar Corporation		05/05/2022	Management	7	Yes	Elect Director Carl E. Tack, III	For	Against	Against	Against	A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST George Freeman III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Tredegar Corporation		05/05/2022	Management	8	Yes	Elect Director Anne G. Waleski	For	Against	Against	Against	A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST George Freeman III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Tredegar Corporation		05/05/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Tredegar Corporation		05/05/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
TreeHouse Foods, Inc.		05/26/2022	Management	1	Yes	Elect Director Mark R. Hunter	For	For	For	For	A vote FOR all director nominees is warranted.
TreeHouse Foods, Inc.		05/26/2022	Management	2	Yes	Elect Director Linda K. Massman	For	For	For	For	A vote FOR all director nominees is warranted.
TreeHouse Foods, Inc.		05/26/2022	Management	3	Yes	Elect Director Jason J. Tyler	For	For	For	For	A vote FOR all director nominees is warranted.
TreeHouse Foods, Inc.		05/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
TreeHouse Foods, Inc.		05/26/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tri Pointe Homes, Inc.		04/20/2022	Management	1	Yes	Elect Director Douglas F. Bauer	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.		04/20/2022	Management	2	Yes	Elect Director Lawrence B. Burrows	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.		04/20/2022	Management	3	Yes	Elect Director Steven J. Gilbert	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.		04/20/2022	Management	4	Yes	Elect Director R. Kent Grahl	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.		04/20/2022	Management	5	Yes	Elect Director Vicki D. McWilliams	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.		04/20/2022	Management	6	Yes	Elect Director Constance B. Moore	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.		04/20/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Tri Pointe Homes, Inc.		04/20/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tri Pointe Homes, Inc.		04/20/2022	Management	9	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
TriCo Bancshares		05/19/2022	Management	1	Yes	Elect Director Donald J. Amaral	For	For	Withhold	Withhold	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	2	Yes	Elect Director Kirsten E. Garen	For	For	For	For	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	3	Yes	Elect Director Cory W. Giese	For	For	For	For	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	4	Yes	Elect Director John S. A. Hasbrook	For	For	Withhold	Withhold	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	5	Yes	Elect Director Margaret L. Kane	For	For	For	For	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	6	Yes	Elect Director Michael W. Koehnhen	For	For	For	For	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	7	Yes	Elect Director Anthony L. Leggio	For	For	For	For	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	8	Yes	Elect Director Martin A. Mariani	For	For	For	For	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	9	Yes	Elect Director Thomas C. McGraw	For	For	For	For	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	10	Yes	Elect Director Jon Y. Nakamura	For	For	For	For	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	11	Yes	Elect Director Richard P. Smith	For	For	For	For	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	12	Yes	Elect Director Kimberley H. Vogel	For	For	For	For	WITHHOLD votes for Donald Amaral and John Hasbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares		05/19/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
TriCo Bancshares		05/19/2022	Management	14	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
TriMas Corporation		05/10/2022	Management	1	Yes	Elect Director Thomas A. Amato	For	For	For	For	A vote FOR the director nominees is warranted.
TriMas Corporation		05/10/2022	Management	2	Yes	Elect Director Jeffrey M. Greene	For	For	For	For	A vote FOR the director nominees is warranted.
TriMas Corporation		05/10/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TriMas Corporation		05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
TriNet Group, Inc.		05/24/2022	Management	1	Yes	Elect Director Paul Chamberlain	For	For	For	For	WITHHOLD votes for Wayne Lowell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriNet Group, Inc.		05/24/2022	Management	2	Yes	Elect Director Wayne B. Lowell	For	For	Withhold	Withhold	WITHHOLD votes for Wayne Lowell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriNet Group, Inc.		05/24/2022	Management	3	Yes	Elect Director Myrna Soto	For	For	For	For	WITHHOLD votes for Wayne Lowell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriNet Group, Inc.		05/24/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
TriNet Group, Inc.		05/24/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
TriNet Group, Inc.		05/24/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Trinity Industries, Inc.		05/09/2022	Management	1	Yes	Elect Director William P. Ainsworth	For	For	For	For	WITHHOLD votes for Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.		05/09/2022	Management	2	Yes	Elect Director John J. Diez	For	For	For	For	WITHHOLD votes for Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.		05/09/2022	Management	3	Yes	Elect Director Leldon E. Echols	For	For	Withhold	Withhold	WITHHOLD votes for Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.		05/09/2022	Management	4	Yes	Elect Director Tyrone M. Jordan	For	For	For	For	WITHHOLD votes for Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Number	Recommendation		Recommendation	Recommendation	Instruction		
Trinity Industries, Inc.	05/09/2022	Management	5	Yes	Elect Director S. Todd MacIin	For	For	For	For	WITHHOLD votes for Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/09/2022	Management	6	Yes	Elect Director E. Jean Savage	For	For	For	For	WITHHOLD votes for Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/09/2022	Management	7	Yes	Elect Director Dunia A. Shive	For	For	For	For	WITHHOLD votes for Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/09/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the committee reduced the proportion of performance-based equity in the LTI and the relative TSR metric targets merely median performance, annual equity awards remain majority performance based and the STI is predominantly based on pre-set financial metrics. Shareholders may wish to continue monitoring the rigor of the LTI program.
Trinity Industries, Inc.	05/09/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trinseo PLC	06/14/2022	Management	1	Yes	Elect Director K'Lynne Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	2	Yes	Elect Director Joseph Alvarado	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	3	Yes	Elect Director Frank Bozich	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	4	Yes	Elect Director Victoria Brifo	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	5	Yes	Elect Director Jeffrey J. Cole	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	6	Yes	Elect Director Pierre-Marie De Leener	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	7	Yes	Elect Director Jeanmarie Desmond	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	8	Yes	Elect Director Matthew Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	9	Yes	Elect Director Sandra Beach Lin	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	10	Yes	Elect Director Philip R. Martens	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	11	Yes	Elect Director Donald T. Misheff	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	12	Yes	Elect Director Henri Steinmetz	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	13	Yes	Elect Director Mark Tomkins	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo PLC	06/14/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Trinseo PLC	06/14/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trinseo PLC	06/14/2022	Management	16	Yes	Grant Board the Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Trinseo PLC	06/14/2022	Management	17	Yes	Grant Board the Authority to Opt-Out of Statutory Pre-Emption Rights Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Trinseo PLC	06/14/2022	Management	18	Yes	Eliminate Class of Preferred Stock	For	For	For	For	A vote FOR this proposal is warranted given that the company has no specific plans to issue preferred shares and the elimination of blank-check preferred stock is in common shareholders' interests.
Trinseo PLC	06/14/2022	Management	19	Yes	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no concerns have been identified.
Trinseo PLC	06/14/2022	Management	20	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
TripAdvisor, Inc.	06/14/2022	Management	1	Yes	Elect Director Gregory B. Maffei	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	2	Yes	Elect Director Stephen Kaufer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	3	Yes	Elect Director Jay C. Hoag	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	4	Yes	Elect Director Betsy L. Morgan	For	For	For	For	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	5	Yes	Elect Director M. Greg O'Hara	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	6	Yes	Elect Director Jeremy Philips	For	For	For	For	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
						Recommend ation	Recommend ation	Recommend ation	Instruction	
TripAdvisor, Inc.	06/14/2022	Management	7	Yes	Elect Director Albert E. Rosenthaler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	8	Yes	Elect Director Jane Jie Sun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	9	Yes	Elect Director Trynka Shineman Blake	For	For	For	For	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	10	Yes	Elect Director Robert S. Wiesenthal	For	For	For	For	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TripAdvisor, Inc.	06/14/2022	Management	12	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
TriState Capital Holdings, Inc.	02/28/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Due to exclusive negotiations with RJF, TSC shareholders do not have market data to confirm that the sale process resulted in the best reasonably achievable outcome. However, the merger consideration represents a premium to both the all-time closing high of TSC shares at announcement and to historical multiples, the value of the consideration has appreciated since announcement, and the mostly-stock consideration allows for TSC shareholders to participate in the upside of a larger entity. On balance, support FOR the transaction is warranted.
TriState Capital Holdings, Inc.	02/28/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, given that the underlying transaction merits support.
Triton International Limited	04/26/2022	Management	1	Yes	Elect Director Brian M. Sondev	For	For	For	For	Votes FOR the remaining nominees are warranted.
Triton International Limited	04/26/2022	Management	2	Yes	Elect Director Robert W. Alspaugh	For	For	For	For	Votes FOR the remaining nominees are warranted.
Triton International Limited	04/26/2022	Management	3	Yes	Elect Director Malcolm P. Baker	For	For	For	For	Votes FOR the remaining nominees are warranted.
Triton International Limited	04/26/2022	Management	4	Yes	Elect Director Annabelle Bexiga	For	For	For	For	Votes FOR the remaining nominees are warranted.
Triton International Limited	04/26/2022	Management	5	Yes	Elect Director Claude Germain	For	For	For	For	Votes FOR the remaining nominees are warranted.
Triton International Limited	04/26/2022	Management	6	Yes	Elect Director Kenneth Hanau	For	For	For	For	Votes FOR the remaining nominees are warranted.
Triton International Limited	04/26/2022	Management	7	Yes	Elect Director John S. Hextall	For	For	For	For	Votes FOR the remaining nominees are warranted.
Triton International Limited	04/26/2022	Management	8	Yes	Elect Director Niharika Ramdev	For	For	For	For	Votes FOR the remaining nominees are warranted.
Triton International Limited	04/26/2022	Management	9	Yes	Elect Director Robert L. Rosner	For	For	For	For	Votes FOR the remaining nominees are warranted.
Triton International Limited	04/26/2022	Management	10	Yes	Elect Director Simon R. Vernon	For	For	For	For	Votes FOR the remaining nominees are warranted.
Triton International Limited	04/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Triton International Limited	04/26/2022	Management	12	Yes	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	The company has retained the same audit firm in excess of seven years, and the firm's non-audit fees exceed 25 percent of total fees.
Triumph Bancorp, Inc.	04/26/2022	Management	1	Yes	Elect Director Carlos M. Sepulveda, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Bancorp, Inc.	04/26/2022	Management	2	Yes	Elect Director Aaron P. Graft	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Bancorp, Inc.	04/26/2022	Management	3	Yes	Elect Director Charles A. Anderson	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Bancorp, Inc.	04/26/2022	Management	4	Yes	Elect Director Harrison B. Barnes	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Bancorp, Inc.	04/26/2022	Management	5	Yes	Elect Director Debra A. Bradford	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Bancorp, Inc.	04/26/2022	Management	6	Yes	Elect Director Richard L. Davis	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Bancorp, Inc.	04/26/2022	Management	7	Yes	Elect Director Laura K. Easley	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Bancorp, Inc.	04/26/2022	Management	8	Yes	Elect Director Maribess L. Miller	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction
Voting Policy Rationale									
Triumph Bancorp, Inc.	04/26/2022	Management	9	Yes	Elect Director Michael P. Rafferty	For	For	For	For
Triumph Bancorp, Inc.	04/26/2022	Management	10	Yes	Elect Director C. Todd Sparks	For	For	Against	Against
Triumph Bancorp, Inc.	04/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
Triumph Bancorp, Inc.	04/26/2022	Management	12	Yes	Change Company Name to Triumph Financial, Inc.	For	For	For	For
Triumph Bancorp, Inc.	04/26/2022	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against
Tronox Holdings Plc	05/12/2022	Management	1	Yes	Elect Director Ilan Kaufthal	For	For	Against	Against
Tronox Holdings Plc	05/12/2022	Management	2	Yes	Elect Director John Romano	For	For	Against	Against
Tronox Holdings Plc	05/12/2022	Management	3	Yes	Elect Director Jean-Francois Turgeon	For	For	Against	Against
Tronox Holdings Plc	05/12/2022	Management	4	Yes	Elect Director Mutlaq Al-Morished	For	For	Against	Against
Tronox Holdings Plc	05/12/2022	Management	5	Yes	Elect Director Vanessa Guthrie	For	For	For	For
Tronox Holdings Plc	05/12/2022	Management	6	Yes	Elect Director Peter B. Johnston	For	For	For	For
Tronox Holdings Plc	05/12/2022	Management	7	Yes	Elect Director Ginger M. Jones	For	For	For	For
Tronox Holdings Plc	05/12/2022	Management	8	Yes	Elect Director Stephen Jones	For	For	For	For
Tronox Holdings Plc	05/12/2022	Management	9	Yes	Elect Director Moazzam Khan	For	For	Against	Against
Tronox Holdings Plc	05/12/2022	Management	10	Yes	Elect Director Sipho Nkosi	For	For	For	For
Tronox Holdings Plc	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against
Tronox Holdings Plc	05/12/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against
Tronox Holdings Plc	05/12/2022	Management	13	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For
Tronox Holdings Plc	05/12/2022	Management	14	Yes	Approve Remuneration Report	For	For	Against	Against
Tronox Holdings Plc	05/12/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Statutory Auditors	For	For	Against	Against
Tronox Holdings Plc	05/12/2022	Management	16	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For
TrueBlue, Inc.	05/11/2022	Management	1	Yes	Elect Director A. Patrick Beharelle	For	For	For	For
TrueBlue, Inc.	05/11/2022	Management	2	Yes	Elect Director Colleen B. Brown	For	For	For	For
TrueBlue, Inc.	05/11/2022	Management	3	Yes	Elect Director Steven C. Cooper	For	For	For	For
TrueBlue, Inc.	05/11/2022	Management	4	Yes	Elect Director William C. Goings	For	For	For	For
TrueBlue, Inc.	05/11/2022	Management	5	Yes	Elect Director Kim Harris Jones	For	For	For	For
TrueBlue, Inc.	05/11/2022	Management	6	Yes	Elect Director R. Chris Kreidler	For	For	For	For
TrueBlue, Inc.	05/11/2022	Management	7	Yes	Elect Director Sonita F. Lontoh	For	For	For	For
TrueBlue, Inc.	05/11/2022	Management	8	Yes	Elect Director Jeffrey B. Sakaguchi	For	For	Against	Against
TrueBlue, Inc.	05/11/2022	Management	9	Yes	Elect Director Kristi A. Savacool	For	For	For	For
TrueBlue, Inc.	05/11/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
TrueBlue, Inc.	05/11/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against
TrueCar, Inc.	05/26/2022	Management	1	Yes	Elect Director Robert E. Buce	For	For	Withhold	Withhold
TrueCar, Inc.	05/26/2022	Management	2	Yes	Elect Director Faye M. Isotaluno	For	For	For	For
TrueCar, Inc.	05/26/2022	Management	3	Yes	Elect Director Wesley A. Nichols	For	For	For	For

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TrueCar, Inc.	05/26/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TrueCar, Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
TrustCo Bank Corp NY	05/19/2022	Management	1	Yes	Elect Director Dennis A. DeGennaro	For	For	Against	Against	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/19/2022	Management	2	Yes	Elect Director Brian C. Flynn	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/19/2022	Management	3	Yes	Elect Director Lisa M. Lucarelli	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/19/2022	Management	4	Yes	Elect Director Thomas O. Maggs	For	For	Against	Against	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/19/2022	Management	5	Yes	Elect Director Anthony J. Marinello	For	For	Against	Against	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/19/2022	Management	6	Yes	Elect Director Robert J. McCormick	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/19/2022	Management	7	Yes	Elect Director Curtis N. Powell	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/19/2022	Management	8	Yes	Elect Director Kimberly A. Russell	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/19/2022	Management	9	Yes	Elect Director Frank B. Silverman	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. Annual incentives and prior cycle performance shares were earned below target, aligned with performance. In addition, majority of equity awards are performance-based.
TrustCo Bank Corp NY	05/19/2022	Management	11	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trustmark Corporation	04/26/2022	Management	1	Yes	Elect Director Adolphus B. Baker	For	For	Against	Against	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	2	Yes	Elect Director William A. Brown	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	3	Yes	Elect Director Augustus L. Collins	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	4	Yes	Elect Director Tracy T. Conerly	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	5	Yes	Elect Director Duane A. Dewey	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	6	Yes	Elect Director Marcelo Eduardo	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	7	Yes	Elect Director J. Clay Hays, Jr.	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	8	Yes	Elect Director Gerard R. Host	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	9	Yes	Elect Director Harris V. Morrisette	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	10	Yes	Elect Director Richard H. Puckett	For	For	Against	Against	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	11	Yes	Elect Director William G. Yates, III	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Trustmark Corporation	04/26/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Trustmark Corporation	04/26/2022	Management	14	Yes	Ratify Crowe LLP as Auditor	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
TTM Technologies, Inc.	05/12/2022	Management	1	Yes	Elect Director Thomas T. Edman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Edman and Dov Zakheim are warranted for lack of a majority independent board. WITHHOLD votes for Dov Zakheim are also warranted for serving as a non-independent member of a key board committee. A vote FOR Chantel E. Lenard is warranted.
TTM Technologies, Inc.	05/12/2022	Management	2	Yes	Elect Director Chantel E. Lenard	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Edman and Dov Zakheim are warranted for lack of a majority independent board. WITHHOLD votes for Dov Zakheim are also warranted for serving as a non-independent member of a key board committee. A vote FOR Chantel E. Lenard is warranted.
TTM Technologies, Inc.	05/12/2022	Management	3	Yes	Elect Director Dov S. Zakheim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Edman and Dov Zakheim are warranted for lack of a majority independent board. WITHHOLD votes for Dov Zakheim are also warranted for serving as a non-independent member of a key board committee. A vote FOR Chantel E. Lenard is warranted.
TTM Technologies, Inc.	05/12/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonable aligned and no significant concerns were identified at this time.
TTM Technologies, Inc.	05/12/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Turning Point Brands, Inc.	04/27/2022	Management	1	Yes	Elect Director Gregory H. A. Baxter	For	For	For	For	A vote FOR all director nominees is warranted
Turning Point Brands, Inc.	04/27/2022	Management	2	Yes	Elect Director H. C. Charles Diao	For	For	For	For	A vote FOR all director nominees is warranted
Turning Point Brands, Inc.	04/27/2022	Management	3	Yes	Elect Director Yavor Efremov	For	For	For	For	A vote FOR all director nominees is warranted
Turning Point Brands, Inc.	04/27/2022	Management	4	Yes	Elect Director Ashley Davis Frushone	For	For	For	For	A vote FOR all director nominees is warranted
Turning Point Brands, Inc.	04/27/2022	Management	5	Yes	Elect Director David Glazek	For	For	For	For	A vote FOR all director nominees is warranted
Turning Point Brands, Inc.	04/27/2022	Management	6	Yes	Elect Director Assia Grazioli-Venier	For	For	For	For	A vote FOR all director nominees is warranted
Turning Point Brands, Inc.	04/27/2022	Management	7	Yes	Elect Director Stephen Usher	For	For	For	For	A vote FOR all director nominees is warranted
Turning Point Brands, Inc.	04/27/2022	Management	8	Yes	Elect Director Lawrence S. Wexler	For	For	For	For	A vote FOR all director nominees is warranted
Turning Point Brands, Inc.	04/27/2022	Management	9	Yes	Elect Director Arnold Zimmerman	For	For	For	For	A vote FOR all director nominees is warranted
Turning Point Brands, Inc.	04/27/2022	Management	10	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Turning Point Brands, Inc.	04/27/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Turning Point Brands, Inc.	04/27/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Turning Point Therapeutics, Inc.	06/16/2022	Management	1	Yes	Elect Director Mark J. Alles	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Mark Alles and Barbara Bodem are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Compensation Committee members Mark Alles and Barbara Bodem are further warranted as the board approved and entered into new agreements with certain executives that contain excise tax gross-up provision.
Turning Point Therapeutics, Inc.	06/16/2022	Management	2	Yes	Elect Director Barbara W. Bodem	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Mark Alles and Barbara Bodem are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Compensation Committee members Mark Alles and Barbara Bodem are further warranted as the board approved and entered into new agreements with certain executives that contain excise tax gross-up provision.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Turning Point Therapeutics, Inc.			3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the STI program is tied to the achievement of certain corporate goals, the goals are generally described in qualitative terms, payouts are discretionarily determined, and disclosure regarding performance results under the program is limited. In addition, although the committee introduced performance shares into the LTI program, the large majority of the CEO's sizable equity awards consisted of time-vesting RSUs and stock options. While acknowledging that stock options are considered more strongly performance-based at clinical-stage biopharmaceutical companies, many investors may expect performance shares to comprise a larger portion of the CEO's equity awards, given their magnitude and the fact that the company has reported positive revenue in recent years. In addition, in an 8-K announcing the entry into a merger agreement between the company and Bristol-Myers Squibb Company, the company discloses that the board approved and authorized agreements that provide for the payment of golden parachute excise tax gross-ups for the CEO and certain NEOs in connection with the merger agreement. Golden parachute excise tax gross-ups are not the market norm, and the provision of such gross-ups is considered a problematic pay practice.
Turning Point Therapeutics, Inc.	06/16/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Tutor Perini Corporation	05/18/2022	Management	1	Yes	Elect Director Ronald N. Tutor	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for failure to address the majority against vote for directors Michael Klein, Robert Lieber, and Peter Arkley at the 2021 annual meeting. WITHHOLD votes are further warranted for all incumbent director nominees given poor responsiveness to persistent pay concerns, despite eleven consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee. A vote FOR new director nominee Jigisha Desai is warranted.
Tutor Perini Corporation	05/18/2022	Management	2	Yes	Elect Director Peter Arkley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for failure to address the majority against vote for directors Michael Klein, Robert Lieber, and Peter Arkley at the 2021 annual meeting. WITHHOLD votes are further warranted for all incumbent director nominees given poor responsiveness to persistent pay concerns, despite eleven consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee. A vote FOR new director nominee Jigisha Desai is warranted.
Tutor Perini Corporation	05/18/2022	Management	3	Yes	Elect Director Jigisha Desai	For	For	For	For	WITHHOLD votes are warranted for all incumbent director nominees for failure to address the majority against vote for directors Michael Klein, Robert Lieber, and Peter Arkley at the 2021 annual meeting. WITHHOLD votes are further warranted for all incumbent director nominees given poor responsiveness to persistent pay concerns, despite eleven consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee. A vote FOR new director nominee Jigisha Desai is warranted.
Tutor Perini Corporation	05/18/2022	Management	4	Yes	Elect Director Sidney J. Feltenstein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for failure to address the majority against vote for directors Michael Klein, Robert Lieber, and Peter Arkley at the 2021 annual meeting. WITHHOLD votes are further warranted for all incumbent director nominees given poor responsiveness to persistent pay concerns, despite eleven consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee. A vote FOR new director nominee Jigisha Desai is warranted.
Tutor Perini Corporation	05/18/2022	Management	5	Yes	Elect Director Michael F. Horodniceanu	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for failure to address the majority against vote for directors Michael Klein, Robert Lieber, and Peter Arkley at the 2021 annual meeting. WITHHOLD votes are further warranted for all incumbent director nominees given poor responsiveness to persistent pay concerns, despite eleven consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee. A vote FOR new director nominee Jigisha Desai is warranted.
Tutor Perini Corporation	05/18/2022	Management	6	Yes	Elect Director Michael R. Klein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for failure to address the majority against vote for directors Michael Klein, Robert Lieber, and Peter Arkley at the 2021 annual meeting. WITHHOLD votes are further warranted for all incumbent director nominees given poor responsiveness to persistent pay concerns, despite eleven consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee. A vote FOR new director nominee Jigisha Desai is warranted.
Tutor Perini Corporation	05/18/2022	Management	7	Yes	Elect Director Robert C. Lieber	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for failure to address the majority against vote for directors Michael Klein, Robert Lieber, and Peter Arkley at the 2021 annual meeting. WITHHOLD votes are further warranted for all incumbent director nominees given poor responsiveness to persistent pay concerns, despite eleven consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee. A vote FOR new director nominee Jigisha Desai is warranted.
Tutor Perini Corporation	05/18/2022	Management	8	Yes	Elect Director Dennis D. Oklak	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for failure to address the majority against vote for directors Michael Klein, Robert Lieber, and Peter Arkley at the 2021 annual meeting. WITHHOLD votes are further warranted for all incumbent director nominees given poor responsiveness to persistent pay concerns, despite eleven consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee. A vote FOR new director nominee Jigisha Desai is warranted.
Tutor Perini Corporation	05/18/2022	Management	9	Yes	Elect Director Raymond R. Oneglia	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for failure to address the majority against vote for directors Michael Klein, Robert Lieber, and Peter Arkley at the 2021 annual meeting. WITHHOLD votes are further warranted for all incumbent director nominees given poor responsiveness to persistent pay concerns, despite eleven consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee. A vote FOR new director nominee Jigisha Desai is warranted.

Meeting					Proposal	Management		ISS	Voting	Vote	B.1.a
Company Name	Date	Proponent	Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Policy Recommendation		
Tutor Perini Corporation	05/18/2022	Management	10	Yes	Elect Director Dale Anne Reiss	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees for failure to address the majority against vote for directors Michael Klein, Robert Lieber, and Peter Arkley at the 2021 annual meeting. WITHHOLD votes are further warranted for all incumbent director nominees given poor responsiveness to persistent pay concerns, despite eleven consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee. A vote FOR new director nominee Jigisha Desai is warranted.
Tutor Perini Corporation	05/18/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tutor Perini Corporation	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's failed say-on-pay proposal. The company also entered into a new CEO agreement which includes an excessive cash severance provision. In addition, the pay-for-performance misalignment has not been mitigated given that significant concerns have been identified in the executive compensation program. The CEO's already high salary and target bonus were further increased during fiscal 2021, and his new target long-term incentives also became relatively high. In addition, performance targets under the short-term incentive program were set below prior year actual performance without a clear rationale, performance-based awards may pay out at target for median performance, and there is no disclosed cap on payouts when TSR is negative. Lastly, concerns remain with respect to the magnitude of CEO perquisites.
Twist Bioscience Corporation	02/08/2022	Management	1	Yes	Elect Director Nelson C. Chan	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Nelson Chan, Xiaoying Mai, and Robert Ragusa are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for Nelson Chan are further warranted for serving as a non-independent member of a key board committee.A vote FOR remaining director nominee Melissa A. Starovasnik is warranted.
Twist Bioscience Corporation	02/08/2022	Management	2	Yes	Elect Director Xiaoying Mai	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Nelson Chan, Xiaoying Mai, and Robert Ragusa are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for Nelson Chan are further warranted for serving as a non-independent member of a key board committee.A vote FOR remaining director nominee Melissa A. Starovasnik is warranted.
Twist Bioscience Corporation	02/08/2022	Management	3	Yes	Elect Director Robert Ragusa	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Nelson Chan, Xiaoying Mai, and Robert Ragusa are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for Nelson Chan are further warranted for serving as a non-independent member of a key board committee.A vote FOR remaining director nominee Melissa A. Starovasnik is warranted.
Twist Bioscience Corporation	02/08/2022	Management	4	Yes	Elect Director Melissa A. Starovasnik	For	For	For	For	For	WITHHOLD votes for director nominees Nelson Chan, Xiaoying Mai, and Robert Ragusa are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for Nelson Chan are further warranted for serving as a non-independent member of a key board committee.A vote FOR remaining director nominee Melissa A. Starovasnik is warranted.
Twist Bioscience Corporation	02/08/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Twist Bioscience Corporation	02/08/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
U.S. Silica Holdings, Inc.	05/12/2022	Management	1	Yes	Elect Director Peter C. Bernard	For	For	For	For	For	A vote FOR all director nominees is warranted.
U.S. Silica Holdings, Inc.	05/12/2022	Management	2	Yes	Elect Director Diane K. Duren	For	For	For	For	For	A vote FOR all director nominees is warranted.
U.S. Silica Holdings, Inc.	05/12/2022	Management	3	Yes	Elect Director William J. Kacal	For	For	For	For	For	A vote FOR all director nominees is warranted.
U.S. Silica Holdings, Inc.	05/12/2022	Management	4	Yes	Elect Director Sandra R. Rogers	For	For	For	For	For	A vote FOR all director nominees is warranted.
U.S. Silica Holdings, Inc.	05/12/2022	Management	5	Yes	Elect Director Charles W. Shaver	For	For	For	For	For	A vote FOR all director nominees is warranted.
U.S. Silica Holdings, Inc.	05/12/2022	Management	6	Yes	Elect Director Bryan A. Shinn	For	For	For	For	For	A vote FOR all director nominees is warranted.
U.S. Silica Holdings, Inc.	05/12/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	For	The pay-for-performance misalignment is mitigated at this time given that the short- and long-term incentive programs are primarily performance-based, and there was a rigorous cap on bonus payouts which required significant stock price appreciation. However, a cautionary vote FOR this proposal is warranted given that the company demonstrated only limited responsiveness to last year's low say-on-pay support. While the company engaged with shareholders and committed to provide enhanced disclosure in the event of any unique separation arrangements in the future, the company only disclosed feedback and many other pay program changes related to the failed vote in 2020.
U.S. Silica Holdings, Inc.	05/12/2022	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
U.S. Silica Holdings, Inc.	05/12/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: "The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards." The plan allows for company loans to officers for the exercise of awards.
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	1	Yes	Elect Director Jon Beizer	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Max Fuller, Eric Fuller, John Rickel, Jon Beizer, Edward (Ned) Braman, Jennifer (Jen) Buckner, Michael (Mike) Ducker, and Dennis Nash as the company maintains a dual-class capital structure with unequal voting rights, and there is no time-based sunset provision on the capital structure. WITHHOLD votes are further warranted for audit committee members John Rickel, Jon Beizer, Edward (Ned) Braman, and Michael (Mike) Ducker due to the significant indirect pledging of shares and the absence of a rationale for the pledging or a plan to unwind it. WITHHOLD votes are further warranted for nominating committee chair John Rickel for lack of racial or ethnic diversity on the board.
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	2	Yes	Elect Director Edward "Ned" Braman	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Max Fuller, Eric Fuller, John Rickel, Jon Beizer, Edward (Ned) Braman, Jennifer (Jen) Buckner, Michael (Mike) Ducker, and Dennis Nash as the company maintains a dual-class capital structure with unequal voting rights, and there is no time-based sunset provision on the capital structure. WITHHOLD votes are further warranted for audit committee members John Rickel, Jon Beizer, Edward (Ned) Braman, and Michael (Mike) Ducker due to the significant indirect pledging of shares and the absence of a rationale for the pledging or a plan to unwind it. WITHHOLD votes are further warranted for nominating committee chair John Rickel for lack of racial or ethnic diversity on the board.
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	3	Yes	Elect Director Jennifer G. Buckner	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Max Fuller, Eric Fuller, John Rickel, Jon Beizer, Edward (Ned) Braman, Jennifer (Jen) Buckner, Michael (Mike) Ducker, and Dennis Nash as the company maintains a dual-class capital structure with unequal voting rights, and there is no time-based sunset provision on the capital structure. WITHHOLD votes are further warranted for audit committee members John Rickel, Jon Beizer, Edward (Ned) Braman, and Michael (Mike) Ducker due to the significant indirect pledging of shares and the absence of a rationale for the pledging or a plan to unwind it. WITHHOLD votes are further warranted for nominating committee chair John Rickel for lack of racial or ethnic diversity on the board.
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	4	Yes	Elect Director Michael Ducker	For	Withhold	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Max Fuller, Eric Fuller, John Rickel, Jon Beizer, Edward (Ned) Braman, Jennifer (Jen) Buckner, Michael (Mike) Ducker, and Dennis Nash as the company maintains a dual-class capital structure with unequal voting rights, and there is no time-based sunset provision on the capital structure. WITHHOLD votes are further warranted for audit committee members John Rickel, Jon Beizer, Edward (Ned) Braman, and Michael (Mike) Ducker due to the significant indirect pledging of shares and the absence of a rationale for the pledging or a plan to unwind it. WITHHOLD votes are further warranted for nominating committee chair John Rickel for lack of racial or ethnic diversity on the board.



					Management		ISS		Voting Policy		B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale	
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	5	Yes	Elect Director Eric Fuller	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Max Fuller, Eric Fuller, John Rickel, Jon Beizer, Edward (Ned) Braman, Jennifer (Jen) Buckner, Michael (Mike) Ducker, and Dennis Nash as the company maintains a dual-class capital structure with unequal voting rights, and there is no time-based sunset provision on the capital structure. WITHHOLD votes are further warranted for audit committee members John Rickel, Jon Beizer, Edward (Ned) Braman, and Michael (Mike) Ducker due to the significant indirect pledging of shares and the absence of a rationale for the pledging or a plan to unwind it. WITHHOLD votes are further warranted for nominating committee chair John Rickel for lack of racial or ethnic diversity on the board.	
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	6	Yes	Elect Director Max Fuller	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Max Fuller, Eric Fuller, John Rickel, Jon Beizer, Edward (Ned) Braman, Jennifer (Jen) Buckner, Michael (Mike) Ducker, and Dennis Nash as the company maintains a dual-class capital structure with unequal voting rights, and there is no time-based sunset provision on the capital structure. WITHHOLD votes are further warranted for audit committee members John Rickel, Jon Beizer, Edward (Ned) Braman, and Michael (Mike) Ducker due to the significant indirect pledging of shares and the absence of a rationale for the pledging or a plan to unwind it. WITHHOLD votes are further warranted for nominating committee chair John Rickel for lack of racial or ethnic diversity on the board.	
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	7	Yes	Elect Director Dennis Nash	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Max Fuller, Eric Fuller, John Rickel, Jon Beizer, Edward (Ned) Braman, Jennifer (Jen) Buckner, Michael (Mike) Ducker, and Dennis Nash as the company maintains a dual-class capital structure with unequal voting rights, and there is no time-based sunset provision on the capital structure. WITHHOLD votes are further warranted for audit committee members John Rickel, Jon Beizer, Edward (Ned) Braman, and Michael (Mike) Ducker due to the significant indirect pledging of shares and the absence of a rationale for the pledging or a plan to unwind it. WITHHOLD votes are further warranted for nominating committee chair John Rickel for lack of racial or ethnic diversity on the board.	
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	8	Yes	Elect Director John C. Rickel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Max Fuller, Eric Fuller, John Rickel, Jon Beizer, Edward (Ned) Braman, Jennifer (Jen) Buckner, Michael (Mike) Ducker, and Dennis Nash as the company maintains a dual-class capital structure with unequal voting rights, and there is no time-based sunset provision on the capital structure. WITHHOLD votes are further warranted for audit committee members John Rickel, Jon Beizer, Edward (Ned) Braman, and Michael (Mike) Ducker due to the significant indirect pledging of shares and the absence of a rationale for the pledging or a plan to unwind it. WITHHOLD votes are further warranted for nominating committee chair John Rickel for lack of racial or ethnic diversity on the board.	
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
UFP Industries, Inc.	04/20/2022	Management	1	Yes	Elect Director Joan A. Budden	For	For	For	For	Votes AGAINST Bruce Merino are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
UFP Industries, Inc.	04/20/2022	Management	2	Yes	Elect Director William G. Currie	For	For	Against	Against		
UFP Industries, Inc.	04/20/2022	Management	3	Yes	Elect Director Bruce A. Merino	For	For	Against	Against	Votes AGAINST Bruce Merino are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
UFP Industries, Inc.	04/20/2022	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the rationale is reasonable. The proposal is being made for the purpose of effecting a 2-for-1 stock split, and the proposed increase in authorized shares of common stock is proportionate with respect to the stock split ratio.	
UFP Industries, Inc.	04/20/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the top five executives during the last fiscal year exceeds 15 percent of total awards.	
UFP Industries, Inc.	04/20/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
UFP Industries, Inc.	04/20/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
UFP Technologies, Inc.	06/08/2022	Management	1	Yes	Elect Director R. Jeffrey Bailly	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
UFP Technologies, Inc.	06/08/2022	Management	2	Yes	Elect Director Thomas Oberdorf	For	For	Withhold	Withhold	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
UFP Technologies, Inc.	06/08/2022	Management	3	Yes	Elect Director Marc Kozin	For	For	Withhold	Withhold	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
UFP Technologies, Inc.	06/08/2022	Management	4	Yes	Elect Director Daniel C. Croteau	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
UFP Technologies, Inc.	06/08/2022	Management	5	Yes	Elect Director Cynthia L. Feldmann	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
UFP Technologies, Inc.	06/08/2022	Management	6	Yes	Elect Director Joseph John Hassett	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
UFP Technologies, Inc.	06/08/2022	Management	7	Yes	Elect Director Symeria Hudson	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
UFP Technologies, Inc.	06/08/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * Modified single trigger cash severance upon a change in control; * Auto accelerated vesting of equity awards upon a change in control; * Excessive severance provision in an existing agreement; * Guaranteed multi-year equity awards to the CEO; * Sizable perquisites that significantly exceeds market norms; and * A lack of risk-mitigating factors, including a compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	
UFP Technologies, Inc.	06/08/2022	Management	9	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as the company's potential Voting Power Dilution for all incentive plans of 12.84 percent is reasonable.	
UFP Technologies, Inc.	06/08/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Ultra Clean Holdings, Inc.	05/19/2022	Management	1	Yes	Elect Director Clarence L. Granger	For	For	For	For	Votes AGAINST David ibnAle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ultra Clean Holdings, Inc.	05/19/2022	Management	2	Yes	Elect Director James P. Scholhamer	For	For	For	For	Votes AGAINST David ibnAle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ultra Clean Holdings, Inc.	05/19/2022	Management	3	Yes	Elect Director David T. ibnAle	For	For	Against	Against	Votes AGAINST David ibnAle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ultra Clean Holdings, Inc.	05/19/2022	Management	4	Yes	Elect Director Emily Liggett	For	For	For	For	Votes AGAINST David ibnAle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ultra Clean Holdings, Inc.	05/19/2022	Management	5	Yes	Elect Director Thomas T. Edman	For	For	For	For	Votes AGAINST David ibnAle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ultra Clean Holdings, Inc.	05/19/2022	Management	6	Yes	Elect Director Barbara V. Scherer	For	For	For	For	Votes AGAINST David ibnAle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ultra Clean Holdings, Inc.	05/19/2022	Management	7	Yes	Elect Director Ernest E. Maddock	For	For	For	For	Votes AGAINST David ibnAle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ultra Clean Holdings, Inc.	05/19/2022	Management	8	Yes	Elect Director Jacqueline A. Seto	For	For	For	For	Votes AGAINST David ibnAle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ultra Clean Holdings, Inc.	05/19/2022	Management	9	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Ultra Clean Holdings, Inc.	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	1	Yes	Elect Director Lars Ekman	For	For	For	For	A vote FOR all director nominees is warranted.	
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	2	Yes	Elect Director Matthew K. Fust	For	For	For	For	A vote FOR all director nominees is warranted.	
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	3	Yes	Elect Director Amrit Ray	For	For	For	For	A vote FOR all director nominees is warranted.	
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

Company Name	Meeting Date	Proposal Sequence Number	Proponent	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
UMB Financial Corporation	04/26/2022	Management	1	Yes	Elect Director Robin C. Beery	For	For	For	For	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	2	Yes	Elect Director Janine A. Davidson	For	For	For	For	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	3	Yes	Elect Director Kevin C. Gallagher	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	4	Yes	Elect Director Greg M. Graves	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	5	Yes	Elect Director Alexander C. Kemper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	6	Yes	Elect Director J. Mariner Kemper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	7	Yes	Elect Director Gordon E. Lansford, III	For	For	For	For	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	8	Yes	Elect Director Timothy R. Murphy	For	For	For	For	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	9	Yes	Elect Director Tamara M. Peterman	For	For	For	For	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	10	Yes	Elect Director Kris A. Robbins	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	11	Yes	Elect Director L. Joshua Sosland	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	12	Yes	Elect Director Leroy J. Williams, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins, and L. Joshua Sosland are warranted for lack of a majority independent board. WITHHOLD votes for Greg Graves, Kevin Gallagher, Kris Robbins, and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
UMB Financial Corporation	04/26/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Umpqua Holdings Corporation	01/26/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Shareholders may be concerned about the underperformance of UMPQ shares since the announcement, as well as the lack of a sale process. Nonetheless, the strategic rationale appears sound, as the combined company would be positioned as the second largest independent bank focused on the West coast, shareholders are receiving a premium, the deal is expected to generate \$135 million of annual cost synergies equal to 12.5 percent of the combined company's non-interest expenses, and the projected tangible book value dilution is a reasonable 5.9 percent, with an expected 2.6 year earn back period. On balance, in light of reasonable strategic rationale and financial metrics, support FOR the transaction is warranted.
Umpqua Holdings Corporation	01/26/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although equity awards are double trigger and CEO O'Haver's legacy change-in-control provisions are reasonable, O'Haver will receive deferred cash compensation valued at \$5.25 million, effectively paying O'Haver's original cash severance. Further, the proxy does not disclose that payment requires a constructive or involuntary loss of employment. Given that O'Haver is expected to remain with the company post-closing, such payment is effectively deferred single trigger cash severance.
Umpqua Holdings Corporation	01/26/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
UniFirst Corporation	01/11/2022	Management	1	Yes	Elect Director Phillip L. Cohen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Cohen and Cynthia Croatti are warranted for lack of a majority independent board.WITHHOLD votes for Phillip Cohen are also warranted for serving as a non-independent member of all key board committees.
UniFirst Corporation	01/11/2022	Management	2	Yes	Elect Director Cynthia Croatti	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Cohen and Cynthia Croatti are warranted for lack of a majority independent board.WITHHOLD votes for Phillip Cohen are also warranted for serving as a non-independent member of all key board committees.
UniFirst Corporation	01/11/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unisys Corporation	05/05/2022	Management	1	Yes	Elect Director Peter A. Altabef	For	For	For	For	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2022	Management	2	Yes	Elect Director Nathaniel A. Davis	For	For	For	For	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2022	Management	3	Yes	Elect Director Matthew J. Desch	For	For	For	For	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2022	Management	4	Yes	Elect Director Denise K. Fletcher	For	For	Against	Against	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2022	Management	5	Yes	Elect Director Philippe Germond	For	For	For	For	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Unisys Corporation	05/05/2022	Management	6	Yes	Elect Director Deborah Lee James	For	For	For	For	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2022	Management	7	Yes	Elect Director Paul E. Martin	For	For	For	For	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2022	Management	8	Yes	Elect Director Regina Paolillo	For	For	For	For	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2022	Management	9	Yes	Elect Director Troy K. Richardson	For	For	For	For	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2022	Management	10	Yes	Elect Director Lee D. Roberts	For	For	Against	Against	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2022	Management	11	Yes	Elect Director Roxanne Taylor	For	For	For	For	Votes AGAINST Denise Fletcher and Lee Roberts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Unisys Corporation	05/05/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.
United Bankshares, Inc.	05/11/2022	Management	1	Yes	Elect Director Richard M. Adams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	2	Yes	Elect Director Richard M. Adams, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	3	Yes	Elect Director Charles L. Capito, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	4	Yes	Elect Director Peter A. Converse	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	5	Yes	Elect Director Michael P. Fitzgerald	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	6	Yes	Elect Director Patrice A. Harris	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	7	Yes	Elect Director Diana Lewis Jackson	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	8	Yes	Elect Director J. Paul McNamara	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	9	Yes	Elect Director Mark R. Nesselroad	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	10	Yes	Elect Director Jerold L. Rexroad	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	11	Yes	Elect Director Lacy I. Rice, III	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	12	Yes	Elect Director Albert H. Small, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	13	Yes	Elect Director Mary K. Weddle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Bankshares, Inc.	05/11/2022	Management	14	Yes	Elect Director Gary G. White	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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United Bankshares, Inc.	05/11/2022	Management	15	Yes	Elect Director P. Clinton Winter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Adams, Richard Adams Jr., P. Clinton Winter Jr., Peter Converse, Michael Fitzgerald, J. Paul McNamara, Mark Nesselroad, Jerold (Jerry) Rexroad, Mary Weddle and Gary White are warranted for lack of a majority independent board. WITHHOLD votes for P. Clinton Winter Jr., J. Paul McNamara, Mark Nesselroad, Mary Weddle and Gary White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
United Bankshares, Inc.	05/11/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
United Bankshares, Inc.	05/11/2022	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
United Fire Group, Inc.	05/18/2022	Management	1	Yes	Elect Director John-Paul E. Besong	For	For	For	For	Votes AGAINST James Noyce and Kyle Skogman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
United Fire Group, Inc.	05/18/2022	Management	2	Yes	Elect Director Matthew R. Foran	For	For	For	For	Votes AGAINST James Noyce and Kyle Skogman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
United Fire Group, Inc.	05/18/2022	Management	3	Yes	Elect Director James W. Noyce	For	For	Against	Against	Votes AGAINST James Noyce and Kyle Skogman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
United Fire Group, Inc.	05/18/2022	Management	4	Yes	Elect Director Kyle D. Skogman	For	For	Against	Against	Votes AGAINST James Noyce and Kyle Skogman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
United Fire Group, Inc.	05/18/2022	Management	5	Yes	Elect Director Mark A. Green	For	For	For	For	Votes AGAINST James Noyce and Kyle Skogman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
United Fire Group, Inc.	05/18/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
United Fire Group, Inc.	05/18/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
United Insurance Holdings Corp.	05/03/2022	Management	1	Yes	Elect Director Alec L. Poitevint, II	For	For	Against	Against	Votes AGAINST Alec Poitevint II are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee chairman Kern Davis are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
United Insurance Holdings Corp.	05/03/2022	Management	2	Yes	Elect Director Kern M. Davis	For	Against	Against	Against	Votes AGAINST Alec Poitevint II are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee chairman Kern Davis are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
United Insurance Holdings Corp.	05/03/2022	Management	3	Yes	Elect Director William H. Hood, III	For	For	For	For	Votes AGAINST Alec Poitevint II are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee chairman Kern Davis are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
United Insurance Holdings Corp.	05/03/2022	Management	4	Yes	Elect Director Sherrill W. Hudson	For	For	For	For	Votes AGAINST Alec Poitevint II are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee chairman Kern Davis are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
United Insurance Holdings Corp.	05/03/2022	Management	5	Yes	Elect Director Patrick F. Maroney	For	For	For	For	Votes AGAINST Alec Poitevint II are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee chairman Kern Davis are warranted for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
United Insurance Holdings Corp.	05/03/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
United Insurance Holdings Corp.	05/03/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
United Natural Foods, Inc.	01/11/2022	Management	1	Yes	Elect Director Eric F. Artz	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
United Natural Foods, Inc.	01/11/2022	Management	2	Yes	Elect Director Ann Torre Bates	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
United Natural Foods, Inc.	01/11/2022	Management	3	Yes	Elect Director Gloria R. Boyland	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
United Natural Foods, Inc.	01/11/2022	Management	4	Yes	Elect Director Denise M. Clark	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
United Natural Foods, Inc.	01/11/2022	Management	5	Yes	Elect Director J. Alexander (Sandy) Miller Douglas	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
United Natural Foods, Inc.	01/11/2022	Management	6	Yes	Elect Director Daphne J. Dufresne	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
United Natural Foods, Inc.	01/11/2022	Management	7	Yes	Elect Director Michael S. Funk	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
United Natural Foods, Inc.	01/11/2022	Management	8	Yes	Elect Director James L. Muehlbauer	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
United Natural Foods, Inc.	01/11/2022	Management	9	Yes	Elect Director Peter A. Roy	For	For	Against	Against	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
United Natural Foods, Inc.	01/11/2022	Management	10	Yes	Elect Director Jack Stahl	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.	
United Natural Foods, Inc.	01/11/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
United Natural Foods, Inc.	01/11/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In response to the prior year's low say-on-pay vote, the compensation committee engaged with shareholders and made significant improvements to the company's compensation practices in response to the feedback received. Further, pay and performance are reasonably aligned and no significant concerns were identified at this time.	
United States Cellular Corporation	05/17/2022	Management	1	Yes	Elect Director J. Samuel Crowley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Samuel Crowley and Gregory (Greg) Josefowicz are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for J. Samuel Crowley and Gregory (Greg) Josefowicz are also warranted for serving as non-independent members of a key board committee. A vote FOR Cecelia D. Stewart is warranted.	
United States Cellular Corporation	05/17/2022	Management	2	Yes	Elect Director Gregory P. Josefowicz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Samuel Crowley and Gregory (Greg) Josefowicz are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for J. Samuel Crowley and Gregory (Greg) Josefowicz are also warranted for serving as non-independent members of a key board committee. A vote FOR Cecelia D. Stewart is warranted.	
United States Cellular Corporation	05/17/2022	Management	3	Yes	Elect Director Cecelia D. Stewart	For	For	For	For	WITHHOLD votes for non-independent nominees J. Samuel Crowley and Gregory (Greg) Josefowicz are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for J. Samuel Crowley and Gregory (Greg) Josefowicz are also warranted for serving as non-independent members of a key board committee. A vote FOR Cecelia D. Stewart is warranted.	
United States Cellular Corporation	05/17/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
United States Cellular Corporation	05/17/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.61 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
United States Cellular Corporation	05/17/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
United States Lime & Minerals, Inc.	04/29/2022	Management	1	Yes	Elect Director Timothy W. Byrne	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin, Billy Hughes and Edward (Ed) Odshaw are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin, Billy Hughes and Edward (Ed) Odshaw are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Antoine Doumet are further warranted due to the board's lack of gender and ethnic/racial diversity at the board level. WITHHOLD votes for Audit Committee members Richard Cardin, Ray Harlin, Billy Hughes and Edward (Ed) Odshaw are warranted for failing to include auditor ratification on the proxy ballot.	



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United States Lime & Minerals, Inc.	04/29/2022	Management	2	Yes	Elect Director Richard W. Cardin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin, Billy Hughes and Edward (Ed) Odishaw are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin, Billy Hughes and Edward (Ed) Odishaw are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Antoine Doumet are further warranted due to the board's lack of gender and ethnic/racial diversity at the board level. WITHHOLD votes for Audit Committee members Richard Cardin, Ray Harlin, Billy Hughes and Edward (Ed) Odishaw are warranted for failing to include auditor ratification on the proxy ballot.
United States Lime & Minerals, Inc.	04/29/2022	Management	3	Yes	Elect Director Antoine M. Doumet	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin, Billy Hughes and Edward (Ed) Odishaw are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin, Billy Hughes and Edward (Ed) Odishaw are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Antoine Doumet are further warranted due to the board's lack of gender and ethnic/racial diversity at the board level. WITHHOLD votes for Audit Committee members Richard Cardin, Ray Harlin, Billy Hughes and Edward (Ed) Odishaw are warranted for failing to include auditor ratification on the proxy ballot.
United States Lime & Minerals, Inc.	04/29/2022	Management	4	Yes	Elect Director Ray M. Harlin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin, Billy Hughes and Edward (Ed) Odishaw are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin, Billy Hughes and Edward (Ed) Odishaw are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Antoine Doumet are further warranted due to the board's lack of gender and ethnic/racial diversity at the board level. WITHHOLD votes for Audit Committee members Richard Cardin, Ray Harlin, Billy Hughes and Edward (Ed) Odishaw are warranted for failing to include auditor ratification on the proxy ballot.
United States Lime & Minerals, Inc.	04/29/2022	Management	5	Yes	Elect Director Billy R. Hughes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin, Billy Hughes and Edward (Ed) Odishaw are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin, Billy Hughes and Edward (Ed) Odishaw are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Antoine Doumet are further warranted due to the board's lack of gender and ethnic/racial diversity at the board level. WITHHOLD votes for Audit Committee members Richard Cardin, Ray Harlin, Billy Hughes and Edward (Ed) Odishaw are warranted for failing to include auditor ratification on the proxy ballot.
United States Lime & Minerals, Inc.	04/29/2022	Management	6	Yes	Elect Director Edward A. Odishaw	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin, Billy Hughes and Edward (Ed) Odishaw are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin, Billy Hughes and Edward (Ed) Odishaw are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Antoine Doumet are further warranted due to the board's lack of gender and ethnic/racial diversity at the board level. WITHHOLD votes for Audit Committee members Richard Cardin, Ray Harlin, Billy Hughes and Edward (Ed) Odishaw are warranted for failing to include auditor ratification on the proxy ballot.
United States Lime & Minerals, Inc.	04/29/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain a modified single trigger change in control provision; * The CEO received sizable miscellaneous perquisites that are not specifically enumerated; * Equity awards contain a provision for auto-accelerated vesting upon a change-in-control event; and * The company has legacy arrangements with one or more executives that provide for a severance amount that exceeds three-times the sum of an executive's base salary and target bonus.
United States Steel Corporation	04/26/2022	Management	1	Yes	Elect Director Tracy A. Atkinson	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	2	Yes	Elect Director David B. Burritt	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	3	Yes	Elect Director Terry L. Dunlap	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	4	Yes	Elect Director John J. Engel	For	For	Against	Against	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	5	Yes	Elect Director John V. Faraci	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	6	Yes	Elect Director Murry S. Gerber	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	7	Yes	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	8	Yes	Elect Director Paul A. Mascarenas	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	9	Yes	Elect Director Michael H. McGarry	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	10	Yes	Elect Director David S. Sutherland	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	11	Yes	Elect Director Patricia A. Tracey	For	For	Against	Against	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted in light of the large corporate aircraft perquisite provided to the CEO.
United States Steel Corporation	04/26/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Therapeutics Corporation	06/27/2022	Management	1	Yes	Elect Director Christopher Causey	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/27/2022	Management	2	Yes	Elect Director Richard Giltner	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/27/2022	Management	3	Yes	Elect Director Katherine Klein	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/27/2022	Management	4	Yes	Elect Director Ray Kurzweil	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/27/2022	Management	5	Yes	Elect Director Linda Maxwell	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/27/2022	Management	6	Yes	Elect Director Nikda Mesa	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	
United Therapeutics Corporation	06/27/2022	Management	7	Yes	Elect Director Judy Olian	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/27/2022	Management	8	Yes	Elect Director Martine Rothblatt	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/27/2022	Management	9	Yes	Elect Director Louis Sullivan	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the CEO's base salary remains relatively high, annual incentives were based on objective financial and operational goals, with financial targets that appear rigorous. In addition, in accordance with its stated commitment and in response to shareholder feedback, the committee did not grant equity awards to the NEOs in FY21.
United Therapeutics Corporation	06/27/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 19.60 percent is excessive.
United Therapeutics Corporation	06/27/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unitil Corporation	04/27/2022	Management	1	Yes	Elect Director Edward F. Godfrey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward Godfrey and Eben Moulton are warranted for lack of a majority independent board, and for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating and Governance Committee Chair David Whiteley are warranted for lack of ethnic or racial minority diversity on the board.
Unitil Corporation	04/27/2022	Management	2	Yes	Elect Director Eben S. Moulton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward Godfrey and Eben Moulton are warranted for lack of a majority independent board, and for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating and Governance Committee Chair David Whiteley are warranted for lack of ethnic or racial minority diversity on the board.
Unitil Corporation	04/27/2022	Management	3	Yes	Elect Director David A. Whiteley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward Godfrey and Eben Moulton are warranted for lack of a majority independent board, and for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating and Governance Committee Chair David Whiteley are warranted for lack of ethnic or racial minority diversity on the board.
Unitil Corporation	04/27/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unitil Corporation	04/27/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned.
Unity Bancorp, Inc.	04/28/2022	Management	1	Yes	Elect Director Mary E. Gross	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Hughes and Mary Gross are warranted for lack of a majority independent board. WITHHOLD votes for Mary Gross are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees James Hughes, Mary Gross, and Aaron Tucker are warranted due to the company's problematic pay practices, including modified single-trigger severance payment and single-trigger equity vesting provisions in existing change in control agreements, large miscellaneous perquisites provided to the CEO, and lack of long-term performance metrics for executive awards.
Unity Bancorp, Inc.	04/28/2022	Management	2	Yes	Elect Director James A. Hughes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Hughes and Mary Gross are warranted for lack of a majority independent board. WITHHOLD votes for Mary Gross are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees James Hughes, Mary Gross, and Aaron Tucker are warranted due to the company's problematic pay practices, including modified single-trigger severance payment and single-trigger equity vesting provisions in existing change in control agreements, large miscellaneous perquisites provided to the CEO, and lack of long-term performance metrics for executive awards.
Unity Bancorp, Inc.	04/28/2022	Management	3	Yes	Elect Director Aaron Tucker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Hughes and Mary Gross are warranted for lack of a majority independent board. WITHHOLD votes for Mary Gross are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees James Hughes, Mary Gross, and Aaron Tucker are warranted due to the company's problematic pay practices, including modified single-trigger severance payment and single-trigger equity vesting provisions in existing change in control agreements, large miscellaneous perquisites provided to the CEO, and lack of long-term performance metrics for executive awards.
Unity Bancorp, Inc.	04/28/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Univar Solutions Inc.	05/05/2022	Management	1	Yes	Elect Director Joan A. Braca	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	2	Yes	Elect Director Mark J. Byrne	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	3	Yes	Elect Director Daniel P. Doherty	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	4	Yes	Elect Director Richard P. Fox	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	5	Yes	Elect Director Rhonda Germany	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	6	Yes	Elect Director David C. Jukes	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	7	Yes	Elect Director Varun Laroyia	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	8	Yes	Elect Director Stephen D. Newlin	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	9	Yes	Elect Director Christopher D. Pappas	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	10	Yes	Elect Director Kerry J. Preete	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	11	Yes	Elect Director Robert L. Wood	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time
Univar Solutions Inc.	05/05/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Univar Solutions Inc.	05/05/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Display Corporation	06/23/2022	Management	1	Yes	Elect Director Steven V. Abramson	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Meeting		Proposal	ISS	Voting						
Company Name	Date	Proponent	Sequence Number	Votable Proposal	Text	Management Recommendation	ISS Recommendation	Policy Recommendation	Vote Instruction	Rationale
Universal Display Corporation	06/23/2022	Management	2	Yes	Elect Director Cynthia J. Comparin	For	For	For	For	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	3	Yes	Elect Director Richard C. Elias	For	For	For	For	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	4	Yes	Elect Director Elizabeth H. Gemmill	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	5	Yes	Elect Director C. Keith Hartley	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	6	Yes	Elect Director Celia M. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	7	Yes	Elect Director Lawrence Lacerte	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	8	Yes	Elect Director Sidney D. Rosenblatt	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	9	Yes	Elect Director Sherwin I. Seligsohn	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's failed say-on-pay vote, the committee demonstrated adequate responsiveness to shareholder concerns. However, although disclosed changes to next year's compensation program will reduce the magnitude of LTI award values and increase the proportion of performance-based equity, significant concerns remain, particularly regarding the long-term incentive program. Neither forward-looking goals for PSU metrics nor performance results and vesting of closing-cycle awards are disclosed, precluding investor assessment of the link between pay and performance for equity awards of significant magnitude. Further, multiple NEOs received total compensation that was greater than total peer median CEO pay and, despite reductions to the value of FY22 LTI awards, one NEO will continue to receive total compensation equal to that of the CEO; investors may question the necessity of paying multiple executives at the level of a CEO. Lastly, the company maintains agreements that contain excise tax gross-up provisions. Accordingly, a vote AGAINST this proposal is warranted.
Universal Display Corporation	06/23/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Universal Electronics Inc.	06/07/2022	Management	1	Yes	Elect Director Paul D. Arling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Arling, Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are also warranted for serving as non-independent members of a key board committee. A vote FOR Sue Ann R. Hamilton is
Universal Electronics Inc.	06/07/2022	Management	2	Yes	Elect Director Satjiv S. Chahil	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Arling, Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are also warranted for serving as non-independent members of a key board committee. A vote FOR Sue Ann R. Hamilton is
Universal Electronics Inc.	06/07/2022	Management	3	Yes	Elect Director Sue Ann R. Hamilton	For	For	For	For	WITHHOLD votes for non-independent nominees Paul Arling, Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are also warranted for serving as non-independent members of a key board committee. A vote FOR Sue Ann R. Hamilton is
Universal Electronics Inc.	06/07/2022	Management	4	Yes	Elect Director William C. Mulligan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Arling, Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are also warranted for serving as non-independent members of a key board committee. A vote FOR Sue Ann R. Hamilton is
Universal Electronics Inc.	06/07/2022	Management	5	Yes	Elect Director Carl E. Vogel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Arling, Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are also warranted for serving as non-independent members of a key board committee. A vote FOR Sue Ann R. Hamilton is
Universal Electronics Inc.	06/07/2022	Management	6	Yes	Elect Director Edward K. Zinser	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Arling, Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are warranted for lack of a majority independent board. WITHHOLD votes for Satjiv Chahil, William (Bill) Mulligan, Carl Vogel and Edward Zinser are also warranted for serving as non-independent members of a key board committee. A vote FOR Sue Ann R. Hamilton is
Universal Electronics Inc.	06/07/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain problematic change-in-control provisions such as modified single trigger payment and excise tax gross-up. In addition, the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Universal Electronics Inc.	06/07/2022	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Insurance Holdings, Inc.	06/10/2022	Management	1	Yes	Elect Director Scott P. Callahan	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/10/2022	Management	2	Yes	Elect Director Kimberly D. Campos	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/10/2022	Management	3	Yes	Elect Director Stephen J. Donaghy	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/10/2022	Management	4	Yes	Elect Director Sean P. Downes	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Meeting		Proposal	Votable	Management		ISS	Voting Policy		
Company Name	Date	Proponent	Sequence Number	Proposal	Text	Recommendation	Recommendation	Recommendation	Vote Instruction
Universal Insurance Holdings, Inc.	06/10/2022	Management	5	Yes	Elect Director Marlene M. Gordon	For	For	For	For
									Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/10/2022	Management	6	Yes	Elect Director Francis X. McCahill, III	For	For	For	For
									Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/10/2022	Management	7	Yes	Elect Director Richard D. Peterson	For	For	For	For
									Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/10/2022	Management	8	Yes	Elect Director Michael A. Pietrangelo	For	For	Against	Against
									Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/10/2022	Management	9	Yes	Elect Director Ozzie A. Schindler	For	For	Against	Against
									Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/10/2022	Management	10	Yes	Elect Director Jon W. Springer	For	For	Against	Against
									Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/10/2022	Management	11	Yes	Elect Director Joel M. Wilentz	For	For	Against	Against
									Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos (Kimberly D. Cooper), Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For
									A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.
Universal Insurance Holdings, Inc.	06/10/2022	Management	13	Yes	Ratify Plante & Moran, PLLC as Auditors	For	For	Against	Against
									A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Logistics Holdings, Inc.	05/04/2022	Management	1	Yes	Elect Director Grant E. Belanger	For	Withhold	Withhold	Withhold
									WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes are further warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for Matthew Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee.
Universal Logistics Holdings, Inc.	05/04/2022	Management	2	Yes	Elect Director Frederick P. Calderone	For	Withhold	Withhold	Withhold
									WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes are further warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for Matthew Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee.
Universal Logistics Holdings, Inc.	05/04/2022	Management	3	Yes	Elect Director Daniel J. Deane	For	Withhold	Withhold	Withhold
									WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes are further warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for Matthew Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee.
Universal Logistics Holdings, Inc.	05/04/2022	Management	4	Yes	Elect Director Clarence W. Gooden	For	Withhold	Withhold	Withhold
									WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes are further warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for Matthew Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee.
Universal Logistics Holdings, Inc.	05/04/2022	Management	5	Yes	Elect Director Matthew J. Moroun	For	Withhold	Withhold	Withhold
									WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes are further warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for Matthew Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee.
Universal Logistics Holdings, Inc.	05/04/2022	Management	6	Yes	Elect Director Matthew T. Moroun	For	Withhold	Withhold	Withhold
									WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes are further warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for Matthew Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee.
Universal Logistics Holdings, Inc.	05/04/2022	Management	7	Yes	Elect Director Tim Phillips	For	Withhold	Withhold	Withhold
									WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes are further warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for Matthew Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee.



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Company Name	Meeting Date	Proponent	Proposal Sequence	Votable	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy		Vote	Voting Policy Rationale
			Number	Proposal				Recommendation	Recommendation		
Universal Logistics Holdings, Inc.	05/04/2022	Management	8	Yes	Elect Director Michael A. Regan	For	Withhold	Withhold		Withhold	WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes are further warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for Matthew Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee.
Universal Logistics Holdings, Inc.	05/04/2022	Management	9	Yes	Elect Director Richard P. Urban	For	Withhold	Withhold		Withhold	WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes are further warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for Matthew Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee.
Universal Logistics Holdings, Inc.	05/04/2022	Management	10	Yes	Elect Director H. E. "Scott" Wolfe	For	Withhold	Withhold		Withhold	WITHHOLD votes are warranted for all director nominees due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes are further warranted for chairman of the board Matthew T. Moroun for failing to establish gender diversity and racial or ethnic diversity on the board. WITHHOLD votes for Matthew Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee.
Universal Logistics Holdings, Inc.	05/04/2022	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against		Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Logistics Holdings, Inc.	05/04/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against		Against	A vote AGAINST this proposal is warranted because the plan allows options to be priced at less than 100 percent of the fair market value.
Universal Stainless & Alloy Products, Inc.	05/04/2022	Management	1	Yes	Elect Director Christopher L. Ayers	For	For	Withhold		Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are warranted for lack of a majority independent board. WITHHOLD votes for Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/04/2022	Management	2	Yes	Elect Director Judith L. Bacchus	For	For	For		For	WITHHOLD votes for non-independent nominees Dennis Oates, Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are warranted for lack of a majority independent board. WITHHOLD votes for Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/04/2022	Management	3	Yes	Elect Director M. David Kornblatt	For	For	Withhold		Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are warranted for lack of a majority independent board. WITHHOLD votes for Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/04/2022	Management	4	Yes	Elect Director Dennis M. Oates	For	For	Withhold		Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are warranted for lack of a majority independent board. WITHHOLD votes for Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/04/2022	Management	5	Yes	Elect Director Udi Toledano	For	For	Withhold		Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are warranted for lack of a majority independent board. WITHHOLD votes for Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/04/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For		For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Universal Stainless & Alloy Products, Inc.	05/04/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against		Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.07 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 1% percent of total awards.
Universal Stainless & Alloy Products, Inc.	05/04/2022	Management	8	Yes	Ratify Schneider Downs & Co., Inc. as Auditors	For	For	Against		Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Technical Institute, Inc.	03/04/2022	Management	1	Yes	Elect Director Kenneth R. Trammell	For	For	For		For	A vote FOR all director nominees is warranted.
Universal Technical Institute, Inc.	03/04/2022	Management	2	Yes	Elect Director Loretta L. Sanchez	For	For	For		For	A vote FOR all director nominees is warranted.
Universal Technical Institute, Inc.	03/04/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For		For	A vote FOR this item is warranted as the non-audit consulting fees are less than 2% percent of total fees paid.
Univest Financial Corporation	04/27/2022	Management	1	Yes	Elect Director Todd S. Benning	For	For	For		For	A vote FOR all director nominees is warranted.
Univest Financial Corporation	04/27/2022	Management	2	Yes	Elect Director Glenn E. Moyer	For	For	For		For	A vote FOR all director nominees is warranted.
Univest Financial Corporation	04/27/2022	Management	3	Yes	Elect Director Jeffrey M. Schweitzer	For	For	For		For	A vote FOR all director nominees is warranted.
Univest Financial Corporation	04/27/2022	Management	4	Yes	Elect Director Michael L. Turner	For	For	For		For	A vote FOR all director nominees is warranted.
Univest Financial Corporation	04/27/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against		Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Univest Financial Corporation	04/27/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For		For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Unum Group	05/26/2022	Management	1	Yes	Elect Director Theodore H. Bunting, Jr.	For	For	For		For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	2	Yes	Elect Director Susan L. Cross	For	For	For		For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	3	Yes	Elect Director Susan D. DeVore	For	For	For		For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	4	Yes	Elect Director Joseph J. Echevarria	For	For	For		For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	5	Yes	Elect Director Cynthia L. Egan	For	For	For		For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	6	Yes	Elect Director Kevin T. Kabat	For	For	Against		Against	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	7	Yes	Elect Director Timothy F. Keaney	For	For	For		For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	8	Yes	Elect Director Gale V. King	For	For	For		For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	9	Yes	Elect Director Gloria C. Larson	For	For	Against		Against	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	10	Yes	Elect Director Richard P. McKenney	For	For	For		For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	11	Yes	Elect Director Ronald P. O'Hanley	For	For	For		For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	12	Yes	Elect Director Francis J. Shammo	For	For	For		For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal	Votable	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Sequence Number	Proposal		Recommendation	Recommendation	Recommendation	Instruction	
US Foods Holding Corp.	05/18/2022	Management	6	Yes	Elect Director Sunil Gupta	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	7	Yes	Elect Director Carl Andrew Pforzheimer	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	8	Yes	Elect Director Quentin Roach	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	9	Yes	Elect Director Pietro Satriano	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	10	Yes	Elect Director David M. Tehle	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	11	Yes	Elect Director Ann E. Ziegler	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. CEO pay is not excessive, and pay and performance are reasonably aligned for the year in review. However, while one-time PRSUs include TSR goals requiring meaningful growth and vest over four years, annual equity awards were entirely time-based. Close monitoring of equity grant practices is warranted, and investors may expect grant values to normalize and for one-time awards not to be repeated in 2022.
US Foods Holding Corp.	05/18/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
US Foods Holding Corp.	05/18/2022	Shareholder	14	Yes	Adopt Short, Medium, and Long-Term GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
US Foods Holding Corp.	05/18/2022	Shareholder	16	Yes	Elect Director James J. Barber, Jr.	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	17	Yes	Elect Director Scott D. Ferguson	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	18	Yes	Elect Director Jeri B. Finard	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	19	Yes	Elect Director John J. Harris	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	20	Yes	Elect Director David A. Toy	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	21	Yes	Management Nominee Robert M. Dutkowsky	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	22	Yes	Management Nominee Maria Gottschalk	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	23	Yes	Management Nominee Quentin Roach	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	24	Yes	Management Nominee Pietro Satriano	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	25	Yes	Management Nominee Ann E. Ziegler	For	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Management	26	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Management	27	Yes	Ratify Deloitte & Touche LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	28	Yes	Adopt Short, Medium, and Long-Term GHG Emissions Reduction Targets	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
USA Truck Inc.	05/18/2022	Management	1	Yes	Elect Director Robert E. Creager	For	For	For	For	A vote FOR the director nominees is warranted.
USA Truck Inc.	05/18/2022	Management	2	Yes	Elect Director Alexander D. Greene	For	For	For	For	A vote FOR the director nominees is warranted.
USA Truck Inc.	05/18/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
USA Truck Inc.	05/18/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
USA Truck Inc.	05/18/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
USANA Health Sciences, Inc.	05/09/2022	Management	1	Yes	Elect Director Kevin G. Guest	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/09/2022	Management	2	Yes	Elect Director Xia Ding	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/09/2022	Management	3	Yes	Elect Director John T. Fleming	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/09/2022	Management	4	Yes	Elect Director Gilbert A. Fuller	For	For	Withhold	Withhold	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/09/2022	Management	5	Yes	Elect Director Peggie J. Pelosi	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/09/2022	Management	6	Yes	Elect Director Frederic J. Winssinger	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/09/2022	Management	7	Yes	Elect Director Timothy E. Wood	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/09/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
USANA Health Sciences, Inc.	05/09/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the company uses above-median benchmarking for target total compensation; * the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * equity awards to the CEO lack any performance-contingent pay elements.
Usio, Inc.	06/21/2022	Management	1	Yes	Elect Director Michael R. Long	For	For	For	For	A vote FOR Michael R. Long is warranted.
Usio, Inc.	06/21/2022	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. The company maintains change-in-control agreements that contain modified single trigger, excise tax gross-up and single-trigger equity vesting acceleration provisions. In addition, the company lacks risk mitigating provisions and does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards.
Usio, Inc.	06/21/2022	Management	3	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Usio, Inc.	06/21/2022	Management	4	Yes	Ratify ADKF, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.





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		Proposal		Voting		Policy			
Company Name	Meeting Date	Proponent	Sequence Number	Votable Proposal	Management Recommendation	ISS Recommendation	Recommendation	Vote Instruction	
Valmont Industries, Inc.	04/26/2022	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	
Valvoline Inc.	01/25/2022	Management	1	Yes	Elect Director Gerald W. Evans, Jr.	For	For	For	
Valvoline Inc.	01/25/2022	Management	2	Yes	Elect Director Richard J. Freeland	For	For	For	
Valvoline Inc.	01/25/2022	Management	3	Yes	Elect Director Stephen F. Kirk	For	For	For	
Valvoline Inc.	01/25/2022	Management	4	Yes	Elect Director Carol H. Kruse	For	For	For	
Valvoline Inc.	01/25/2022	Management	5	Yes	Elect Director Stephen E. Macadam	For	For	For	
Valvoline Inc.	01/25/2022	Management	6	Yes	Elect Director Vada O. Manager	For	For	For	
Valvoline Inc.	01/25/2022	Management	7	Yes	Elect Director Samuel J. Mitchell, Jr.	For	For	For	
Valvoline Inc.	01/25/2022	Management	8	Yes	Elect Director Charles M. Sonstebv	For	For	For	
Valvoline Inc.	01/25/2022	Management	9	Yes	Elect Director Mary J. Twinem	For	For	For	
Valvoline Inc.	01/25/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	
Valvoline Inc.	01/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	
Vanda Pharmaceuticals Inc.	06/16/2022	Management	1	Yes	Elect Director Stephen Ray Mitchell	For	For	For	
Vanda Pharmaceuticals Inc.	06/16/2022	Management	2	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	
Vanda Pharmaceuticals Inc.	06/16/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	
Vanda Pharmaceuticals Inc.	06/16/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	
Vapotherm, Inc.	06/21/2022	Management	1	Yes	Elect Director Joseph Army	For	Against	Against	
Vapotherm, Inc.	06/21/2022	Management	2	Yes	Elect Director James Liken	For	Against	Against	
Vapotherm, Inc.	06/21/2022	Management	3	Yes	Elect Director Elizabeth Weatherman	For	Against	Against	
Vapotherm, Inc.	06/21/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	
Vapotherm, Inc.	06/21/2022	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	
Varonis Systems, Inc.	05/25/2022	Management	1	Yes	Elect Director Carlos Aued	For	For	For	
Varonis Systems, Inc.	05/25/2022	Management	2	Yes	Elect Director Kevin Comoli	For	For	Withhold	
Varonis Systems, Inc.	05/25/2022	Management	3	Yes	Elect Director John J. Gavin, Jr.	For	For	For	
Varonis Systems, Inc.	05/25/2022	Management	4	Yes	Elect Director Fred van den Bosch	For	For	For	
Varonis Systems, Inc.	05/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	
Varonis Systems, Inc.	05/25/2022	Management	6	Yes	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	Against	
Vector Group Ltd.	06/28/2022	Management	1	Yes	Elect Director Bennett S. LeBow	For	For	Against	
Vector Group Ltd.	06/28/2022	Management	2	Yes	Elect Director Howard M. Lorber	For	For	Against	
Vector Group Ltd.	06/28/2022	Management	3	Yes	Elect Director Richard J. Lampen	For	For	Against	
Vector Group Ltd.	06/28/2022	Management	4	Yes	Elect Director Stanley S. Arkin	For	Against	Against	
Vector Group Ltd.	06/28/2022	Management	5	Yes	Elect Director Henry C. Beinstein	For	For	Against	
Vector Group Ltd.	06/28/2022	Management	6	Yes	Elect Director Ronald J. Bernstein	For	For	Against	
Vector Group Ltd.	06/28/2022	Management	7	Yes	Elect Director Paul V. Carlucci	For	Against	Against	

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Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vector Group Ltd.	06/28/2022	Management	8	Yes	Elect Director Jean E. Sharpe	For	Against	Against	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Stanley Arkin, Paul Carlucci, and Jean Sharpe are warranted in light of the committee's limited response to last year's low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	06/28/2022	Management	9	Yes	Elect Director Barry Watkins	For	For	For	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Stanley Arkin, Paul Carlucci, and Jean Sharpe are warranted in light of the committee's limited response to last year's low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	06/28/2022	Management	10	Yes	Elect Director Wilson L. White	For	For	For	Votes AGAINST non-independent nominees Bennett LeBow, Howard Lorber, Henry Beinstein, Ronald Bernstein, Richard Lampen and Jean Sharpe are warranted for lack of a majority independent board. Votes AGAINST Henry Beinstein and Jean Sharpe are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Stanley Arkin, Paul Carlucci, and Jean Sharpe are warranted in light of the committee's limited response to last year's low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Vector Group Ltd.	06/28/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee has not adequately responded to below majority support for the prior year's say-on-pay proposal, as it is not clear that compensation program changes have meaningfully addressed the primary shareholder concerns underlying the low vote result. In addition, a pay-for-performance misalignment is underscored by several concerns including the CEO's high base salary, the rigor of the CEO's long-term incentive goals, and that equity for other NEOs lacks performance conditions. Concerns are also raised with respect to the company's practice of paying dividends and distributions on unexercised options and the large automobile-related perquisite provide to the CEO. Furthermore, the company allows single-trigger vesting of equity upon a change in control and maintains an employment agreement with the CEO that provides for excise tax gross-ups on change in control severance.
Vector Group Ltd.	06/28/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vector Group Ltd.	06/28/2022	Shareholder	13	Yes	Require Independent Board Chair	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Vectrus, Inc.	06/15/2022	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	The negative market reaction at the announcement of the merger was meaningful and the company has underperformed the relevant market index since announcement. Further, the merger will result in Vectrus becoming a controlled company, as AIP will hold approximately 58 percent of outstanding shares. Despite these factors, the strategic rationale of the proposed transaction is sound, as the combined company will have increased scale and geographic, client, and contract diversity. Additionally, the merger is expected to generate cost synergies, be accretive to earnings and free cash flows, and provides meaningful projected tax benefits for the combined company. On balance, cautionary support FOR the proposed merger is warranted.
Vectrus, Inc.	06/15/2022	Management	2	Yes	Change Company Name to V2X, Inc.	For	For	For	A vote FOR this proposal is warranted as it is unlikely that the name change would have a negative financial impact on the company.
Vectrus, Inc.	06/15/2022	Management	3	Yes	Adjourn Meeting	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Veeco Instruments Inc.	05/12/2022	Management	1	Yes	Elect Director Suiet Chand	For	For	For	A vote FOR the director nominees is warranted.
Veeco Instruments Inc.	05/12/2022	Management	2	Yes	Elect Director William J. Miller	For	For	For	A vote FOR the director nominees is warranted.
Veeco Instruments Inc.	05/12/2022	Management	3	Yes	Elect Director Thomas St. Dennis	For	For	For	A vote FOR the director nominees is warranted.
Veeco Instruments Inc.	05/12/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Veeco Instruments Inc.	05/12/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues are highlighted at this time.
Veeco Instruments Inc.	05/12/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Venator Materials Plc	06/06/2022	Management	1	Yes	Elect Director Barry B. Siadat	For	For	For	Votes AGAINST Peter Huntsman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Venator Materials Plc	06/06/2022	Management	2	Yes	Elect Director Simon Turner	For	For	For	Votes AGAINST Peter Huntsman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Venator Materials Plc	06/06/2022	Management	3	Yes	Elect Director Aaron C. Davenport	For	For	For	Votes AGAINST Peter Huntsman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Venator Materials Plc	06/06/2022	Management	4	Yes	Elect Director Daniele Ferrari	For	For	For	Votes AGAINST Peter Huntsman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Venator Materials Plc	06/06/2022	Management	5	Yes	Elect Director Peter R. Huntsman	For	Against	Against	Votes AGAINST Peter Huntsman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Venator Materials Plc	06/06/2022	Management	6	Yes	Elect Director Heike van de Kerkhof	For	For	For	Votes AGAINST Peter Huntsman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Venator Materials Plc	06/06/2022	Management	7	Yes	Elect Director Vir Lakshman	For	For	For	Votes AGAINST Peter Huntsman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Venator Materials Plc	06/06/2022	Management	8	Yes	Elect Director Kathy D. Patrick	For	For	For	Votes AGAINST Peter Huntsman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Venator Materials Plc	06/06/2022	Management	9	Yes	Accept Financial Statements and Statutory Reports	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
Venator Materials Plc	06/06/2022	Management	10	Yes	Approve Remuneration Report	For	Against	Against	A vote AGAINST this resolution is warranted because majority of the long-term incentive awards granted to the CEO are not conditional on the achievement of performance conditions and vest in less than three years.
Venator Materials Plc	06/06/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Venator Materials Plc	06/06/2022	Management	12	Yes	Reappoint Deloitte LLP as U.K. Statutory Auditor	For	For	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Venator Materials Plc	06/06/2022	Management	13	Yes	Authorise Directors or the Audit Committee to Fix Remuneration of Auditors	For	For	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Venator Materials Plc	06/06/2022	Management	14	Yes	Authorise UK Political Donations and Expenditure	For	For	For	A vote FOR this proposal is warranted as no concerns have been identified.
Venus Concept Inc.	06/16/2022	Management	1	Yes	Elect Director Louise Lacchin	For	Withhold	Withhold	WITHHOLD votes are warranted for Louise Lacchin and Anthony Natale given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Stanley Tyler Holmrig is warranted.
Venus Concept Inc.	06/16/2022	Management	2	Yes	Elect Director Anthony Natale	For	Withhold	Withhold	WITHHOLD votes are warranted for Louise Lacchin and Anthony Natale given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Stanley Tyler Holmrig is warranted.
Venus Concept Inc.	06/16/2022	Management	3	Yes	Elect Director Stanley Tyler Holmrig	For	For	For	WITHHOLD votes are warranted for Louise Lacchin and Anthony Natale given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Stanley Tyler Holmrig is warranted.
Venus Concept Inc.	06/16/2022	Management	4	Yes	Ratify MNP LLP as Auditors	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Vericel Corporation	04/27/2022	Management	1	Yes	Elect Director Robert L. Zerbe	For	For	Withhold	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	04/27/2022	Management	2	Yes	Elect Director Alan L. Rubino	For	For	Withhold	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	04/27/2022	Management	3	Yes	Elect Director Heidi Hagen	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote Instruction	Voting Policy Rationale
						Recommendation	Recommendation	Recommendation		
Vericel Corporation	04/27/2022	Management	4	Yes	Elect Director Steven C. Gilman	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	04/27/2022	Management	5	Yes	Elect Director Kevin F. McLaughlin	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	04/27/2022	Management	6	Yes	Elect Director Paul K. Wotton	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	04/27/2022	Management	7	Yes	Elect Director Dominick C. Colangelo	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	04/27/2022	Management	8	Yes	Elect Director Lisa Wright	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	04/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Vericel Corporation	04/27/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vericel Corporation	04/27/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.84 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Verint Systems Inc.	06/23/2022	Management	1	Yes	Elect Director Dan Bodner	For	For	For	For	WITHHOLD votes for nominating committee chair John Egan are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Verint Systems Inc.	06/23/2022	Management	2	Yes	Elect Director Linda Crawford	For	For	For	For	WITHHOLD votes for nominating committee chair John Egan are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Verint Systems Inc.	06/23/2022	Management	3	Yes	Elect Director John Egan	For	Withhold	Withhold	Withhold	WITHHOLD votes for nominating committee chair John Egan are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Verint Systems Inc.	06/23/2022	Management	4	Yes	Elect Director Reid French	For	For	For	For	WITHHOLD votes for nominating committee chair John Egan are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Verint Systems Inc.	06/23/2022	Management	5	Yes	Elect Director Stephen Gold	For	For	For	For	WITHHOLD votes for nominating committee chair John Egan are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Verint Systems Inc.	06/23/2022	Management	6	Yes	Elect Director William Kurtz	For	For	For	For	WITHHOLD votes for nominating committee chair John Egan are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Verint Systems Inc.	06/23/2022	Management	7	Yes	Elect Director Andrew Miller	For	For	For	For	WITHHOLD votes for nominating committee chair John Egan are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Verint Systems Inc.	06/23/2022	Management	8	Yes	Elect Director Richard Nottenburg	For	For	For	For	WITHHOLD votes for nominating committee chair John Egan are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Verint Systems Inc.	06/23/2022	Management	9	Yes	Elect Director Kristen Robinson	For	For	For	For	WITHHOLD votes for nominating committee chair John Egan are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Verint Systems Inc.	06/23/2022	Management	10	Yes	Elect Director Jason Wright	For	For	For	For	WITHHOLD votes for nominating committee chair John Egan are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Verint Systems Inc.	06/23/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verint Systems Inc.	06/23/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Verint Systems Inc.	06/23/2022	Management	13	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the size of the proposed increase in authorized common shares is reasonable.
Veritex Holdings, Inc.	05/17/2022	Management	1	Yes	Elect Director C. Malcolm Holland, III	For	For	For	For	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	2	Yes	Elect Director Arcilia Acosta	For	For	For	For	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	3	Yes	Elect Director Pat S. Bolin	For	For	Withhold	Withhold	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	4	Yes	Elect Director April Box	For	For	For	For	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	5	Yes	Elect Director Blake Bozman	For	For	For	For	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	6	Yes	Elect Director William D. Ellis	For	For	For	For	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	7	Yes	Elect Director William E. Fallon	For	For	For	For	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	8	Yes	Elect Director Mark C. Griege	For	For	Withhold	Withhold	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	9	Yes	Elect Director Gordon Huddleston	For	For	For	For	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	10	Yes	Elect Director Steven D. Lerner	For	For	For	For	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	11	Yes	Elect Director Manuel J. Mehos	For	For	For	For	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	12	Yes	Elect Director Gregory B. Morrison	For	For	For	For	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	13	Yes	Elect Director John T. Sughrue	For	For	Withhold	Withhold	WITHHOLD votes for Mark Griege, Pat Bolin and John Sughrue are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/17/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Veritex Holdings, Inc.	05/17/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Veritex Holdings, Inc.	05/17/2022	Management	16	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Veritiv Corporation	05/04/2022	Management	1	Yes	Elect Director Salvatore A. Abbate	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/04/2022	Management	2	Yes	Elect Director Shantella E. Cooper	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/04/2022	Management	3	Yes	Elect Director David E. Flitman	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/04/2022	Management	4	Yes	Elect Director Tracy A. Leinbach	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/04/2022	Management	5	Yes	Elect Director Stephen E. Macadam	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/04/2022	Management	6	Yes	Elect Director Gregory B. Morrison	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/04/2022	Management	7	Yes	Elect Director Michael P. Muldowney	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/04/2022	Management	8	Yes	Elect Director Charles G. Ward, III	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/04/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Veritiv Corporation	05/04/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Verra Mobility Corporation	06/21/2022	Management	1	Yes	Elect Director Douglas Davis	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Douglas (Doug) Davis and Cynthia (Cindy) Russo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.
Verra Mobility Corporation	06/21/2022	Management	2	Yes	Elect Director Cynthia Russo	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Douglas (Doug) Davis and Cynthia (Cindy) Russo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights.

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy		Voting Policy Rationale
								Recommendation	Vote Instruction	
Verra Mobility Corporation	06/21/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Verra Mobility Corporation	06/21/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verso Corporation	03/11/2022	Management	1	Yes	Approve Merger Agreement	For		For	For	In light of the public, competitive process, the meaningful premium, and the cash form of consideration, which provides immediate liquidity and certainty of value, support FOR the proposed transaction is warranted.
Verso Corporation	03/11/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While a portion of equity awards will accelerate vesting upon the merger, cash severance is double trigger and reasonably based. Further, no problematic excise tax gross-ups are payable.
Verso Corporation	03/11/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted as the underlying transaction warrants support.
Viad Corp	05/24/2022	Management	1	Yes	Elect Director Beverly K. Carmichael	For	For	For	For	A vote FOR all director nominees is warranted.
Viad Corp	05/24/2022	Management	2	Yes	Elect Director Denise M. Coll	For	For	For	For	A vote FOR all director nominees is warranted.
Viad Corp	05/24/2022	Management	3	Yes	Elect Director Steven W. Moster	For	For	For	For	A vote FOR all director nominees is warranted.
Viad Corp	05/24/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Viad Corp	05/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns regarding the fact that a majority of LTI awards lack performance criteria are mitigated as the performance-based portion of the LTI awards are based on rigorous goals. In addition, prior cycle LTI awards and STI awards were earned below target in line with performance. Lastly, annual bonuses are primarily based on pre-set objective measures.
Viad Corp	05/24/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Viasat, Inc.	06/21/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted. Despite the decline in VSAT shares from the deal announcement to date, peers have declined considerably as well, and there have not been any publicly disclosed concerns over the transaction. In addition, the strategic rationale is compelling, and the transaction is expected to result in cost and capital expenditure synergies.
Viasat, Inc.	06/21/2022	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.
Viasat, Inc.	06/21/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the covered ballot items warrant shareholder support.
Vicor Corporation	06/24/2022	Management	1	Yes	Elect Director Samuel J. Anderson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Vicor Corporation	06/24/2022	Management	2	Yes	Elect Director M. Michael Ansour	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Vicor Corporation	06/24/2022	Management	3	Yes	Elect Director Jason L. Carlson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Vicor Corporation	06/24/2022	Management	4	Yes	Elect Director Philip D. Davies	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Vicor Corporation	06/24/2022	Management	5	Yes	Elect Director Andrew T. D'Amico	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Vicor Corporation	06/24/2022	Management	6	Yes	Elect Director Estia J. Eichten	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Vicor Corporation	06/24/2022	Management	7	Yes	Elect Director Zmira Lavie	For	For	For	For	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Vicor Corporation	06/24/2022	Management	8	Yes	Elect Director Michael S. McNamara	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Vicor Corporation	06/24/2022	Management	9	Yes	Elect Director James F. Schmidt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.



### B.1.a

B.1.a										
Company Name	Meeting Date	Proponent	Proposal	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	Voting Policy Rationale
			Sequence Number			Recommendation	Recommendation	Recommendation		
Vishay Intertechnology, Inc.	05/24/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains an employment agreement with the CEO that provides for excise tax gross-up payment on change in control severance; and * The company continues to provide a large automobile perquisite to the CEO.
Vishay Precision Group, Inc.	05/26/2022	Management	1	Yes	Elect Director Janet M. Clarke	For	For	For	For	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani, Timothy Talbert and Saul Reibstein are warranted for lack of a majority independent board. WITHHOLD votes for Timothy Talbert and Saul Reibstein are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/26/2022	Management	2	Yes	Elect Director Wesley Cummins	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani, Timothy Talbert and Saul Reibstein are warranted for lack of a majority independent board. WITHHOLD votes for Timothy Talbert and Saul Reibstein are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/26/2022	Management	3	Yes	Elect Director Sejal Shah Gulati	For	For	For	For	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani, Timothy Talbert and Saul Reibstein are warranted for lack of a majority independent board. WITHHOLD votes for Timothy Talbert and Saul Reibstein are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/26/2022	Management	4	Yes	Elect Director Bruce Lerner	For	For	For	For	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani, Timothy Talbert and Saul Reibstein are warranted for lack of a majority independent board. WITHHOLD votes for Timothy Talbert and Saul Reibstein are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/26/2022	Management	5	Yes	Elect Director Saul V. Reibstein	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani, Timothy Talbert and Saul Reibstein are warranted for lack of a majority independent board. WITHHOLD votes for Timothy Talbert and Saul Reibstein are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/26/2022	Management	6	Yes	Elect Director Ziv Shoshani	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani, Timothy Talbert and Saul Reibstein are warranted for lack of a majority independent board. WITHHOLD votes for Timothy Talbert and Saul Reibstein are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/26/2022	Management	7	Yes	Elect Director Timothy V. Talbert	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani, Timothy Talbert and Saul Reibstein are warranted for lack of a majority independent board. WITHHOLD votes for Timothy Talbert and Saul Reibstein are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/26/2022	Management	8	Yes	Elect Director Marc Zandman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Zandman, Ziv Shoshani, Timothy Talbert and Saul Reibstein are warranted for lack of a majority independent board. WITHHOLD votes for Timothy Talbert and Saul Reibstein are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/26/2022	Management	9	Yes	Ratify Brightman Almagor Zohar & Co. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vishay Precision Group, Inc.	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Vishay Precision Group, Inc.	05/26/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows options to be priced at less than 100 percent of the fair market value. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Vonage Holdings Corp.	02/09/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the premium, the downside risk of non-approval, and the sale process. Moreover, despite the recent history of activism in the stock, there is no public opposition to the deal.
Vonage Holdings Corp.	02/09/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although a portion of the CEOs' outstanding equity will be accelerated upon consummation of the merger, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
Vonage Holdings Corp.	02/09/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction (Item 1) merits support.
Vontier Corporation	05/25/2022	Management	1	Yes	Elect Director Robert L. Eatroff	For	For	For	For	A vote FOR the director nominees is warranted.
Vontier Corporation	05/25/2022	Management	2	Yes	Elect Director Martin Gafinowitz	For	For	For	For	A vote FOR the director nominees is warranted.
Vontier Corporation	05/25/2022	Management	3	Yes	Elect Director Andrew D. Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Vontier Corporation	05/25/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vontier Corporation	05/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Vontier Corporation	05/25/2022	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Vontier Corporation	05/25/2022	Management	7	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements would improve shareholder rights.
Voyager Therapeutics, Inc.	06/06/2022	Management	1	Yes	Elect Director Glenn Pierce	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director Glenn Pierce given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Voyager Therapeutics, Inc.	06/06/2022	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Voyager Therapeutics, Inc.	06/06/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
VSE Corporation	05/04/2022	Management	1	Yes	Elect Director John A. Cuomo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ralph (Ed) Eberhart, John Cuomo, Calvin Koonce, James Lafond and Bonnie Wachtel are warranted for lack of a majority independent board. WITHHOLD votes for Calvin Koonce, James Lafond and Bonnie Wachtel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jack Stultz Jr. for an apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/04/2022	Management	2	Yes	Elect Director Edward P. Dolanski	For	For	For	For	WITHHOLD votes for non-independent nominees Ralph (Ed) Eberhart, John Cuomo, Calvin Koonce, James Lafond and Bonnie Wachtel are warranted for lack of a majority independent board. WITHHOLD votes for Calvin Koonce, James Lafond and Bonnie Wachtel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jack Stultz Jr. for an apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/04/2022	Management	3	Yes	Elect Director Ralph E. Eberhart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ralph (Ed) Eberhart, John Cuomo, Calvin Koonce, James Lafond and Bonnie Wachtel are warranted for lack of a majority independent board. WITHHOLD votes for Calvin Koonce, James Lafond and Bonnie Wachtel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jack Stultz Jr. for an apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/04/2022	Management	4	Yes	Elect Director Mark E. Ferguson, III	For	For	For	For	WITHHOLD votes for non-independent nominees Ralph (Ed) Eberhart, John Cuomo, Calvin Koonce, James Lafond and Bonnie Wachtel are warranted for lack of a majority independent board. WITHHOLD votes for Calvin Koonce, James Lafond and Bonnie Wachtel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jack Stultz Jr. for an apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
VSE Corporation	05/04/2022	Management	5	Yes	Elect Director Calvin S. Koonce	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ralph (Ed) Eberhart, John Cuomo, Calvin Koonce, James Lafond and Bonnie Wachtel are warranted for lack of a majority independent board. WITHHOLD votes for Calvin Koonce, James Lafond and Bonnie Wachtel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jack Stultz Jr. for an apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/04/2022	Management	6	Yes	Elect Director James F. Lafond	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ralph (Ed) Eberhart, John Cuomo, Calvin Koonce, James Lafond and Bonnie Wachtel are warranted for lack of a majority independent board. WITHHOLD votes for Calvin Koonce, James Lafond and Bonnie Wachtel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jack Stultz Jr. for an apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/04/2022	Management	7	Yes	Elect Director John E. "Jack" Potter	For	For	For	For	WITHHOLD votes for non-independent nominees Ralph (Ed) Eberhart, John Cuomo, Calvin Koonce, James Lafond and Bonnie Wachtel are warranted for lack of a majority independent board. WITHHOLD votes for Calvin Koonce, James Lafond and Bonnie Wachtel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jack Stultz Jr. for an apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/04/2022	Management	8	Yes	Elect Director Jack C. Stultz, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ralph (Ed) Eberhart, John Cuomo, Calvin Koonce, James Lafond and Bonnie Wachtel are warranted for lack of a majority independent board. WITHHOLD votes for Calvin Koonce, James Lafond and Bonnie Wachtel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jack Stultz Jr. for an apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/04/2022	Management	9	Yes	Elect Director Bonnie K. Wachtel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ralph (Ed) Eberhart, John Cuomo, Calvin Koonce, James Lafond and Bonnie Wachtel are warranted for lack of a majority independent board. WITHHOLD votes for Calvin Koonce, James Lafond and Bonnie Wachtel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jack Stultz Jr. for an apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/04/2022	Management	10	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the size of the proposed increase in authorized shares of common stock is reasonable.
VSE Corporation	05/04/2022	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
VSE Corporation	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Wabash National Corporation	05/11/2022	Management	1	Yes	Elect Director Therese M. Bassett	For	For	For	For	Votes AGAINST Larry Magee and Scott Sorensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/11/2022	Management	2	Yes	Elect Director John G. Boss	For	For	For	For	Votes AGAINST Larry Magee and Scott Sorensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/11/2022	Management	3	Yes	Elect Director Larry J. Magee	For	For	Against	Against	Votes AGAINST Larry Magee and Scott Sorensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/11/2022	Management	4	Yes	Elect Director Ann D. Murtlow	For	For	For	For	Votes AGAINST Larry Magee and Scott Sorensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/11/2022	Management	5	Yes	Elect Director Scott K. Sorensen	For	For	Against	Against	Votes AGAINST Larry Magee and Scott Sorensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/11/2022	Management	6	Yes	Elect Director Stuart A. Taylor, II	For	For	For	For	Votes AGAINST Larry Magee and Scott Sorensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/11/2022	Management	7	Yes	Elect Director Brent L. Yeagy	For	For	For	For	Votes AGAINST Larry Magee and Scott Sorensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wabash National Corporation	05/11/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Wabash National Corporation	05/11/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Walker & Dunlop, Inc.	05/05/2022	Management	1	Yes	Elect Director Ellen D. Levy	For	For	For	For	WITHHOLD votes for non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. WITHHOLD votes for John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/05/2022	Management	2	Yes	Elect Director Michael D. Malone	For	For	For	For	WITHHOLD votes for non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. WITHHOLD votes for John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/05/2022	Management	3	Yes	Elect Director John Rice	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. WITHHOLD votes for John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/05/2022	Management	4	Yes	Elect Director Dana L. Schmaltz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. WITHHOLD votes for John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/05/2022	Management	5	Yes	Elect Director Howard W. Smith, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. WITHHOLD votes for John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/05/2022	Management	6	Yes	Elect Director William M. Walker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. WITHHOLD votes for John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/05/2022	Management	7	Yes	Elect Director Michael J. Warren	For	For	For	For	WITHHOLD votes for non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. WITHHOLD votes for John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/05/2022	Management	8	Yes	Elect Director Donna C. Wells	For	For	For	For	WITHHOLD votes for non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. WITHHOLD votes for John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/05/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Walker & Dunlop, Inc.	05/05/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the CEO's relatively high pay opportunities warrants continued monitoring, the company's annual and long-term incentive programs are predominantly tied to pre-set, objective financial metrics that appear reasonably rigorous and are well-disclosed. Payouts under these programs are aligned with the company's strong performance and shareholder returns that have outpaced comparators over the short and long term.
Walker & Dunlop, Inc.	05/05/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Warrior Met Coal, Inc.	04/26/2022	Management	1	Yes	Elect Director Stephen D. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
Warrior Met Coal, Inc.	04/26/2022	Management	2	Yes	Elect Director Ana B. Amicarella	For	For	For	For	A vote FOR all director nominees is warranted.
Warrior Met Coal, Inc.	04/26/2022	Management	3	Yes	Elect Director J. Brett Harvey	For	For	For	For	A vote FOR all director nominees is warranted.
Warrior Met Coal, Inc.	04/26/2022	Management	4	Yes	Elect Director Walter J. Scheller, III	For	For	For	For	A vote FOR all director nominees is warranted.
Warrior Met Coal, Inc.	04/26/2022	Management	5	Yes	Elect Director Alan H. Schumacher	For	For	For	For	A vote FOR all director nominees is warranted.
Warrior Met Coal, Inc.	04/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Warrior Met Coal, Inc.	04/26/2022	Management	7	Yes	Amend Securities Transfer Restrictions	For	For	For	For	A vote FOR this proposal is warranted. The proposed duration of the protective amendment is reasonable, and the value of the NOLs to be protected is material and could provide significant economic benefits to shareholders in the future.
Warrior Met Coal, Inc.	04/26/2022	Management	8	Yes	Ratify Section 382 Rights Agreement	For	For	For	For	A vote FOR this proposal is warranted. The duration of the pill is reasonable, the value of the NOLs is material, and there is evidence that those NOLs may provide future economic benefit to shareholders.
Warrior Met Coal, Inc.	04/26/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Warrior Met Coal, Inc.	04/26/2022	Shareholder	10	Yes	Require a Majority Vote for the Election of Directors	Against	For	For	For	A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
Washington Federal, Inc.	01/25/2022	Management	1	Yes	Elect Director R. Shawn Bice	For	For	For	For	A vote FOR all director nominees is warranted.
Washington Federal, Inc.	01/25/2022	Management	2	Yes	Elect Director Linda S. Brower	For	For	For	For	A vote FOR all director nominees is warranted.
Washington Federal, Inc.	01/25/2022	Management	3	Yes	Elect Director Sean B. Singleton	For	For	For	For	A vote FOR all director nominees is warranted.
Washington Federal, Inc.	01/25/2022	Management	4	Yes	Elect Director Sylvia R. Hampel	For	For	For	For	A vote FOR all director nominees is warranted.
Washington Federal, Inc.	01/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Washington Federal, Inc.	01/25/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Washington Trust Bancorp, Inc.	04/26/2022	Management	1	Yes	Elect Director Steven J. Crandall	For	For	Withhold	Withhold	WITHHOLD votes for Kathleen McKeough and Steven Crandall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Washington Trust Bancorp, Inc.	04/26/2022	Management	2	Yes	Elect Director Joseph P. Gencarella	For	For	For	For	WITHHOLD votes for Kathleen McKeough and Steven Crandall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Washington Trust Bancorp, Inc.	04/26/2022	Management	3	Yes	Elect Director Edward O. Handy, III	For	For	For	For	WITHHOLD votes for Kathleen McKeough and Steven Crandall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Washington Trust Bancorp, Inc.	04/26/2022	Management	4	Yes	Elect Director Kathleen E. McKeough	For	For	Withhold	Withhold	WITHHOLD votes for Kathleen McKeough and Steven Crandall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Washington Trust Bancorp, Inc.	04/26/2022	Management	5	Yes	Elect Director John T. Ruggieri	For	For	For	For	WITHHOLD votes for Kathleen McKeough and Steven Crandall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Washington Trust Bancorp, Inc.	04/26/2022	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Washington Trust Bancorp, Inc.	04/26/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Washington Trust Bancorp, Inc.	04/26/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Waterstone Financial, Inc.	05/17/2022	Management	1	Yes	Elect Director Ellen S. Bartel	For	For	For	For	A vote FOR all director nominees is warranted.
Waterstone Financial, Inc.	05/17/2022	Management	2	Yes	Elect Director Kristine A. Rappe	For	For	For	For	A vote FOR all director nominees is warranted.
Waterstone Financial, Inc.	05/17/2022	Management	3	Yes	Ratify CliftonLarsonAllen LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Waterstone Financial, Inc.	05/17/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Watts Water Technologies, Inc.	05/11/2022	Management	1	Yes	Elect Director Christopher L. Conway	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/11/2022	Management	2	Yes	Elect Director Michael J. Dubose	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/11/2022	Management	3	Yes	Elect Director David A. Dunbar	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/11/2022	Management	4	Yes	Elect Director Louise K. Goeser	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/11/2022	Management	5	Yes	Elect Director W. Craig Kissel	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/11/2022	Management	6	Yes	Elect Director Joseph T. Noonan	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/11/2022	Management	7	Yes	Elect Director Robert J. Pagano, Jr.	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/11/2022	Management	8	Yes	Elect Director Merilee Raines	For	For	Withhold	Withhold	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/11/2022	Management	9	Yes	Elect Director Joseph W. Reitmeyer	For	For	For	For	WITHHOLD votes for Merilee Raines are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/11/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Watts Water Technologies, Inc.	05/11/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and " the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Watts Water Technologies, Inc.	05/11/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weatherford International plc	06/02/2022	Management	1	Yes	Elect Director Benjamin C. Duster, IV	For	For	For	For	A vote FOR all director nominees is warranted.
Weatherford International plc	06/02/2022	Management	2	Yes	Elect Director Neal P. Goldman	For	For	For	For	A vote FOR all director nominees is warranted.
Weatherford International plc	06/02/2022	Management	3	Yes	Elect Director Jacqueline C. (Jackie) Mutschler	For	For	For	For	A vote FOR all director nominees is warranted.
Weatherford International plc	06/02/2022	Management	4	Yes	Elect Director Girishchandra K. Saligram	For	For	For	For	A vote FOR all director nominees is warranted.
Weatherford International plc	06/02/2022	Management	5	Yes	Elect Director Charles M. (Chuck) Sledge	For	For	For	For	A vote FOR all director nominees is warranted.
Weatherford International plc	06/02/2022	Management	6	Yes	Ratify KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weatherford International plc	06/02/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A review of the company's executive pay program does not raise significant concerns at this time. Therefore, a vote FOR this proposal is warranted.
Weatherford International plc	06/02/2022	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Webster Financial Corporation	04/28/2022	Management	1	Yes	Elect Director William L. Atwell	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	2	Yes	Elect Director Mona Abolnaga Kanaan	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	3	Yes	Elect Director John R. Ciulla	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	4	Yes	Elect Director John P. Cahill	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	5	Yes	Elect Director E. Carol Hayles	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	6	Yes	Elect Director Linda H. Ianieri	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	7	Yes	Elect Director Jack L. Kopnisky	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	8	Yes	Elect Director James J. Landy	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	9	Yes	Elect Director Maureen B. Mitchell	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	10	Yes	Elect Director Laurence C. Morse	For	For	Against	Against	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	11	Yes	Elect Director Karen R. Osar	For	For	Against	Against	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proposal Sequence Number	Votable Proposal	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Webster Financial Corporation	04/28/2022	Management	12	Yes	Elect Director Richard O'Toole	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	13	Yes	Elect Director Mark Pettie	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	14	Yes	Elect Director Lauren C. States	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	15	Yes	Elect Director William E. Whiston	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Webster Financial Corporation	04/28/2022	Management	17	Yes	Ratify KPMG LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Welbilt, Inc.	06/17/2022	Management	1	Yes	Elect Director Cynthia M. Egnotovich	For	For	Against	Votes AGAINST Cynthia Egnotovich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Welbilt, Inc.	06/17/2022	Management	2	Yes	Elect Director Dino J. Bianco	For	For	For	Votes AGAINST Cynthia Egnotovich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Welbilt, Inc.	06/17/2022	Management	3	Yes	Elect Director Joan K. Chow	For	For	For	Votes AGAINST Cynthia Egnotovich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Welbilt, Inc.	06/17/2022	Management	4	Yes	Elect Director Janice L. Fields	For	For	For	Votes AGAINST Cynthia Egnotovich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Welbilt, Inc.	06/17/2022	Management	5	Yes	Elect Director Brian R. Gamache	For	For	For	Votes AGAINST Cynthia Egnotovich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Welbilt, Inc.	06/17/2022	Management	6	Yes	Elect Director Andrew Langham	For	For	For	Votes AGAINST Cynthia Egnotovich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Welbilt, Inc.	06/17/2022	Management	7	Yes	Elect Director William C. Johnson	For	For	For	Votes AGAINST Cynthia Egnotovich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Welbilt, Inc.	06/17/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	A vote AGAINST this proposal is warranted. While annual incentives and equity awards were primarily performance-conditioned, concerns are raised regarding the committee's decision to accelerate vesting of certain equity awards in advance of the expected merger. The committee accelerated the vesting of both time- and performance-based equity awards that were expected to be earned in 2022 and 2023. While the merger has been approved by shareholders, equity acceleration is generally disfavored in advance of closing. Further, the committee's rationale regarding excess golden parachute-related tax implications is not viewed as compelling.
Welbilt, Inc.	06/17/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
WesBanco, Inc.	04/20/2022	Management	1	Yes	Elect Director Rosie Allen-Herring	For	For	For	WITHHOLD votes for non-independent nominee Christopher Criss are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
WesBanco, Inc.	04/20/2022	Management	2	Yes	Elect Director Christopher V. Criss	For	For	Withhold	WITHHOLD votes for non-independent nominee Christopher Criss are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
WesBanco, Inc.	04/20/2022	Management	3	Yes	Elect Director Lisa A. Knutson	For	For	For	WITHHOLD votes for non-independent nominee Christopher Criss are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
WesBanco, Inc.	04/20/2022	Management	4	Yes	Elect Director Gregory S. Proctor, Jr.	For	For	For	WITHHOLD votes for non-independent nominee Christopher Criss are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
WesBanco, Inc.	04/20/2022	Management	5	Yes	Elect Director Joseph R. Robinson	For	For	For	WITHHOLD votes for non-independent nominee Christopher Criss are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
WesBanco, Inc.	04/20/2022	Management	6	Yes	Elect Director Kerry M. Stemler	For	For	For	WITHHOLD votes for non-independent nominee Christopher Criss are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
WesBanco, Inc.	04/20/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
WesBanco, Inc.	04/20/2022	Management	8	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WesBanco, Inc.	04/20/2022	Management	9	Yes	Other Business	For	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
West Bancorporation, Inc.	04/28/2022	Management	1	Yes	Elect Director Patrick J. Donovan	For	For	For	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	2	Yes	Elect Director Lisa J. Elming	For	For	For	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	3	Yes	Elect Director Steven K. Gaer	For	For	Withhold	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	4	Yes	Elect Director Michael J. Gerdin	For	For	For	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	5	Yes	Elect Director Douglas R. Gulling	For	For	For	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	6	Yes	Elect Director Sean P. McMurray	For	For	For	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	7	Yes	Elect Director George D. Milligan	For	For	Withhold	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	8	Yes	Elect Director David D. Nelson	For	For	For	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	9	Yes	Elect Director James W. Noyce	For	For	Withhold	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	10	Yes	Elect Director Rosemary Parson	For	For	For	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	11	Yes	Elect Director Steven T. Schuler	For	For	For	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	12	Yes	Elect Director Therese M. Vaughan	For	For	For	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	13	Yes	Elect Director Philip Jason Worth	For	For	For	WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/28/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
West Bancorporation, Inc.	04/28/2022	Management	15	Yes	Ratify RSM US LLP as Auditors	For	For	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Westamerica Bancorporation	04/28/2022	Management	1	Yes	Elect Director E. Joseph Bowler	For	For	Against	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

					Management		ISS		Voting Policy			
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale		
Westamerica Bancorporation	04/28/2022	Management	2	Yes	Elect Director Melanie Martella Chiesa	For	For	For	For	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Westamerica Bancorporation	04/28/2022	Management	3	Yes	Elect Director Michele Hassid	For	For	For	For	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Westamerica Bancorporation	04/28/2022	Management	4	Yes	Elect Director Catherine Cope MacMillan	For	For	Against	Against	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Westamerica Bancorporation	04/28/2022	Management	5	Yes	Elect Director Ronald A. Nelson	For	For	Against	Against	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Westamerica Bancorporation	04/28/2022	Management	6	Yes	Elect Director David L. Payne	For	For	Against	Against	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Westamerica Bancorporation	04/28/2022	Management	7	Yes	Elect Director Edward B. Sylvester	For	For	Against	Against	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Westamerica Bancorporation	04/28/2022	Management	8	Yes	Elect Director Inez Wondeh	For	For	For	For	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Westamerica Bancorporation	04/28/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		
Westamerica Bancorporation	04/28/2022	Management	10	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.		
Western New England Bancorp., Inc.	05/11/2022	Management	1	Yes	Elect Director Gary G. Fitzgerald	For	For	For	For	A vote FOR all director nominees is warranted.		
Western New England Bancorp., Inc.	05/11/2022	Management	2	Yes	Elect Director Paul C. Picknelly	For	For	For	For	A vote FOR all director nominees is warranted.		
Western New England Bancorp., Inc.	05/11/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		
Western New England Bancorp., Inc.	05/11/2022	Management	4	Yes	Ratify Wolf & Company, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Westwood Holdings Group, Inc.	04/27/2022	Management	1	Yes	Elect Director Brian O. Casey	For	For	Against	Against	Votes AGAINST incumbent governance committee members Richard Frank, Ellen Masterson, and Geoffrey Norman are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger, and for not providing sufficient disclosure regarding the future of the pill, which is set to expire just four days after this annual meeting. Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR Randy A. Bowman is warranted.		
Westwood Holdings Group, Inc.	04/27/2022	Management	2	Yes	Elect Director Richard M. Frank	For	Against	Against	Against	Votes AGAINST incumbent governance committee members Richard Frank, Ellen Masterson, and Geoffrey Norman are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger, and for not providing sufficient disclosure regarding the future of the pill, which is set to expire just four days after this annual meeting. Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR Randy A. Bowman is warranted.		
Westwood Holdings Group, Inc.	04/27/2022	Management	3	Yes	Elect Director Susan M. Byrne	For	For	Against	Against	Votes AGAINST incumbent governance committee members Richard Frank, Ellen Masterson, and Geoffrey Norman are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger, and for not providing sufficient disclosure regarding the future of the pill, which is set to expire just four days after this annual meeting. Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR Randy A. Bowman is warranted.		
Westwood Holdings Group, Inc.	04/27/2022	Management	4	Yes	Elect Director Ellen H. Masterson	For	Against	Against	Against	Votes AGAINST incumbent governance committee members Richard Frank, Ellen Masterson, and Geoffrey Norman are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger, and for not providing sufficient disclosure regarding the future of the pill, which is set to expire just four days after this annual meeting. Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR Randy A. Bowman is warranted.		
Westwood Holdings Group, Inc.	04/27/2022	Management	5	Yes	Elect Director Geoffrey R. Norman	For	Against	Against	Against	Votes AGAINST incumbent governance committee members Richard Frank, Ellen Masterson, and Geoffrey Norman are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger, and for not providing sufficient disclosure regarding the future of the pill, which is set to expire just four days after this annual meeting. Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR Randy A. Bowman is warranted.		
Westwood Holdings Group, Inc.	04/27/2022	Management	6	Yes	Elect Director Randy A. Bowman	For	For	For	For	Votes AGAINST incumbent governance committee members Richard Frank, Ellen Masterson, and Geoffrey Norman are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger, and for not providing sufficient disclosure regarding the future of the pill, which is set to expire just four days after this annual meeting. Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR Randy A. Bowman is warranted.		
Westwood Holdings Group, Inc.	04/27/2022	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
Westwood Holdings Group, Inc.	04/27/2022	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and " The company's three-year average burn rate is excessive.		
Westwood Holdings Group, Inc.	04/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
Westwood Holdings Group, Inc.	04/27/2022	Management	10	Yes	Eliminate Supermajority Vote Requirement to Amend Certificate of Incorporation and Bylaws	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.		
WEX Inc.	05/12/2022	Management	1	Yes	Elect Director Daniel Callahan	For	For	For	For	Votes AGAINST Shikhar Ghosh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.		
WEX Inc.	05/12/2022	Management	2	Yes	Elect Director Shikhar Ghosh	For	For	Against	Against	Votes AGAINST Shikhar Ghosh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.		
WEX Inc.	05/12/2022	Management	3	Yes	Elect Director James (Jim) Neary	For	For	For	For	Votes AGAINST Shikhar Ghosh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.		

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WEX Inc.	05/12/2022	Management	4	Yes	Elect Director Melissa Smith	For			For	Votes AGAINST Shikhar Ghosh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/12/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For		For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, the pay-for-performance misalignment is mitigated at this time. CEO pay significantly decreased compared to last year, and the short- and long-term programs are primarily performance-based.
WEX Inc.	05/12/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
White Mountains Insurance Group, Ltd.	05/26/2022	Management	1	Yes	Elect Director Morgan W. Davis	For	For	Withhold	Withhold	WITHHOLD votes for Morgan Davis are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
White Mountains Insurance Group, Ltd.	05/26/2022	Management	2	Yes	Elect Director Peter M. Carlson	For	For		For	WITHHOLD votes for Morgan Davis are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
White Mountains Insurance Group, Ltd.	05/26/2022	Management	3	Yes	Elect Director Suzanne F. Shank	For	For		For	WITHHOLD votes for Morgan Davis are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
White Mountains Insurance Group, Ltd.	05/26/2022	Management	4	Yes	Elect Director David A. Tanner	For	For		For	WITHHOLD votes for Morgan Davis are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
White Mountains Insurance Group, Ltd.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For		For	A vote FOR the proposal is warranted. Although concerns are noted in the LTI program regarding duplicative metrics between the STI and LTI as well as an increase in the CEO's LTI grant value without a disclosed rationale, these concerns are largely mitigated, as the LTI program utilizes a multi-year performance period and discloses rigorous growth goals. The STI program is entirely based on a pre-set financial metric and did not pay out in FY21, which largely aligns with recent company underperformance.
White Mountains Insurance Group, Ltd.	05/26/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Whiting Petroleum Corporation	06/28/2022	Management	1	Yes	Approve Merger Agreement	For			For	The board appears to have conducted a reasonably thorough strategic review, evaluating potential suitors and undergoing strategic asset evaluations, and concluded that the combination with OAS would provide compelling strategic benefits. In particular, the transaction is expected to be accretive on a per share basis pertaining to net asset value, E&P cash flow and E&P free cash flow and deliver significant cost savings and operational synergies, allowing the combined company to hold production steady with a low reinvestment rate. Moreover, the balanced form of consideration includes both cash, which provides certainty of value, as well as stock, which allows shareholders to participate in the upside potential of the combined company. In consideration of these factors, support FOR this proposal is warranted.
Whiting Petroleum Corporation	06/28/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For		For	A vote FOR this proposal is warranted. Although a portion of time-vesting equity awards held by the CEO and one NEO will accelerate vesting, all other outstanding equity is double trigger. Further, cash severance is double trigger and reasonably based, with no excise tax gross ups payable.
Whiting Petroleum Corporation	06/28/2022	Management	3	Yes	Elect Director Janet L. Carrig	For	Withhold		Withhold	WITHHOLD votes for nominating committee chairman Janet Carrig are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Susan Cunningham, Paul Korus and Daniel (Danny) Rice IV are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Whiting Petroleum Corporation	06/28/2022	Management	4	Yes	Elect Director Susan M. Cunningham	For	For		Withhold	WITHHOLD votes for nominating committee chairman Janet Carrig are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Susan Cunningham, Paul Korus and Daniel (Danny) Rice IV are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Whiting Petroleum Corporation	06/28/2022	Management	5	Yes	Elect Director Paul J. Korus	For	For		Withhold	WITHHOLD votes for nominating committee chairman Janet Carrig are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Susan Cunningham, Paul Korus and Daniel (Danny) Rice IV are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Whiting Petroleum Corporation	06/28/2022	Management	6	Yes	Elect Director Kevin S. McCarthy	For	For		For	WITHHOLD votes for nominating committee chairman Janet Carrig are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Susan Cunningham, Paul Korus and Daniel (Danny) Rice IV are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Whiting Petroleum Corporation	06/28/2022	Management	7	Yes	Elect Director Lynn A. Peterson	For	For		For	WITHHOLD votes for nominating committee chairman Janet Carrig are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Susan Cunningham, Paul Korus and Daniel (Danny) Rice IV are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Whiting Petroleum Corporation	06/28/2022	Management	8	Yes	Elect Director Daniel J. Rice, IV	For	For		Withhold	WITHHOLD votes for nominating committee chairman Janet Carrig are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Susan Cunningham, Paul Korus and Daniel (Danny) Rice IV are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Whiting Petroleum Corporation	06/28/2022	Management	9	Yes	Elect Director Anne Taylor	For	For		For	WITHHOLD votes for nominating committee chairman Janet Carrig are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Susan Cunningham, Paul Korus and Daniel (Danny) Rice IV are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Whiting Petroleum Corporation	06/28/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For		For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.
WidePoint Corporation	06/17/2022	Management	1	Yes	Elect Director Jin Kang	For	For		For	WITHHOLD votes for compensation committee member Julia Bowen are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Jin Kang is warranted at this time.
WidePoint Corporation	06/17/2022	Management	2	Yes	Elect Director Julia A. Bowen	For	For		Withhold	WITHHOLD votes for compensation committee member Julia Bowen are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Jin Kang is warranted at this time.
WidePoint Corporation	06/17/2022	Management	3	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WidePoint Corporation	06/17/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into an employment agreement with an executive that provides for problematic excise tax gross-up payments.
Willis Lease Finance Corporation	05/25/2022	Management	1	Yes	Elect Director Charles F. Willis, IV	For	Withhold		Withhold	WITHHOLD votes for non-independent nominees Charles Willis IV and Hans Joerg Hunziker are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Charles Willis IV and Hans Joerg Hunziker for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for Hans Joerg Hunziker are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Charles Willis IV for lack of racial or ethnic diversity on the board. WITHHOLD votes are further warranted for Compensation Committee member Hans Joerg Hunziker in the absence of a say-on-pay proposal, due to a pay-for-performance misalignment. Disclosure surrounding the annual incentive program remains limited, the CEO's base salary remains relatively high compared to peers, performance equity awards continues to utilize annual performance measurement periods, and the CEO's equity awards are outsized.
Willis Lease Finance Corporation	05/25/2022	Management	2	Yes	Elect Director Hans Joerg Hunziker	For	Withhold		Withhold	WITHHOLD votes for non-independent nominees Charles Willis IV and Hans Joerg Hunziker are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Charles Willis IV and Hans Joerg Hunziker for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for Hans Joerg Hunziker are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Charles Willis IV for lack of racial or ethnic diversity on the board. WITHHOLD votes are further warranted for Compensation Committee member Hans Joerg Hunziker in the absence of a say-on-pay proposal, due to a pay-for-performance misalignment. Disclosure surrounding the annual incentive program remains limited, the CEO's base salary remains relatively high compared to peers, performance equity awards continues to utilize annual performance measurement periods, and the CEO's equity awards are outsized.
Willis Lease Finance Corporation	05/25/2022	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For		For	A vote FOR this proposal to ratify the auditor is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	1	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	2	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While two NEOs received sizable employment agreement extension awards, the grants were entirely performance-based, with clearly disclosed goals. Annual incentives and annual cycle equity awards were also majority performance-based, though investors would benefit from additional disclosure regarding the specific performance targets. Given expected increases in CEO compensation in FY22 though, investors should continue to monitor pay the company.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	5	Yes	Elect Director Mark S. Bartlett	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	6	Yes	Elect Director Erika T. Davis	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	7	Yes	Elect Director Sara R. Dial	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	8	Yes	Elect Director Jeffrey S. Goble	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	9	Yes	Elect Director Gerard E. Holthaus	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	10	Yes	Elect Director Kimberly J. McWaters	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	11	Yes	Elect Director Erik Olsson	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	12	Yes	Elect Director Rebecca L. Owen	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	13	Yes	Elect Director Jeff Sagansky	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	14	Yes	Elect Director Bradley L. Soultz	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	15	Yes	Elect Director Michael W. Upchurch	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	17	Yes	Elect Director Erika T. Davis	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	18	Yes	Elect Director Jeffrey S. Goble	For	For	Against	Against	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	19	Yes	Elect Director Jeff Sagansky	For	For	For	For	Votes AGAINST Jeffrey Goble are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wingstop Inc.	05/26/2022	Management	1	Yes	Elect Director Krishnan (Kandy) Anand	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Krishnan (Kandy) Anand, David (Dave) Goebel, and Michael (Mike) Hislop given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Wingstop Inc.	05/26/2022	Management	2	Yes	Elect Director David L. Goebel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Krishnan (Kandy) Anand, David (Dave) Goebel, and Michael (Mike) Hislop given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Wingstop Inc.	05/26/2022	Management	3	Yes	Elect Director Michael J. Hislop	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Krishnan (Kandy) Anand, David (Dave) Goebel, and Michael (Mike) Hislop given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Wingstop Inc.	05/26/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Wingstop Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Winmark Corporation	04/27/2022	Management	1	Yes	Fix Number of Directors at Seven	For	For	For	For	A vote FOR this proposal is warranted as it is not motivated by a desire to entrench management.
Winmark Corporation	04/27/2022	Management	2	Yes	Elect Director Brett D. Heffes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brett Heffes, Paul Reyelts, Jenele Grassle, and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Reyelts, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Jenele Grassle are warranted for the apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/27/2022	Management	3	Yes	Elect Director Lawrence A. Barbetta	For	For	For	For	WITHHOLD votes for non-independent nominees Brett Heffes, Paul Reyelts, Jenele Grassle, and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Reyelts, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Jenele Grassle are warranted for the apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/27/2022	Management	4	Yes	Elect Director Jenele C. Grassle	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brett Heffes, Paul Reyelts, Jenele Grassle, and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Reyelts, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Jenele Grassle are warranted for the apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/27/2022	Management	5	Yes	Elect Director Paul C. Reyelts	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brett Heffes, Paul Reyelts, Jenele Grassle, and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Reyelts, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Jenele Grassle are warranted for the apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/27/2022	Management	6	Yes	Elect Director Gina D. Sprenger	For	For	For	For	WITHHOLD votes for non-independent nominees Brett Heffes, Paul Reyelts, Jenele Grassle, and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Reyelts, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Jenele Grassle are warranted for the apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/27/2022	Management	7	Yes	Elect Director Percy C. (Tom) Tomlinson, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Brett Heffes, Paul Reyelts, Jenele Grassle, and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Reyelts, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Jenele Grassle are warranted for the apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/27/2022	Management	8	Yes	Elect Director Mark L. Wilson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brett Heffes, Paul Reyelts, Jenele Grassle, and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Reyelts, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chairman Jenele Grassle are warranted for the apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.



					Management		ISS		Voting Policy		Vote Instruction	Voting Policy Rationale
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommend ation	Recommend ation	Recommend ation				
Winmark Corporation	04/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's base salary is relatively high, bonuses are largely discretionary, and equity awards are entirely time-vesting. Other problematic pay practices in the company's pay program include single-trigger equity vesting acceleration provision in CIC agreements, and the lack of risk-mitigating provisions.		
Winmark Corporation	04/27/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Wintrust Financial Corporation	05/26/2022	Management	1	Yes	Elect Director Elizabeth H. Connelly	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	2	Yes	Elect Director Peter D. Crist	For	For	Against	Against	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	3	Yes	Elect Director Bruce K. Crowther	For	For	Against	Against	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	4	Yes	Elect Director William J. Doyle	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	5	Yes	Elect Director Marla F. Glabe	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	6	Yes	Elect Director H. Patrick Hackett, Jr.	For	For	Against	Against	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	7	Yes	Elect Director Scott K. Heitmann	For	For	Against	Against	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	8	Yes	Elect Director Deborah L. Hall Lefevre	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	9	Yes	Elect Director Suzet M. McKinney	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	10	Yes	Elect Director Gary D. "Joe" Sweeney	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	11	Yes	Elect Director Karin Gustafson Teglia	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	12	Yes	Elect Director Alex E. Washington, III	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	13	Yes	Elect Director Edward J. Wehmer	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.		
Wintrust Financial Corporation	05/26/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote FOR this proposal is warranted as the potential voting power dilution of 4.79 percent is reasonable.		
Wintrust Financial Corporation	05/26/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
Wintrust Financial Corporation	05/26/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
Woodward, Inc.	01/26/2022	Management	1	Yes	Elect Director Rajeev Bhalla	For	For	For	For	Votes AGAINST non-independent nominees John Cohn and Gregg Sengstack are warranted for lack of a majority independent board.Votes AGAINST John Cohn and Gregg Sengstack are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Woodward, Inc.	01/26/2022	Management	2	Yes	Elect Director John D. Cohn	For	For	Against	Against	Votes AGAINST non-independent nominees John Cohn and Gregg Sengstack are warranted for lack of a majority independent board.Votes AGAINST John Cohn and Gregg Sengstack are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Woodward, Inc.	01/26/2022	Management	3	Yes	Elect Director Eileen P. Drake	For	For	For	For	Votes AGAINST non-independent nominees John Cohn and Gregg Sengstack are warranted for lack of a majority independent board.Votes AGAINST John Cohn and Gregg Sengstack are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Woodward, Inc.	01/26/2022	Management	4	Yes	Elect Director Gregg C. Sengstack	For	For	Against	Against	Votes AGAINST non-independent nominees John Cohn and Gregg Sengstack are warranted for lack of a majority independent board.Votes AGAINST John Cohn and Gregg Sengstack are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.		
Woodward, Inc.	01/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		
Woodward, Inc.	01/26/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.Taft Hartley Note		
Woodward, Inc.	01/26/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and" The plan administrator may provide loans to exercise awards.		
WW International, Inc.	05/10/2022	Management	1	Yes	Elect Director Steven M. Altschuler	For	For	For	For	A vote FOR the director nominees is warranted.		
WW International, Inc.	05/10/2022	Management	2	Yes	Elect Director Julie Bornstein	For	For	For	For	A vote FOR the director nominees is warranted.		
WW International, Inc.	05/10/2022	Management	3	Yes	Elect Director Thilo Semmelbauer	For	For	For	For	A vote FOR the director nominees is warranted.		
WW International, Inc.	05/10/2022	Management	4	Yes	Elect Director Sima Sistani	For	For	For	For	A vote FOR the director nominees is warranted.		
WW International, Inc.	05/10/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.		
WW International, Inc.	05/10/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, in light of the pay-for-performance misalignment and lack of sufficient mitigating factors. While annual incentive awards were earned below target, the long-term incentive program remained entirely time-based for a second year following the company's shift from PSUs to time-vested options in response to the pandemic. In addition, the company maintains agreements that contain excise tax gross-up provisions.		
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	1	Yes	Elect Director Stephen P. Holmes	For	For	For	For	A vote FOR the director nominees is warranted.		
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	2	Yes	Elect Director Geoffrey A. Ballotti	For	For	For	For	A vote FOR the director nominees is warranted.		
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	3	Yes	Elect Director Myra J. Biblowit	For	For	For	For	A vote FOR the director nominees is warranted.		
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	4	Yes	Elect Director James E. Buckman	For	For	For	For	A vote FOR the director nominees is warranted.		
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	5	Yes	Elect Director Bruce B. Churchill	For	For	For	For	A vote FOR the director nominees is warranted.		
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	6	Yes	Elect Director Mukul V. Deoras	For	For	For	For	A vote FOR the director nominees is warranted.		
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	7	Yes	Elect Director Ronald L. Nelson	For	For	For	For	A vote FOR the director nominees is warranted.		
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	8	Yes	Elect Director Pauline D.E. Richards	For	For	For	For	A vote FOR the director nominees is warranted.		
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
X4 Pharmaceuticals, Inc.	06/06/2022	Management	1	Yes	Elect Director William E. Aliski	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees William Aliski and Alison Lawton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.		
X4 Pharmaceuticals, Inc.	06/06/2022	Management	2	Yes	Elect Director Alison Lawton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees William Aliski and Alison Lawton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.		
X4 Pharmaceuticals, Inc.	06/06/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.		
XBiotech Inc.	06/22/2022	Management	1	Yes	Elect Director John Simard	For	For	For	For	WITHHOLD votes for W. Thorpe McKenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jan-Paul Waldin for lack of gender diversity and racial or ethnic on the board. A vote FOR the remaining director nominees is warranted.		
XBiotech Inc.	06/22/2022	Management	2	Yes	Elect Director Jan-Paul Waldin	For	Withhold	Withhold	Withhold	WITHHOLD votes for W. Thorpe McKenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jan-Paul Waldin for lack of gender diversity and racial or ethnic on the board. A vote FOR the remaining director nominees is warranted.		
XBiotech Inc.	06/22/2022	Management	3	Yes	Elect Director W. Thorpe McKenzie	For	For	Withhold	Withhold	WITHHOLD votes for W. Thorpe McKenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jan-Paul Waldin for lack of gender diversity and racial or ethnic on the board. A vote FOR the remaining director nominees is warranted.		

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
XBiotech Inc.	06/22/2022	Management	4	Yes	Elect Director Donald H. MacAdam	For	For	For	For	WITHHOLD votes for W. Thorpe McKenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jan-Paul Waldin for lack of gender diversity and racial or ethnic on the board. A vote FOR the remaining director nominees is warranted.
XBiotech Inc.	06/22/2022	Management	5	Yes	Elect Director Peter Libby	For	For	For	For	WITHHOLD votes for W. Thorpe McKenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee chair Jan-Paul Waldin for lack of gender diversity and racial or ethnic on the board. A vote FOR the remaining director nominees is warranted.
XBiotech Inc.	06/22/2022	Management	6	Yes	Ratify Whiteley Penn LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
XBiotech Inc.	06/22/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Xencor, Inc.	06/23/2022	Management	1	Yes	Elect Director Bassil I. Dahiyat	For	For	For	For	WITHHOLD votes for Yujiro Hata are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xencor, Inc.	06/23/2022	Management	2	Yes	Elect Director Ellen G. Feigal	For	For	For	For	WITHHOLD votes for Yujiro Hata are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xencor, Inc.	06/23/2022	Management	3	Yes	Elect Director Kevin C. Gorman	For	For	For	For	WITHHOLD votes for Yujiro Hata are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xencor, Inc.	06/23/2022	Management	4	Yes	Elect Director Kurt A. Gustafson	For	For	For	For	WITHHOLD votes for Yujiro Hata are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xencor, Inc.	06/23/2022	Management	5	Yes	Elect Director Yujiro S. Hata	For	For	Withhold	Withhold	WITHHOLD votes for Yujiro Hata are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xencor, Inc.	06/23/2022	Management	6	Yes	Elect Director A. Bruce Montgomery	For	For	For	For	WITHHOLD votes for Yujiro Hata are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xencor, Inc.	06/23/2022	Management	7	Yes	Elect Director Richard J. Ranieri	For	For	For	For	WITHHOLD votes for Yujiro Hata are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xencor, Inc.	06/23/2022	Management	8	Yes	Elect Director Dagmar Rosa-Bjorkeson	For	For	For	For	WITHHOLD votes for Yujiro Hata are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xencor, Inc.	06/23/2022	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Xencor, Inc.	06/23/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	1	Yes	Elect Director Simon N. Pimstone	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Simon Pimstone, Ian Mortimer, Mohammad Azab and Gary Patou are warranted for lack of a majority independent board. WITHHOLD votes for Mohammad Azab and Gary Patou are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Dawn Svoronos and Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	2	Yes	Elect Director Mohammad Azab	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Simon Pimstone, Ian Mortimer, Mohammad Azab and Gary Patou are warranted for lack of a majority independent board. WITHHOLD votes for Mohammad Azab and Gary Patou are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Dawn Svoronos and Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	3	Yes	Elect Director Steven Gannon	For	For	For	For	WITHHOLD votes for non-independent nominees Simon Pimstone, Ian Mortimer, Mohammad Azab and Gary Patou are warranted for lack of a majority independent board. WITHHOLD votes for Mohammad Azab and Gary Patou are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Dawn Svoronos and Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	4	Yes	Elect Director Elizabeth Garofalo	For	For	For	For	WITHHOLD votes for non-independent nominees Simon Pimstone, Ian Mortimer, Mohammad Azab and Gary Patou are warranted for lack of a majority independent board. WITHHOLD votes for Mohammad Azab and Gary Patou are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Dawn Svoronos and Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	5	Yes	Elect Director Patrick Machado	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Simon Pimstone, Ian Mortimer, Mohammad Azab and Gary Patou are warranted for lack of a majority independent board. WITHHOLD votes for Mohammad Azab and Gary Patou are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Dawn Svoronos and Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	6	Yes	Elect Director Ian Mortimer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Simon Pimstone, Ian Mortimer, Mohammad Azab and Gary Patou are warranted for lack of a majority independent board. WITHHOLD votes for Mohammad Azab and Gary Patou are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Dawn Svoronos and Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	7	Yes	Elect Director Gary Patou	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Simon Pimstone, Ian Mortimer, Mohammad Azab and Gary Patou are warranted for lack of a majority independent board. WITHHOLD votes for Mohammad Azab and Gary Patou are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Dawn Svoronos and Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	8	Yes	Elect Director Dawn Svoronos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Simon Pimstone, Ian Mortimer, Mohammad Azab and Gary Patou are warranted for lack of a majority independent board. WITHHOLD votes for Mohammad Azab and Gary Patou are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Dawn Svoronos and Patrick Machado are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company's executive pay program does not raise significant concerns at this time.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because " The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.08 percent is excessive. " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Withhold	Withhold	WITHHOLD votes for this item are warranted as the auditor's tenure at the company exceeds seven years.
Xenon Pharmaceuticals Inc.	06/01/2022	Management	12	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Xerox Holdings Corporation	05/19/2022	Management	1	Yes	Elect Director Joseph J. Echevarria	For	For	For	For	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/19/2022	Management	2	Yes	Elect Director Scott Letier	For	Against	Against	Against	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/19/2022	Management	3	Yes	Elect Director Jesse A. Lynn	For	For	For	For	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy		Voting Policy Rationale
								Recommendation	Instruction	
Xerox Holdings Corporation	05/19/2022	Management	4	Yes	Elect Director Nichelle Maynard-Elliott	For	For	For	For	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/19/2022	Management	5	Yes	Elect Director Steven D. Miller	For	For	For	For	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/19/2022	Management	6	Yes	Elect Director James L. Nelson	For	For	Against	Against	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/19/2022	Management	7	Yes	Elect Director Margarita Palau-Hernandez	For	Against	Against	Against	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/19/2022	Management	8	Yes	Elect Director Giovanni (John) Visentin	For	For	For	For	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/19/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Xerox Holdings Corporation	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company failed to demonstrate adequate responsiveness to last year's say-on-pay vote, despite receiving significantly less than majority support. While the company engaged with investors following the annual meeting and disclosed specific shareholder feedback, the committee failed to implement changes to the compensation program so as to sufficiently address the concerns underlying the failed 2021 vote. Below-target payouts on both annual and long-term incentive awards were reasonably in line with performance for their respective performance periods, and although FY21 annual bonuses and equity awards utilize overlapping metrics, metrics are measured over differing performance periods and this overlap has been eliminated for FY22 awards, mitigating pay-for-performance concerns.
Xerox Holdings Corporation	05/19/2022	Management	11	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Xerox Holdings Corporation	05/19/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the proposed right could be unilaterally exercised by a single active shareholder.
Xperi Holding Corporation	04/29/2022	Management	1	Yes	Elect Director Darcy Antonellis	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Holding Corporation	04/29/2022	Management	2	Yes	Elect Director Laura J. Durr	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Holding Corporation	04/29/2022	Management	3	Yes	Elect Director David C. Habiger	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Holding Corporation	04/29/2022	Management	4	Yes	Elect Director Jon Kirchner	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Holding Corporation	04/29/2022	Management	5	Yes	Elect Director Daniel Moloney	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Holding Corporation	04/29/2022	Management	6	Yes	Elect Director Tonia O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Holding Corporation	04/29/2022	Management	7	Yes	Elect Director Raghavendra Rau	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Holding Corporation	04/29/2022	Management	8	Yes	Elect Director Christopher A. Seams	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Holding Corporation	04/29/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.31 percent is excessive; * The plan administrator may provide loans to exercise awards; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Xperi Holding Corporation	04/29/2022	Management	10	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Xperi Holding Corporation	04/29/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were aligned for the year in review, a former NEO received full equity acceleration upon employment termination that does not appear to be involuntary.
Xperi Holding Corporation	04/29/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
XPO Logistics, Inc.	05/18/2022	Management	1	Yes	Elect Director Brad Jacobs	For	For	For	For	Votes AGAINST incumbent, independent directors Michael Jesselson, AnnaMaria DeSalva, and Adrian Kingshott are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
XPO Logistics, Inc.	05/18/2022	Management	2	Yes	Elect Director Jason Aiken	For	For	For	For	Votes AGAINST incumbent, independent directors Michael Jesselson, AnnaMaria DeSalva, and Adrian Kingshott are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
XPO Logistics, Inc.	05/18/2022	Management	3	Yes	Elect Director AnnaMaria DeSalva	For	Against	Against	Against	Votes AGAINST incumbent, independent directors Michael Jesselson, AnnaMaria DeSalva, and Adrian Kingshott are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
XPO Logistics, Inc.	05/18/2022	Management	4	Yes	Elect Director Michael Jesselson	For	Against	Against	Against	Votes AGAINST incumbent, independent directors Michael Jesselson, AnnaMaria DeSalva, and Adrian Kingshott are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
XPO Logistics, Inc.	05/18/2022	Management	5	Yes	Elect Director Adrian Kingshott	For	Against	Against	Against	Votes AGAINST incumbent, independent directors Michael Jesselson, AnnaMaria DeSalva, and Adrian Kingshott are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
XPO Logistics, Inc.	05/18/2022	Management	6	Yes	Elect Director Mary Kissel	For	For	For	For	Votes AGAINST incumbent, independent directors Michael Jesselson, AnnaMaria DeSalva, and Adrian Kingshott are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
XPO Logistics, Inc.	05/18/2022	Management	7	Yes	Elect Director Allison Landry	For	For	For	For	Votes AGAINST incumbent, independent directors Michael Jesselson, AnnaMaria DeSalva, and Adrian Kingshott are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
XPO Logistics, Inc.	05/18/2022	Management	8	Yes	Elect Director Johnny C. Taylor, Jr.	For	For	For	For	Votes AGAINST incumbent, independent directors Michael Jesselson, AnnaMaria DeSalva, and Adrian Kingshott are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
XPO Logistics, Inc.	05/18/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
XPO Logistics, Inc.	05/18/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 5.91 percent is acceptable.
XPO Logistics, Inc.	05/18/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's failed say-on-pay vote, the committee demonstrated only limited responsiveness. It is unclear what portion of shareholder engagement regarding compensation occurred subsequent to the failed vote, and changes to the pay program do not adequately address all of the disclosed shareholder concerns. Given the failed vote result, investors likely expected a more robust response. Further concerns are raised by the pay program for the year in review. Although annual incentive awards were based on a pre-set financial metric, the program allows for an unclear degree of discretion and disclosure of metric goals and payout formulas remained incomplete. The CEO did not receive additional long-term incentive awards in FY21, but outstanding awards utilize relatively short performance and vesting periods while actual performance results for completed performance periods are not disclosed.
XPO Logistics, Inc.	05/18/2022	Shareholder	12	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
XPO Logistics, Inc.	05/18/2022	Shareholder	13	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms, the proposal applies only to future severance arrangements, leaving current agreements unaffected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
XPO Logistics, Inc.	05/18/2022	Shareholder	14	Yes	Oversee and Report a Civil Rights Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent civil rights audit would help shareholders better assess the effectiveness of XPO's efforts to address the issue of civil rights for its stakeholders and its management of related risks.
Yellow Corporation	06/01/2022	Management	1	Yes	Elect Director Matthew A. Doherty	For	For	For	For	A vote FOR all director nominees is warranted.
Yellow Corporation	06/01/2022	Management	2	Yes	Elect Director Javier L. Evans	For	For	For	For	A vote FOR all director nominees is warranted.

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Proposal					Management		ISS		Voting Policy		
Company Name	Meeting Date	Proponent	Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction		Voting Policy Rationale
Yellow Corporation	06/01/2022	Management	3	Yes	Elect Director Darren D. Hawkins	For	For	For	For	A vote FOR all director nominees is warranted.	
Yellow Corporation	06/01/2022	Management	4	Yes	Elect Director James E. Hoffman	For	For	For	For	A vote FOR all director nominees is warranted.	
Yellow Corporation	06/01/2022	Management	5	Yes	Elect Director Shaunna D. Jones	For	For	For	For	A vote FOR all director nominees is warranted.	
Yellow Corporation	06/01/2022	Management	6	Yes	Elect Director Susana Martinez	For	For	For	For	A vote FOR all director nominees is warranted.	
Yellow Corporation	06/01/2022	Management	7	Yes	Elect Director David S. McClimon	For	For	For	For	A vote FOR all director nominees is warranted.	
Yellow Corporation	06/01/2022	Management	8	Yes	Elect Director Patricia M. Nazemetz	For	For	For	For	A vote FOR all director nominees is warranted.	
Yellow Corporation	06/01/2022	Management	9	Yes	Elect Director Chris T. Sultemeier	For	For	For	For	A vote FOR all director nominees is warranted.	
Yellow Corporation	06/01/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Yellow Corporation	06/01/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although pay and performance are reasonably aligned for the year in review, the company demonstrated only limited responsiveness to a second consecutive low say-on-pay vote result. Although outreach efforts were disclosed, the proxy provides only a broad discussion of shareholder feedback and lacks specific disclosure regarding the investor concerns that led to the most recent low vote. Finally, without specific investor feedback, it is difficult to discern if the changes made to the compensation program fully address the concerns that led to the low vote.	
Yelp Inc.	06/02/2022	Management	1	Yes	Elect Director Fred D. Anderson, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Fred Anderson Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Yelp Inc.	06/02/2022	Management	2	Yes	Elect Director Robert Gibbs	For	For	For	For	WITHHOLD votes for Fred Anderson Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Yelp Inc.	06/02/2022	Management	3	Yes	Elect Director George Hu	For	For	For	For	WITHHOLD votes for Fred Anderson Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Yelp Inc.	06/02/2022	Management	4	Yes	Elect Director Sharon Rothstein	For	For	For	For	WITHHOLD votes for Fred Anderson Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Yelp Inc.	06/02/2022	Management	5	Yes	Elect Director Jeremy Stoppelman	For	For	For	For	WITHHOLD votes for Fred Anderson Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Yelp Inc.	06/02/2022	Management	6	Yes	Elect Director Chris Terrill	For	For	Withhold	Withhold	WITHHOLD votes for Fred Anderson Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Yelp Inc.	06/02/2022	Management	7	Yes	Elect Director Tony Wells	For	For	For	For	WITHHOLD votes for Fred Anderson Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Yelp Inc.	06/02/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Yelp Inc.	06/02/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to last year's low say-on-pay vote. Additionally, pay and performance are reasonably aligned at this time.	
YETI Holdings, Inc.	05/05/2022	Management	1	Yes	Elect Director Frank D. Gibeau	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Matthew Reintjes and Frank Gibeau given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
YETI Holdings, Inc.	05/05/2022	Management	2	Yes	Elect Director Matthew J. Reintjes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Matthew Reintjes and Frank Gibeau given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
YETI Holdings, Inc.	05/05/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	
YETI Holdings, Inc.	05/05/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.	
Yext, Inc.	06/14/2022	Management	1	Yes	Elect Director Hillary Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for Seth Waugh are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for director nominees Michael Walrath, Hillary Smith, and Seth Waugh are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Yext, Inc.	06/14/2022	Management	2	Yes	Elect Director Michael Walrath	For	Withhold	Withhold	Withhold	WITHHOLD votes for Seth Waugh are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for director nominees Michael Walrath, Hillary Smith, and Seth Waugh are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Yext, Inc.	06/14/2022	Management	3	Yes	Elect Director Seth Waugh	For	Withhold	Withhold	Withhold	WITHHOLD votes for Seth Waugh are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for director nominees Michael Walrath, Hillary Smith, and Seth Waugh are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Yext, Inc.	06/14/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Yext, Inc.	06/14/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year, provided a large security-related perquisite to former CEO Lerman, and does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	
Zedge, Inc.	01/12/2022	Management	1	Yes	Elect Director Mark Ghermezian	For	For	For	For	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Zedge, Inc.	01/12/2022	Management	2	Yes	Elect Director Elliot Gibber	For	For	For	For	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Zedge, Inc.	01/12/2022	Management	3	Yes	Elect Director Howard S. Jonas	For	For	Against	Against	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Zedge, Inc.	01/12/2022	Management	4	Yes	Elect Director Michael Jonas	For	For	For	For	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Zedge, Inc.	01/12/2022	Management	5	Yes	Elect Director Paul Packer	For	For	For	For	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Zedge, Inc.	01/12/2022	Management	6	Yes	Elect Director Gregory Suess	For	For	For	For	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Zedge, Inc.	01/12/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The plan permits repricing and exchange of grants without shareholder approval (overriding factor);" The plan permits cash buyout of awards without shareholder approval (overriding factor);" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards;" The plan has an NSO share exercise price that is potentially less than full market value; and" The plan contains an automatic single-trigger vesting provision.	
Zedge, Inc.	01/12/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Zedge, Inc.	01/12/2022	Management	9	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular	



B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	Vote	
						Recommendation	Recommendation	Recommendation		
Voting Policy Rationale										
Ziff Davis, Inc.	05/10/2022	Management	1	Yes	Elect Director Vivek Shah	For	For	For	For	Votes AGAINST W. Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/10/2022	Management	2	Yes	Elect Director Sarah Fay	For	For	For	For	Votes AGAINST W. Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/10/2022	Management	3	Yes	Elect Director Trace Harris	For	For	For	For	Votes AGAINST W. Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/10/2022	Management	4	Yes	Elect Director W. Brian Kretzmer	For	For	Against	Against	Votes AGAINST W. Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/10/2022	Management	5	Yes	Elect Director Jonathan F. Miller	For	For	For	For	Votes AGAINST W. Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/10/2022	Management	6	Yes	Elect Director Scott C. Taylor	For	For	For	For	Votes AGAINST W. Brian Kretzmer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ziff Davis, Inc.	05/10/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ziff Davis, Inc.	05/10/2022	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ZipRecruiter, Inc.	06/14/2022	Management	1	Yes	Elect Director Ian Siegel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Ian Siegel and Cipora Herman given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
ZipRecruiter, Inc.	06/14/2022	Management	2	Yes	Elect Director Cipora Herman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Ian Siegel and Cipora Herman given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
ZipRecruiter, Inc.	06/14/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Zovio Inc	06/15/2022	Management	1	Yes	Elect Director Ron Huberman	For	For	For	For	WITHHOLD votes for George Pernsteiner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zovio Inc	06/15/2022	Management	2	Yes	Elect Director John J. Kiely	For	For	For	For	WITHHOLD votes for George Pernsteiner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zovio Inc	06/15/2022	Management	3	Yes	Elect Director George P. Pernsteiner	For	Withhold	Withhold	Withhold	WITHHOLD votes for George Pernsteiner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zovio Inc	06/15/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Zumiez Inc.	06/01/2022	Management	1	Yes	Elect Director Travis D. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Zumiez Inc.	06/01/2022	Management	2	Yes	Elect Director Scott A. Bailey	For	For	For	For	A vote FOR all director nominees is warranted.
Zumiez Inc.	06/01/2022	Management	3	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zum Water Solutions Corporation	05/05/2022	Management	1	Yes	Elect Director Mark S. Bartlett	For	For	For	For	A vote FOR all director nominees is warranted.
Zum Water Solutions Corporation	05/05/2022	Management	2	Yes	Elect Director Jacques Donovan "Don" Butler	For	For	For	For	A vote FOR all director nominees is warranted.
Zum Water Solutions Corporation	05/05/2022	Management	3	Yes	Elect Director David C. Longren	For	For	For	For	A vote FOR all director nominees is warranted.
Zum Water Solutions Corporation	05/05/2022	Management	4	Yes	Elect Director George C. Moore	For	For	For	For	A vote FOR all director nominees is warranted.
Zum Water Solutions Corporation	05/05/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Concerns are raised regarding the board's use of discretion to increase the annual incentive payout for CEO Adams above his maximum payout cap and discretion utilized to accelerate performance shares in connection with the spin-off and merger transaction despite the transaction not constituting a change in control under the company's compensation plans.
Zum Water Solutions Corporation	05/05/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zum Water Solutions Corporation	05/26/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted given the compelling strategic rationale for the underlying transaction and that it is expected to result in approximately \$50.0 million in cost savings by 2025.
Zum Water Solutions Corporation	05/26/2022	Management	2	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. " The company's three-year average burn rate is excessive.
Zum Water Solutions Corporation	05/26/2022	Management	3	Yes	Adjourn Meeting	For	For	Against	Against	A vote AGAINST this proposal is warranted given that item 2 does not warrant support.

## VOTE SUMMARY REPORT

B.1.a

REPORTING PERIOD: 01/01/2022 to 03/31/2022

LOCATION(S): ALL LOCATIONS

INSTITUTION ACCOUNT(S): FIAM SELECT EMERGING  
MARKETS EQUITY COMMINGLED POOL

## Angel Yeast Co., Ltd.

**Meeting Date:** 01/06/2022      **Country:** China      **Ticker:** 600298  
**Record Date:** 12/30/2021      **Meeting Type:** Special  
**Primary Security ID:** Y3746S104

Shares Voted: 1,358,831

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Amend Related-party Transaction Management System	Mgmt	For	Against	Refer	Against
2	Approve Implementation of Compound Microbial Green Manufacturing Project (Phase I)	Mgmt	For	For	For	For

## Pharmaron Beijing Co., Ltd.

**Meeting Date:** 01/14/2022      **Country:** China      **Ticker:** 3759  
**Record Date:** 01/10/2022      **Meeting Type:** Extraordinary Shareholders  
**Primary Security ID:** Y989K6119

Shares Voted: 192,489

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Repurchase and Cancellation of Part of the Restricted A Shares Granted Under the A Share Incentive Scheme	Mgmt	For	For	For	For
2	Approve Reduction of Registered Capital	Mgmt	For	For	For	For
3	Amend Articles of Association	Mgmt	For	For	Refer	For
4	Authorize Board to Handle All Matters in Relation to the Reduction of Registered Capital and Amendments to the Articles of Association	Mgmt	For	For	For	For
5	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	Against	Refer	Against
6	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	Against	Refer	Against
7	Amend Rules and Procedures Regarding Meetings of Board of Supervisors	Mgmt	For	Against	Refer	Against
8	Amend Related Party Transactions Management Policy	Mgmt	For	Against	Refer	Against
9	Amend External Guarantee Management Policy	Mgmt	For	Against	Refer	Against
10	Amend Independent Non-Executive Directors Working Policy	Mgmt	For	Against	Refer	Against

Pharmaron Beijing Co., Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
11	Amend External Investment Management Policy	Mgmt	For	Against	Refer	Against
12	Amend Procedure for a Shareholder to Nominate a Person for Election as a Director	Mgmt	For	Against	Refer	Against
13	Approve Partial Amendments to the Voluntary Undertakings Made by Entities Controlled by Actual Controllers	Mgmt	For	For	Refer	For
14	Approve Ernst &Young Hua Ming LLP as Internal Control Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For

Pharmaron Beijing Co., Ltd.

Meeting Date: 01/14/2022Country: ChinaTicker: 3759

Record Date: 01/10/2022Meeting Type: Special

Primary Security ID: Y989K6119

Shares Voted: 192,489

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Repurchase and Cancellation of Part of the Restricted A Shares Granted Under the A Share Incentive Scheme	Mgmt	For	For	For	For
2	Approve Reduction of Registered Capital	Mgmt	For	For	For	For

Kotak Mahindra Bank Limited

Meeting Date: 01/19/2022Country: IndiaTicker: 500247

Record Date: 12/17/2021Meeting Type: Special

Primary Security ID: Y4964H150

Shares Voted: 210,557

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Elect Ashu Suyash as Director	Mgmt	For	For	For	For
2	Approve Material Related Party Transaction with Infina Finance Private Limited	Mgmt	For	For	For	For
3	Material Related Party Transaction with Uday Suresh Kotak	Mgmt	For	For	For	For
4	Approve Issuance of Redeemable Unsecured Non-Convertible Debentures/Bonds/Debt Securities on Private Placement Basis	Mgmt	For	For	Refer	For

Zhejiang Sanhua Intelligent Controls Co., Ltd. B.1.a

Meeting Date: 01/26/2022Country: ChinaTicker: 002050

Record Date: 01/19/2022Meeting Type: Special

Primary Security ID: Y9890L126

Shares Voted: 2,756,465

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
1.1	Elect Zhang Yabo as Director	Mgmt	For	For	Against	Against
1.2	Elect Ren Jintu as Director	Mgmt	For	For	Against	Against
1.3	Elect Wang Dayong as Director	Mgmt	For	For	Against	Against
1.4	Elect Ni Xiaoming as Director	Mgmt	For	For	Against	Against
1.5	Elect Chen Yuzhong as Director	Mgmt	For	For	Against	Against
1.6	Elect Zhang Shaobo as Director	Mgmt	For	For	Against	Against
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
2.1	Elect Bao Ensi as Director	Mgmt	For	For	For	For
2.2	Elect Shi Jianhui as Director	Mgmt	For	For	For	For
2.3	Elect Pan Yalan as Director	Mgmt	For	For	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt				
3.1	Elect Zhao Yajun as Supervisor	Mgmt	For	For	For	For
3.2	Elect Mo Yang as Supervisor	Mgmt	For	For	For	For
4	Approve Remuneration and Allowance of Directors	Mgmt	For	For	For	For
5	Approve Remuneration and Allowance of Supervisors	Mgmt	For	For	For	For

POSCO

Meeting Date: 01/28/2022Country: South KoreaTicker: 005490

Record Date: 12/27/2021Meeting Type: Special

Primary Security ID: Y70750115

Shares Voted: 95,567

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Split-Off Agreement	Mgmt	For	For	Refer	For



Thai Beverage Public Company Limited

B.1.a

Meeting Date: 01/28/2022

Record Date: 01/07/2022

Primary Security ID: Y8588A103

Country: Thailand

Meeting Type: Annual

Ticker: Y92

Shares Voted: 19,607,455

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Minutes of Previous Meeting	Mgmt	For	For	For	For
2	Acknowledge Business Operation for 2021 and the Report of the Board of Directors	Mgmt	For	For	For	For
3	Approve Financial Statements and Auditors' Reports	Mgmt	For	For	For	For
4	Approve Dividend Payment and Appropriation for Legal Reserve	Mgmt	For	For	For	For
5.1.1	Elect Piyasakol Sakolsatayadorn as Director	Mgmt	For	For	For	For
5.1.2	Elect Panote Sirivadhanabhakdi as Director	Mgmt	For	For	For	For
5.1.3	Elect Thapana Sirivadhanabhakdi as Director	Mgmt	For	For	Against	Against
5.1.4	Elect Ueychai Tantha-Obhas as Director	Mgmt	For	For	For	For
5.1.5	Elect Sithichai Chaikriangkrai as Director	Mgmt	For	Against	For	For
5.1.6	Elect Pisanu Vichiensanth as Director	Mgmt	For	For	For	For
5.2	Approve Determination of Director Authorities	Mgmt	For	For	For	For
6	Approve Remuneration of Directors	Mgmt	For	For	For	For
7	Approve Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
8	Approve D&O Insurance for Directors and Executives	Mgmt	For	For	For	For
9	Approve Mandate for Interested Person Transactions	Mgmt	For	For	For	For
10	Other Business	Mgmt	For	Against	Against	Against

Angel Yeast Co., Ltd.

Meeting Date: 02/09/2022

Record Date: 01/27/2022

Primary Security ID: Y3746S104

Country: China

Meeting Type: Special

Ticker: 600298

Shares Voted: 1,358,831

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Repurchase and Cancellation of Performance Shares and Adjustment of Repurchase Price	Mgmt	For	For	For	For
2	Approve Implementation of Intelligent Transformation Project of Yeast Sub-packaging Line	Mgmt	For	For	For	For

## Angel Yeast Co., Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
3	Approve Implementation of Yeast Products Expansion Project by Angel Yeast (Russia) Co., Ltd.	Mgmt	For	For	For	For
4	Approve Implementation of Yeast Products Expansion Project by Angel Yeast (Egypt) Co., Ltd.	Mgmt	For	For	For	For

## Shenzhen Mindray Bio-Medical Electronics Co., Ltd.

**Meeting Date:** 02/10/2022      **Country:** China      **Ticker:** 300760  
**Record Date:** 01/27/2022      **Meeting Type:** Special  
**Primary Security ID:** Y774E3101

**Shares Voted:** 288,798

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	APPROVE REPURCHASE OF THE COMPANY'S SHARES	Mgmt				
1.1	Approve Purpose of Share Repurchase	Mgmt	For	For	For	For
1.2	Approve Company's Eligibility for Share Repurchase	Mgmt	For	For	For	For
1.3	Approve Manner and Price Range of Share Repurchase	Mgmt	For	For	For	For
1.4	Approve Type, Use, Total Capital, Number and Proportion of the Share Repurchase	Mgmt	For	For	For	For
1.5	Approve Capital Source Used for the Share Repurchase	Mgmt	For	For	For	For
1.6	Approve Implementation Period for Share Repurchase	Mgmt	For	For	For	For
2	Approve Authorization of Board to Handle All Related Matters	Mgmt	For	For	For	For
3	Approve Draft and Summary of Employee Share Purchase Plan	Mgmt	For	For	For	For
4	Approve Management Method of Employee Share Purchase Plan	Mgmt	For	For	For	For
5	Approve Authorization of the Board to Handle All Related Matters	Mgmt	For	For	For	For

## Tata Consultancy Services Limited

**Meeting Date:** 02/12/2022      **Country:** India      **Ticker:** 532540  
**Record Date:** 01/12/2022      **Meeting Type:** Special  
**Primary Security ID:** Y85279100

Shares Voted: 160,662

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Approve Buyback of Equity Shares Through Tender Offer Route	Mgmt	For	For	For	For

## Capitec Bank Holdings Ltd.

**Meeting Date:** 02/22/2022      **Country:** South Africa      **Ticker:** CPI  
**Record Date:** 02/11/2022      **Meeting Type:** Special  
**Primary Security ID:** S15445109

Shares Voted: 86,513

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Special Resolution	Mgmt				
1	Approve Financial Assistance in Terms of Sections 44 and 45 of the Companies Act	Mgmt	For	For	For	For
	Ordinary Resolution	Mgmt				
1	Authorise Specific Issue of Specific Issue Shares for Cash to Participating Employees	Mgmt	For	For	For	For

## Bharti Airtel Limited

**Meeting Date:** 02/26/2022      **Country:** India      **Ticker:** 532454  
**Record Date:** 02/19/2022      **Meeting Type:** Extraordinary Shareholders  
**Primary Security ID:** Y0885K108

Shares Voted: 1,742,887

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Issuance of Equity Shares on a Preferential Basis	Mgmt	For	For	Refer	For
2	Approve Material Related Party Transactions with Nxtra Data Limited	Mgmt	For	For	For	For
3	Approve Material Related Party Transactions with Bharti Hexacom Limited	Mgmt	For	For	For	For
4	Approve Material Related Party Transactions with Indus Towers Limited	Mgmt	For	For	For	For

Meeting Date: 02/28/2022

Country: United Arab Emirates

Ticker: FAB

Record Date: 02/25/2022

Meeting Type: Annual

Primary Security ID: M7080Z114

Shares Voted: 512,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt				
1	Approve Board Report on Company Operations and Financial Position for FY 2021	Mgmt	For	For	For	For
2	Approve Auditors' Report on Company Financial Statements for FY 2021	Mgmt	For	For	For	For
3	Accept Financial Statements and Statutory Reports for FY 2021	Mgmt	For	For	For	For
4	Approve Allocation of Income and Dividends of AED 0.70 Per Share Split into AED 0.49 Per Share in Cash and AED 0.21 Per Share in the Form of Shares for FY 2021 and Issuing 127,612,688 Shares to be Added to the Legal Reserve	Mgmt	For	For	For	For
5	Approve Remuneration of Directors	Mgmt	For	For	For	For
6	Approve Discharge of Directors for FY 2021	Mgmt	For	For	For	For
7	Approve Discharge of Auditors for FY 2021	Mgmt	For	For	For	For
8	Ratify Auditors and Fix Their Remuneration for FY 2022	Mgmt	For	For	For	For
9	Approve Internal Shariah Supervision Committee Report	Mgmt	For	For	For	For
	Extraordinary Business	Mgmt				
10	Amend Article 6 of Articles of Association to Reflect Change in Capital	Mgmt	For	For	Refer	For
11	Approve The Renewal of the Issuing Programs/Islamic Sukuk/Bonds or Other Non-Convertible Securities or Create New Programs Up to USD 10 Billion	Mgmt	For	For	Refer	For
12.a	Authorize the Board to Issue Islamic Sukuk/Bonds or other Non-Convertible Securities, Update or Create New Programs Up to USD 10 Billion	Mgmt	For	For	Refer	For
12.b	Authorize the Board to Issue Additional Tier 1 Bonds for Regulatory Capital Purposes Up to USD 1 Billion	Mgmt	For	For	Refer	For

## PT Bank Rakyat Indonesia (Persero) Tbk

Meeting Date: 03/01/2022

Country: Indonesia

Ticker: BBRI

Record Date: 02/04/2022

Meeting Type: Annual

Primary Security ID: Y0697U112



Shares Voted: 32,244,182

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements, Statutory Reports, Annual Report, Report of the Partnership and Community Development Program (PCDP), and Discharge of Directors and Commissioners	Mgmt	For	For	For	For
2	Approve Allocation of Income	Mgmt	For	For	For	For
3	Approve Affirmation on the Implementation of the Regulations of the Minister of State-Owned Enterprises of the Republic of Indonesia	Mgmt	For	For	Refer	For
4	Approve Remuneration and Tantiem of Directors and Commissioners	Mgmt	For	For	Against	Against
5	Appoint Auditors of the Company and the Partnership and Community Development Program (PCDP)	Mgmt	For	For	For	For
6	Accept Report on the Use of Proceeds	Mgmt	For	For	Refer	For
7	Approve Share Repurchase Program	Mgmt	For	Against	Against	Against
8	Approve Changes in the Boards of the Company	Mgmt	For	Against	Against	Against

Axis Bank Limited

Meeting Date: 03/06/2022Country: IndiaTicker: 532215

Record Date: 01/28/2022Meeting Type: Special

Primary Security ID: Y0487S137

Shares Voted: 823,072

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Approve Reappointment and Remuneration of Rakesh Makhija as Non-Executive (Part-Time) Chairman	Mgmt	For	For	For	For
2	Elect Ashish Kotecha as Director	Mgmt	For	For	For	For
3	Approve Re-Designation of Rajiv Anand as Deputy Managing Director	Mgmt	For	For	For	For
4	Approve Revision in the Remuneration Payable to Rajiv Anand as Whole-Time Director	Mgmt	For	For	For	For
5	Approve Reappointment and Remuneration of Rajiv Anand as Deputy Managing Director	Mgmt	For	For	For	For

Reliance Industries Ltd.

B.1.a

Meeting Date: 03/09/2022

Country: India

Ticker: 500325

Record Date: 03/02/2022

Meeting Type: Court

Primary Security ID: Y72596102

Shares Voted: 1,162,237

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Court-Ordered Meeting for Equity Shareholders	Mgmt				
1	Approve Scheme of Arrangement	Mgmt	For	For	Refer	For

Banco Bradesco SA

Meeting Date: 03/10/2022

Country: Brazil

Ticker: BBDC4

Record Date:

Meeting Type: Annual

Primary Security ID: P1808G117

Shares Voted: 1,123,289

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for Preferred Shareholders	Mgmt				
1	Elect Cristiana Pereira as Fiscal Council Member and Ava Cohn as Alternate Appointed by Preferred Shareholder	SH	None	For	Abstain	Abstain

PT Bank Mandiri (Persero) Tbk

Meeting Date: 03/10/2022

Country: Indonesia

Ticker: BMRI

Record Date: 02/15/2022

Meeting Type: Annual

Primary Security ID: Y7123S108

Shares Voted: 25,792,129

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements, Statutory Reports, Annual Report, Report of the Partnership and Community Development Program (PCDP), and Discharge of Directors and Commissioners	Mgmt	For	For	For	For
2	Approve Allocation of Income	Mgmt	For	For	For	For
3	Approve Remuneration and Tantiem of Directors and Commissioners	Mgmt	For	For	Against	Against
4	Appoint Auditors of the Company and the Partnership and Community Development Program (PCDP)	Mgmt	For	For	For	For

PT Bank Mandiri (Persero) Tbk

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
5	Approve Affirmation on the Implementation of the Regulations of the Minister of State-Owned Enterprises of the Republic of Indonesia Number PER-05/MBU/04/2021	Mgmt	For	For	Refer	For
6	Approve Affirmation on the Implementation of the Regulations of the Minister of State-Owned Enterprises of the Republic of Indonesia Number PER-11/MBU/07/2021	Mgmt	For	For	Refer	For
7	Approve Transfer of Shares from Shares Buyback under the Employee Stock Ownership Program	Mgmt	For	Against	Against	Against
8	Approve Changes in the Boards of the Company	Mgmt	For	Against	Against	Against

NAVER Corp.

Meeting Date: 03/14/2022Country: South KoreaTicker: 035420

Record Date: 12/31/2021Meeting Type: Annual

Primary Security ID: Y62579100

Shares Voted: 38,237

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Appropriation of Income	Mgmt	For	For	For	For
2.1	Elect Choi Su-yeon as Inside Director	Mgmt	For	For	For	For
2.2	Elect Chae Seon-ju as Inside Director	Mgmt	For	For	For	For
3.1	Elect Jeong Doh-jin as Outside Director	Mgmt	For	For	For	For
3.2	Elect Noh Hyeok-jun as Outside Director	Mgmt	For	For	For	For
4.1	Elect Jeong Doh-jin as Audit Committee Member	Mgmt	For	For	For	For
4.2	Elect Noh Hyeok-jun as Audit Committee Member	Mgmt	For	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For

Samsung Electronics Co., Ltd.

Meeting Date: 03/16/2022Country: South KoreaTicker: 005930

Record Date: 12/31/2021Meeting Type: Annual

Primary Security ID: Y74718100

Shares Voted: 1,298,625

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For

Samsung Electronics Co., Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2.1.1	Elect Kim Han-jo as Outside Director	Mgmt	For	Against	Refer	For
2.1.2	Elect Han Hwa-jin as Outside Director	Mgmt	For	For	For	For
2.1.3	Elect Kim Jun-seong as Outside Director	Mgmt	For	For	For	For
2.2.1	Elect Gyeong Gye-hyeon as Inside Director	Mgmt	For	For	For	For
2.2.2	Elect Noh Tae-moon as Inside Director	Mgmt	For	For	For	For
2.2.3	Elect Park Hak-gyu as Inside Director	Mgmt	For	For	For	For
2.2.4	Elect Lee Jeong-bae as Inside Director	Mgmt	For	For	For	For
2.3.1	Elect Kim Han-jo as a Member of Audit Committee	Mgmt	For	Against	Refer	For
2.3.2	Elect Kim Jong-hun as a Member of Audit Committee	Mgmt	For	Against	Refer	For
3	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For

PT Bank Central Asia Tbk

Meeting Date: 03/17/2022	Country: Indonesia	Ticker: BBKA
Record Date: 02/16/2022	Meeting Type: Annual	
Primary Security ID: Y7123P138		

Shares Voted: 33,639,355

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements, Statutory Reports, and Discharge of Directors and Commissioners	Mgmt	For	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For	For
3	Approve Changes in the Board of Directors	Mgmt	For	For	For	For
4	Approve Remuneration and Tantiem of Directors and Commissioners	Mgmt	For	For	Against	Against
5	Approve Auditors	Mgmt	For	For	For	For
6	Approve Payment of Interim Dividends	Mgmt	For	For	For	For
7	Approve Revised Recovery Plan	Mgmt	For	For	Refer	For

Samsung SDI Co., Ltd.

Meeting Date: 03/17/2022	Country: South Korea	Ticker: 006400
Record Date: 12/31/2021	Meeting Type: Annual	
Primary Security ID: Y74866107		



Shares Voted: 18,555

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For
2	Elect Choi Yoon-ho as Inside Director	Mgmt	For	For	For	For
3	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For

## POSCO

**Meeting Date:** 03/18/2022      **Country:** South Korea      **Ticker:** 005490  
**Record Date:** 12/31/2021      **Meeting Type:** Annual  
**Primary Security ID:** Y70750115

Shares Voted: 95,567

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For
2.1	Elect Jeon Jung-seon as Inside Director	Mgmt	For	For	Against	Against
2.2	Elect Jeong Chang-hwa as Inside Director	Mgmt	For	Against	For	For
2.3	Elect Yoo Byeong-ock as Inside Director	Mgmt	For	Against	For	For
3	Elect Kim Hak-dong as Non-Independent Non-Executive Director	Mgmt	For	Against	For	For
4.1	Elect Son Seong-gyu as Outside Director	Mgmt	For	For	For	For
4.2	Elect Yoo Jin-nyeong as Outside Director	Mgmt	For	For	For	For
4.3	Elect Park Hui-jae as Outside Director	Mgmt	For	For	For	For
5.1	Elect Son Seong-gyu as a Member of Audit Committee	Mgmt	For	For	For	For
5.2	Elect Yoo Jin-nyeong as a Member of Audit Committee	Mgmt	For	For	For	For
6	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For

## Hansol Chemical Co., Ltd.

**Meeting Date:** 03/23/2022      **Country:** South Korea      **Ticker:** 014680  
**Record Date:** 12/31/2021      **Meeting Type:** Annual  
**Primary Security ID:** Y3064E109

Shares Voted: 81,462

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For
2.1.1	Elect Park Won-hwan as Inside Director	Mgmt	For	For	Against	Against
2.1.2	Elect Han Jang-ahn as Inside Director	Mgmt	For	For	Against	Against
2.2	Elect Lee Si-won as Outside Director	Mgmt	For	For	For	For
3	Elect Kim Sol as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For	For
4	Elect Lee Si-won as a Member of Audit Committee	Mgmt	For	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For
6	Approve Stock Option Grants	Mgmt	For	For	For	For

LG Chem Ltd.

Meeting Date: 03/23/2022Country: South KoreaTicker: 051910

Record Date: 12/31/2021Meeting Type: Annual

Primary Security ID: Y52758102

Shares Voted: 10,519

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For
2.1	Elect Shin Hak-Cheol as Inside Director	Mgmt	For	For	For	For
2.2	Elect Kwon Bong-seok as Non-Independent Non-Executive Director	Mgmt	For	For	For	For
2.3	Elect Lee Hyeon-ju as Outside Director	Mgmt	For	For	For	For
2.4	Elect Cho Hwa-soon as Outside Director	Mgmt	For	For	For	For
3.1	Elect Lee Hyeon-ju as a Member of Audit Committee	Mgmt	For	For	For	For
3.2	Elect Cho Hwa-soon as a Member of Audit Committee	Mgmt	For	For	For	For
4	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For

Hyundai Motor Co., Ltd.

Meeting Date: 03/24/2022Country: South KoreaTicker: 005380

Record Date: 12/31/2021Meeting Type: Annual

Primary Security ID: Y38472109

Shares Voted: 58,064

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For
2.1.1	Elect Yoon Chi-won as Outside Director	Mgmt	For	For	For	For
2.1.2	Elect Lee Sang-seung as Outside Director	Mgmt	For	Against	Refer	For
2.1.3	Elect Eugene M. Ohr as Outside Director	Mgmt	For	For	For	For
2.2.1	Elect Jeong Ui-seon as Inside Director	Mgmt	For	For	Against	Against
2.2.2	Elect Park Jeong-guk as Inside Director	Mgmt	For	For	For	For
2.2.3	Elect Lee Dong-seok as Inside Director	Mgmt	For	For	For	For
3.1	Elect Yoon Chi-won as a Member of Audit Committee	Mgmt	For	For	For	For
3.2	Elect Lee Sang-seung as a Member of Audit Committee	Mgmt	For	Against	Refer	For
4	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For

Shinhan Financial Group Co., Ltd.

Meeting Date: 03/24/2022Country: South KoreaTicker: 055550

Record Date: 12/31/2021Meeting Type: Annual

Primary Security ID: Y7749X101

Shares Voted: 339,879

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For
2.1	Elect Park Ahn-soon as Outside Director	Mgmt	For	Against	Refer	For
2.2	Elect Byeon Yang-ho as Outside Director	Mgmt	For	Against	Refer	For
2.3	Elect Seong Jae-ho as Outside Director	Mgmt	For	Against	Refer	For
2.4	Elect Yoon Jae-won as Outside Director	Mgmt	For	Against	Refer	For
2.5	Elect Lee Yoon-jae as Outside Director	Mgmt	For	Against	Refer	For
2.6	Elect Jin Hyeon-deok as Outside Director	Mgmt	For	Against	Refer	For
2.7	Elect Heo Yong-hak as Outside Director	Mgmt	For	Against	Refer	For
2.8	Elect Kim Jo-seol as Outside Director	Mgmt	For	For	For	For
3.1	Elect Bae Hun as a Member of Audit Committee	Mgmt	For	For	For	For
3.2	Elect Seong Jae-ho as a Member of Audit Committee	Mgmt	For	Against	Refer	For
3.3	Elect Yoon Jae-won as a Member of Audit Committee	Mgmt	For	Against	Refer	For

## Shinhan Financial Group Co., Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
4	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For

## Hana Financial Group, Inc.

**Meeting Date:** 03/25/2022      **Country:** South Korea      **Ticker:** 086790  
**Record Date:** 12/31/2021      **Meeting Type:** Annual  
**Primary Security ID:** Y29975102

Shares Voted: 191,457

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	For	Refer	For
3.1	Elect Baek Tae-seung as Outside Director	Mgmt	For	For	Refer	Against
3.2	Elect Kim Hong-jin as Outside Director	Mgmt	For	For	Refer	For
3.3	Elect Heo Yoon as Outside Director	Mgmt	For	Against	Refer	For
3.4	Elect Lee Jeong-won as Outside Director	Mgmt	For	Against	For	For
3.5	Elect Lee Gang-won as Outside Director	Mgmt	For	For	For	For
3.6	Elect Hahm Young-ju as Inside Director	Mgmt	For	Against	Refer	For
4	Elect Yang Dong-hun as Outside Director to Serve as an Audit Committee Member	Mgmt	For	Against	Refer	For
5.1	Elect Baek Tae-seung as a Member of Audit Committee	Mgmt	For	For	Refer	Against
5.2	Elect Lee Jeong-won as a Member of Audit Committee	Mgmt	For	Against	For	For
5.3	Elect Park Dong-moon as a Member of Audit Committee	Mgmt	For	For	For	For
6.1	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For
6.2	Approve Special Reward Payment	Mgmt	For	For	For	For

## KB Financial Group, Inc.

**Meeting Date:** 03/25/2022      **Country:** South Korea      **Ticker:** 105560  
**Record Date:** 12/31/2021      **Meeting Type:** Annual  
**Primary Security ID:** Y46007103

Shares Voted: 246,148

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2.1	Elect Lee Jae-geun as Non-Independent Non-Executive Director	Mgmt	For	For	For	For
2.2	Elect Seonwoo Seok-ho as Outside Director	Mgmt	For	For	For	For
2.3	Elect Choi Myeong-hui as Outside Director	Mgmt	For	For	For	For
2.4	Elect Jeong Gu-hwan as Outside Director	Mgmt	For	For	For	For
2.5	Elect Kwon Seon-ju as Outside Director	Mgmt	For	For	For	For
2.6	Elect Oh Gyu-taek as Outside Director	Mgmt	For	For	For	For
2.7	Elect Choi Jae-hong as Outside Director	Mgmt	For	For	For	For
3	Elect Kim Gyeong-ho as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For	For
4.1	Elect Seonwoo Seok-ho as a Member of Audit Committee	Mgmt	For	For	For	For
4.2	Elect Choi Myeong-hui as a Member of Audit Committee	Mgmt	For	For	For	For
4.3	Elect Jeong Gu-hwan as a Member of Audit Committee	Mgmt	For	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For
6	Elect Kim Young-su as Outside Director (Shareholder Proposal)	SH	Against	Against	Refer	Against

Tata Steel Limited

Meeting Date: 03/25/2022

Record Date: 02/11/2022

Primary Security ID: Y8547N139

Country: India

Meeting Type: Special

Ticker: 500470

Shares Voted: 428,118

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Elect Farida Khambata as Director	Mgmt	For	For	For	For
2	Elect David W. Crane as Director	Mgmt	For	For	For	For
3	Reelect Deepak Kapoor as Director	Mgmt	For	For	For	For

HDFC Bank Limited

Meeting Date: 03/27/2022

Record Date: 02/21/2022

Primary Security ID: Y3119P190

Country: India

Meeting Type: Special

Ticker: 500180

Shares Voted: 1,227,758

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Elect Lily Vadera as Director	Mgmt	For	For	For	For
2	Approve Related Party Transactions with Housing Development Finance Corporation Limited	Mgmt	For	For	For	For
3	Approve Related Party Transactions with HDB Financial Services Limited	Mgmt	For	For	For	For
4	Approve Related Party Transactions with HDFC Securities Limited	Mgmt	For	For	For	For
5	Approve Related Party Transactions with HDFC Life Insurance Company Limited	Mgmt	For	For	For	For
6	Approve Related Party Transactions with HDFC ERGO General Insurance Company Limited	Mgmt	For	For	For	For

ICICI Bank Limited

Meeting Date: 03/27/2022Country: IndiaTicker: 532174

Record Date: 02/18/2022Meeting Type: Special

Primary Security ID: Y3860Z132

Shares Voted: 2,680,238

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Elect Vibha Paul Rishi as Director	Mgmt	For	For	For	For
2	Approve Material Related Party Transactions for Current Account Deposits	Mgmt	For	For	For	For
3	Approve Material Related Party Transactions for Subscribing to Securities Issued by Related Parties and Purchase of Securities from Related Parties	Mgmt	For	For	For	For
4	Approve Material Related Party Transactions for Sale of Securities to Related Parties	Mgmt	For	For	For	For
5	Approve Material Related Party Transactions or Fund Based or Non-Fund Based Credit Facilities	Mgmt	For	For	For	For
6	Approve Material Related Party Transactions for Undertaking Repurchase Transactions and Other Permitted Short-Term Borrowing Transactions	Mgmt	For	For	For	For
7	Approve Material Related Party Transactions of Reverse Repurchase and Other Permitted Short-Term Lending Transactions	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
8	Approve Material Related Party Transactions for Availing Manpower Services for Certain Functions/Activities of the Bank from Related Party	Mgmt	For	For	For	For

LG Household & Health Care Ltd.

**Meeting Date:** 03/28/2022

**Country:** South Korea

**Ticker:** 051900

**Record Date:** 12/31/2021

**Meeting Type:** Annual

**Primary Security ID:** Y5275R100

Shares Voted: 2,107

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	For	Refer	For
3.1	Elect Cha Seok-yong as Inside Director	Mgmt	For	For	For	For
3.2	Elect Lee Tae-hui as Outside Director	Mgmt	For	For	For	For
3.3	Elect Kim Sang-hun as Outside Director	Mgmt	For	For	For	For
4	Elect Lee Woo-young as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For	For
5.1	Elect Lee Tae-hui as a Member of Audit Committee	Mgmt	For	For	For	For
5.2	Elect Kim Sang-hun as a Member of Audit Committee	Mgmt	For	For	For	For
6	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For

Zai Lab Limited

**Meeting Date:** 03/28/2022

**Country:** Cayman Islands

**Ticker:** 9688

**Record Date:** 02/18/2022

**Meeting Type:** Extraordinary Shareholders

**Primary Security ID:** G9887T108

Shares Voted: 126,621

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Share Subdivision	Mgmt	For	For	For	For

Zai Lab Limited

B.1.a

Meeting Date: 03/28/2022

Record Date: 02/18/2022

Primary Security ID: G9887T108

Country: Cayman Islands

Meeting Type: Extraordinary Shareholders

Ticker: 9688

Shares Voted: 104,857

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt				
1	Approve Share Subdivision	Mgmt	For	For	For	For

Credicorp Ltd.

Meeting Date: 03/29/2022

Record Date: 02/11/2022

Primary Security ID: G2519Y108

Country: Bermuda

Meeting Type: Annual

Ticker: BAP

Shares Voted: 59,401

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Present Board Chairman Report of the Annual and Sustainability Report	Mgmt				
2	Present Board Chairman Report of the Sustainability Strategy	Mgmt				
3	Present Audited Consolidated Financial Statements of Credicorp and its Subsidiaries for FY 2021, Including External Auditors' Report	Mgmt				
4	Ratify PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For

Kia Corp.

Meeting Date: 03/29/2022

Record Date: 12/31/2021

Primary Security ID: Y47601102

Country: South Korea

Meeting Type: Annual

Ticker: 000270

Shares Voted: 178,098

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For
2.1	Elect Song Ho-seong as Inside Director	Mgmt	For	For	For	For
2.2	Elect Jeong Ui-seon as Inside Director	Mgmt	For	For	For	For
2.3	Elect Shin Hyeon-jeong as Outside Director	Mgmt	For	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
3	Elect Kim Dong-won as a Member of Audit Committee	Mgmt	For	For	For	For
4	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For

SK hynix, Inc.

Meeting Date: 03/30/2022	Country: South Korea	Ticker: 000660
Record Date: 12/31/2021	Meeting Type: Annual	
Primary Security ID: Y8085F100		

Shares Voted: 373,524

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	For	Refer	For
3	Approve Stock Option Grants (To be granted)	Mgmt	For	For	For	For
4	Approve Stock Option Grants (Previously granted)	Mgmt	For	For	For	For
5.1	Elect Gwak Noh-jeong as Inside Director	Mgmt	For	For	For	For
5.2	Elect Noh Jong-won as Inside Director	Mgmt	For	For	For	For
6	Elect Ha Young-gu as Outside Director	Mgmt	For	For	Against	Against
7	Elect Ha Young-gu as a Member of Audit Committee	Mgmt	For	For	Against	Against
8	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For	For

## VOTE SUMMARY REPORT

B.1.a

REPORTING PERIOD: 04/01/2022 to 06/30/2022

LOCATION(S): ALL LOCATIONS

INSTITUTION ACCOUNT(S): FIAM SELECT EMERGING  
MARKETS EQUITY COMMINGLED POOL

## Petronet Lng Limited

**Meeting Date:** 04/02/2022      **Country:** India      **Ticker:** 532522  
**Record Date:** 02/25/2022      **Meeting Type:** Special  
**Primary Security ID:** Y68259103

Shares Voted: 1,909,964

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Elect Pankaj Jain as Director and Chairman	Mgmt	For	Against	Against	Against
2	Elect Alka Mittal as Nominee Director	Mgmt	For	Against	Against	Against
3	Elect Sanjeev Mitla as Director	Mgmt	For	For	For	For
4	Elect Sundeep Bhutoria as Director	Mgmt	For	For	For	For

## The Siam Commercial Bank Public Company Limited

**Meeting Date:** 04/04/2022      **Country:** Thailand      **Ticker:** SCB  
**Record Date:** 02/15/2022      **Meeting Type:** Annual  
**Primary Security ID:** Y7905M105

Shares Voted: 2,956,213

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Acknowledge Annual Report	Mgmt				
2	Approve Financial Statements	Mgmt	For	For	For	For
3	Acknowledge Allocation of Income, Approve Dividend Payment and Amend Interim Dividend Payment	Mgmt	For	For	For	For
4.1	Elect Prasan Chuaphanich as Director	Mgmt	For	For	For	For
4.2	Elect Kan Trakulhoon as Director	Mgmt	For	For	For	For
4.3	Elect Thaweesak Koanantakool as Director	Mgmt	For	For	For	For
4.4	Elect Lackana Leelayouthayotin as Director	Mgmt	For	For	For	For
4.5	Elect Chaovalit Ekabut as Director	Mgmt	For	For	For	For
4.6	Elect Chunhachit Sungmai as Director	Mgmt	For	For	For	For
5	Approve Remuneration and Bonus of Directors	Mgmt	For	For	For	For
6	Approve KPMG Phoomchai Audit Limited as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For

Meeting Date: 04/07/2022Country: MexicoTicker: WALMEX

Record Date: 03/30/2022Meeting Type: Annual

Primary Security ID: P98180188

Shares Voted: 2,251,366

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1a	Approve Report of Audit and Corporate Practices Committees	Mgmt	For	For	For	For
1b	Approve CEO's Report	Mgmt	For	For	For	For
1c	Approve Board Opinion on CEO's Report	Mgmt	For	For	For	For
1d	Approve Board of Directors' Report	Mgmt	For	For	For	For
1e	Approve Report Re: Employee Stock Purchase Plan	Mgmt	For	For	For	For
2	Approve Consolidated Financial Statements	Mgmt	For	For	For	For
3	Approve Allocation of Income and Ordinary Dividend of MXN 1 Per Share and Extraordinary Dividend of MXN 0.71 per Share	Mgmt	For	For	For	For
4	Approve Report on Share Repurchase Reserves	Mgmt	For	For	For	For
5a1	Accept Resignation of Enrique Ostale as Director	Mgmt	For	For	For	For
5a2	Accept Resignation of Richard Mayfield as Director	Mgmt	For	For	For	For
5a3	Accept Resignation of Amanda Whalen as Director	Mgmt	For	For	For	For
5a4	Accept Resignation of Roberto Newell as Director	Mgmt	For	For	For	For
5b1	Elect or Ratify Judith McKenna as Director	Mgmt	For	For	For	For
5b2	Elect or Ratify Leigh Hopkins as Director	Mgmt	For	Against	For	For
5b3	Elect or Ratify Karthik Raghupathy as Director	Mgmt	For	Against	For	For
5b4	Elect or Ratify Tom Ward as Director	Mgmt	For	Against	For	For
5b5	Elect or Ratify Guilherme Loureiro as Director	Mgmt	For	Against	For	For
5b6	Elect or Ratify Kirsten Evans as Director	Mgmt	For	Against	For	For
5b7	Elect or Ratify Adolfo Cerezo as Director	Mgmt	For	For	For	For
5b8	Elect or Ratify Blanca Trevino as Director	Mgmt	For	Against	For	For
5b9	Elect or Ratify Ernesto Cervera as Director	Mgmt	For	For	For	For
5b10	Elect or Ratify Eric Perez Grovas as Director	Mgmt	For	For	For	For
5c1	Elect or Ratify Adolfo Cerezo as Chairman of Audit and Corporate Practices Committees	Mgmt	For	For	For	For
5c2	Approve Discharge of Board of Directors and Officers	Mgmt	For	For	For	For
5c3	Approve Directors and Officers Liability	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
5d1	Approve Remuneration of Board Chairman	Mgmt	For	For	For	For
5d2	Approve Remuneration of Director	Mgmt	For	For	For	For
5d3	Approve Remuneration of Chairman of Audit and Corporate Practices Committees	Mgmt	For	For	For	For
5d4	Approve Remuneration of Member of Audit and Corporate Practices Committees	Mgmt	For	For	For	For
6	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For

Axis Bank Limited

Meeting Date: 04/08/2022

Record Date: 03/04/2022

Primary Security ID: Y0487S137

Country: India

Meeting Type: Special

Ticker: 532215

Shares Voted: 484,172

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Approve Material Related Party Transactions for Acceptance of Deposits in Current/Savings Account or Any Other Similar Accounts	Mgmt	For	For	For	For
2	Approve Material Related Party Transactions for Subscribing to Securities Issued by Related Parties and Purchase of Securities from Related Parties	Mgmt	For	For	For	For
3	Approve Material Related Party Transactions for Sale of Securities to Related Parties	Mgmt	For	For	For	For
4	Approve Material Related Party Transactions for Issue of Securities of the Bank to Related Parties, Payment of Interest and Redemption Amount thereof	Mgmt	For	For	For	For
5	Approve Material Related Party Transactions for Receipt of Fees/Commission for Distribution of Insurance Products and Other Related Business	Mgmt	For	For	For	For
6	Approve Material Related Party Transactions for Fund Based or Non-Fund Based Credit Facilities	Mgmt	For	For	For	For
7	Approve Material Related Party Transactions for Money Market Instruments/Term Borrowing/Term Lending (including Repo/Reverse Repo)	Mgmt	For	For	For	For
8	Approve Material Related Party Transactions Pertaining to Forex and Derivative Contracts	Mgmt	For	For	For	For



Meeting Date: 04/08/2022

Record Date: 03/14/2022

Primary Security ID: P4182H115

Country: Mexico

Meeting Type: Annual

Ticker: FEMSAUBD

Shares Voted: 69,196

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt				
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Approve Allocation of Income and Cash Dividends	Mgmt	For	For	For	For
3	Set Maximum Amount of Share Repurchase Reserve	Mgmt	For	For	For	For
	Election of Series B Directors	Mgmt				
4a	Elect Jose Antonio Fernandez Carbajal as Director	Mgmt	For	For	For	For
4b	Elect Francisco Javier Fernandez Carbajal as Director	Mgmt	For	For	For	For
4c	Elect Eva Maria Garza Laguera Gonda as Director	Mgmt	For	For	For	For
4d	Elect Mariana Garza Laguera Gonda as Director	Mgmt	For	For	For	For
4e	Elect Jose Fernando Calderon Rojas as Director	Mgmt	For	For	For	For
4f	Elect Alfonso Garza Garza as Director	Mgmt	For	For	For	For
4g	Elect Bertha Paula Michel Gonzalez as Director	Mgmt	For	For	For	For
4h	Elect Alejandro Bailleres Gual as Director	Mgmt	For	Against	For	For
4i	Elect Ricardo Guajardo Touche as Director	Mgmt	For	For	For	For
4j	Elect Paulina Garza Laguera Gonda as Director	Mgmt	For	For	For	For
4k	Elect Robert Edwin Denham as Director	Mgmt	For	For	For	For
4l	Elect Michael Larson as Director	Mgmt	For	For	For	For
	Election of Series D Directors	Mgmt				
4m	Elect Ricardo E. Saldivar Escajadillo as Director	Mgmt	For	For	For	For
4n	Elect Alfonso Gonzalez Migoya as Director	Mgmt	For	For	For	For
4o	Elect Enrique F. Senior Hernandez as Director	Mgmt	For	For	For	For
4p	Elect Victor Alberto Tiburcio Celorio as Director	Mgmt	For	For	For	For
4q	Elect Jaime A. El Koury as Director	Mgmt	For	For	For	For
	Election of Series D Alternate Directors	Mgmt				
4r	Elect Michael Kahn as Alternate Director	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
4s	Elect Francisco Zambrano Rodriguez as Alternate Director	Mgmt	For	For	For	For
5	Approve Remuneration of Directors; Verify Director's Independence Classification, and Approve Remuneration of Chairman and Secretaries	Mgmt	For	For	For	For
6	Elect Members and Chairmen of Operation and Strategy, Audit, and Corporate Practices and Nominations Committees; Approve Their Remuneration	Mgmt	For	For	For	For
7	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For
8	Approve Minutes of Meeting	Mgmt	For	For	For	For

PT United Tractors Tbk

Meeting Date: 04/08/2022Country: IndonesiaTicker: UNTR

Record Date: 03/16/2022Meeting Type: Annual

Primary Security ID: Y7146Y140

Shares Voted: 2,620,900

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Approve Allocation of Income	Mgmt	For	For	For	For
3	Approve Remuneration of Directors and Commissioners	Mgmt	For	For	Against	Against
4	Approve Auditors	Mgmt	For	For	For	For
5	Amend Classification of the Company's Business Activities in Accordance with the Standard Classification of Indonesian Business Fields 2020	Mgmt	For	Against	Refer	Against

Bangkok Bank Public Company Limited

Meeting Date: 04/12/2022Country: ThailandTicker: BBL

Record Date: 03/10/2022Meeting Type: Annual

Primary Security ID: Y0606R101

Shares Voted: 1,267,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Acknowledge Operating Results	Mgmt				
2	Approve Financial Statements	Mgmt	For	For	For	For
3	Approve Allocation of Income and Dividend Payment	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
4.1	Elect Piti Sithi-Amnuai as Director	Mgmt	For	For	Against	Against
4.2	Elect Arun Chirachavala as Director	Mgmt	For	For	For	For
4.3	Elect Phornthep Phornprapha as Director	Mgmt	For	For	For	For
4.4	Elect Amorn Chandarasomboon as Director	Mgmt	For	For	Against	Against
4.5	Elect Singh Tangtatswas as Director	Mgmt	For	For	Against	Against
4.6	Elect Boonsong Bunyasaranand as Director	Mgmt	For	For	Against	Against
5.1	Elect Chong Toh as Director	Mgmt	For	For	Against	Against
5.2	Elect Kobsak Pootrakool as Director	Mgmt	For	For	Against	Against
5.3	Elect Sarana Boonbaichaiyapruk as Director	Mgmt	For	For	For	For
6	Acknowledge Remuneration of Directors	Mgmt				
7	Approve Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
8	Other Business	Mgmt	For	Against	Against	Against

Chemical Works of Gedeon Richter Plc

Meeting Date: 04/12/2022Country: HungaryTicker: RICHT

Record Date: 04/08/2022Meeting Type: Annual

Primary Security ID: X3124S107

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Use of Electronic Vote Collection Method	Mgmt	For	For	For	Do Not Vote
2	Authorize Company to Produce Sound Recording of Meeting Proceedings	Mgmt	For	For	For	Do Not Vote
3	Elect Chairman and Other Meeting Officials	Mgmt	For	For	For	Do Not Vote
4	Approve Consolidated Financial Statements	Mgmt	For	For	For	Do Not Vote
5	Approve Management Board Report on Company's Operations, Business Policy, and Financial Standing	Mgmt	For	For	For	Do Not Vote
6	Approve Financial Statements	Mgmt	For	For	For	Do Not Vote
7	Approve Allocation of Income and Dividends of HUF 225 per Share	Mgmt	For	For	For	Do Not Vote
8	Approve Company's Corporate Governance Statement	Mgmt	For	For	For	Do Not Vote
9	Amend Remuneration Policy	Mgmt	For	Against	Refer	Do Not Vote

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
10	Approve Remuneration Report	Mgmt	For	Against	Refer	Do Not Vote
11	Amend Bylaws	Mgmt	For	For	Refer	Do Not Vote
12	Amend Bylaws Re: General Meeting	Mgmt	For	For	Refer	Do Not Vote
13	Amend Bylaws Re: General Meeting	Mgmt	For	For	Refer	Do Not Vote
14	Amend Bylaws Re: General Meeting	Mgmt	For	For	Refer	Do Not Vote
15	Amend Bylaws Re: Management Board	Mgmt	For	For	Refer	Do Not Vote
16	Amend Bylaws Re: Management and Supervisory Boards	Mgmt	For	For	Refer	Do Not Vote
17	Amend Bylaws Re: Supervisory Board	Mgmt	For	For	Refer	Do Not Vote
18	Amend Statute Re: Share Capital	Mgmt	For	For	Refer	Do Not Vote
19	Approve Report on Share Repurchase Program	Mgmt	For	For	For	Do Not Vote
20	Authorize Share Repurchase Program	Mgmt	For	For	For	Do Not Vote
21	Elect Lajos Csaba Lantos as Management Board Member	Mgmt	For	For	For	Do Not Vote
22	Elect Ilona David as Management Board Member	Mgmt	For	For	For	Do Not Vote
23	Elec tIstvan Hamecz as Management Board Member	Mgmt	For	For	For	Do Not Vote
24	Approve Remuneration of Management Board Members	Mgmt	For	For	For	Do Not Vote
25	Approve Bonus for Management Board Members	Mgmt	For	For	For	Do Not Vote
26	Approve Remuneration of Supervisory Board Members	Mgmt	For	For	For	Do Not Vote
27	Approve Regulations on Supervisory Board	Mgmt	For	For	Refer	Do Not Vote
28	Approve Auditor's Remuneration	Mgmt	For	For	For	Do Not Vote
29	Transact Other Business	Mgmt	For	Against	Against	Do Not Vote

Alinma Bank

**Meeting Date:** 04/13/2022

**Country:** Saudi Arabia

**Ticker:** 1150

**Record Date:**

**Meeting Type:** Annual

**Primary Security ID:** M0R35G100



Shares Voted: 988,283

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt				
1	Approve Board Report on Company Operations for FY 2021	Mgmt	For	For	For	For
2	Approve Auditors' Report on Company Financial Statements for FY 2021	Mgmt	For	For	For	For
3	Accept Financial Statements and Statutory Reports for FY 2021	Mgmt	For	For	For	For
4	Approve Discharge of Directors for FY 2021	Mgmt	For	For	For	For
5	Approve Interim Dividends of SAR 0.40 per Share for the Second Half of FY 2021	Mgmt	For	For	For	For
6	Ratify Auditors and Fix Their Remuneration for Q1, Q2, Q3 and Annual Statement of FY 2022	Mgmt	For	For	For	For
7.1	Elect Ahmed Khoqeer as Director	Mgmt	None	Abstain	Refer	Abstain
7.2	Elect Abdulmalik Al Haqeel as Director	Mgmt	None	Abstain	Refer	For
7.3	Elect Hamad Al Bazee as Director	Mgmt	None	Abstain	Refer	Abstain
7.4	Elect Saoud Al Nimr as Director	Mgmt	None	Abstain	Refer	Abstain
7.5	Elect Fahad Al Tareef as Director	Mgmt	None	Abstain	Refer	Abstain
7.6	Elect Mohammed Al Nassir as Director	Mgmt	None	Abstain	Refer	Abstain
7.7	Elect Ahmed Al Sheikh as Director	Mgmt	None	Abstain	Refer	Abstain
7.8	Elect Abdullah Al Husseini as Director	Mgmt	None	Abstain	Refer	Abstain
7.9	Elect Fayiz Al Zaydi as Director	Mgmt	None	Abstain	Refer	Abstain
7.10	Elect Heitham Mubarak as Director	Mgmt	None	Abstain	Refer	For
7.11	Elect Anees Moaminah as Director	Mgmt	None	Abstain	Refer	Abstain
7.12	Elect Fahad Al Shamri as Director	Mgmt	None	Abstain	Refer	Abstain
7.13	Elect Saad Al Kroud as Director	Mgmt	None	Abstain	Refer	Abstain
7.14	Elect Omar Al Sabti as Director	Mgmt	None	Abstain	Refer	Abstain
7.15	Elect Abdullah Al Aboudi as Director	Mgmt	None	Abstain	Refer	Abstain
7.16	Elect Mohammed Bin Dayil as Director	Mgmt	None	Abstain	Refer	For
7.17	Elect Abdullah Al Rumeizan as Director	Mgmt	None	Abstain	Refer	Abstain
7.18	Elect Ahmed Murad as Director	Mgmt	None	Abstain	Refer	Abstain
7.19	Elect Hani Al Zeid as Director	Mgmt	None	Abstain	Refer	Abstain
7.20	Elect Suleiman Al Hadheef as Director	Mgmt	None	Abstain	Refer	Abstain
7.21	Elect Fahad Al Rajhi as Director	Mgmt	None	Abstain	Refer	Abstain
7.22	Elect Nabil Koshak as Director	Mgmt	None	Abstain	Refer	Abstain
7.23	Elect Abdulmuhsin Al Faris as Director	Mgmt	None	Abstain	Refer	Abstain

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
7.24	Elect Abdulrahman Addas as Director	Mgmt	None	Abstain	Refer	For
7.25	Elect Mutlaq Al Mureishid as Director	Mgmt	None	Abstain	Refer	Abstain
7.26	Elect Badr Al Issa as Director	Mgmt	None	Abstain	Refer	Abstain
8	Elect Members of Audit Committee, Approve its Charter and Remuneration of Its Members	Mgmt	For	Against	Refer	For
9	Approve Remuneration of Directors of SAR 6,894,800 for FY 2021	Mgmt	For	For	For	For
10	Amend Audit Committee Charter	Mgmt	For	For	Refer	For
11	Amend Nomination and Remuneration Committee Charter	Mgmt	For	For	Refer	For
12	Approve Interim Dividends Semi Annually for FY 2022	Mgmt	For	For	For	For
13	Approve Authorization of the Board Regarding Future Related Party Transactions According to Article 71 of the Companies Law	Mgmt	For	For	For	For
14	Allow Mutlaq Al Mureishid to Be Involved with Other Companies	Mgmt	For	For	For	For
15	Approve Related Party Transactions Re: Alinma Tokyo Marine Co	Mgmt	For	For	For	For

OTP Bank Nyrt

Meeting Date: 04/13/2022

Record Date: 04/11/2022

Primary Security ID: X60746181

Country: Hungary

Meeting Type: Annual

Ticker: OTP

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements, Statutory Reports, and Allocation of Income and Dividends	Mgmt	For	For	For	Do Not Vote
2	Approve Company's Corporate Governance Statement	Mgmt	For	For	For	Do Not Vote
3	Approve Discharge of Management Board	Mgmt	For	For	For	Do Not Vote
4	Approve Ernst & Young Ltd. as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	Do Not Vote
5.1	Amend Bylaws by Joint Votes with Regard to Each Section	Mgmt	For	For	Refer	Do Not Vote
5.2	Amend Bylaws	Mgmt	For	For	Refer	Do Not Vote
6	Approve Remuneration Policy	Mgmt	For	Against	Refer	Do Not Vote

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
7	Approve Remuneration of Management Board, Supervisory Board, and Audit Committee Members	Mgmt	For	For	For	Do Not Vote
8	Authorize Share Repurchase Program	Mgmt	For	Against	Refer	Do Not Vote

Petroleo Brasileiro SA

Meeting Date: 04/13/2022Country: BrazilTicker: PETR4

Record Date:Meeting Type: Annual

Primary Security ID: P78331140

Shares Voted: 2,013,438

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	Mgmt	For	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For	For
3	Fix Number of Directors at 11	Mgmt	For	For	For	For
4	Elect Directors	Mgmt	For	Against	Refer	Against
5	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against	Against
6	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	For	Refer	Abstain
	If Voting FOR on Item 7, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt				
7	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	For	Refer	For
8.1	Percentage of Votes to Be Assigned - Elect Luiz Rodolfo Landim Machado as Independent Director	Mgmt	None	Abstain	Refer	Abstain
8.2	Percentage of Votes to Be Assigned - Elect Joaquim Silva e Luna as Director	Mgmt	None	Abstain	Refer	For
8.3	Percentage of Votes to Be Assigned - Elect Sonia Julia Sulzbeck Villalobos as Independent Director	Mgmt	None	Abstain	Refer	For
8.4	Percentage of Votes to Be Assigned - Elect Luiz Henrique Caroli as Independent Director	Mgmt	None	Abstain	Refer	For
8.5	Percentage of Votes to Be Assigned - Elect Ruy Flaks Schneider as Independent Director	Mgmt	None	Abstain	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
8.6	Percentage of Votes to Be Assigned - Elect Marcio Andrade Weber as Independent Director	Mgmt	None	Abstain	Refer	For
8.7	Percentage of Votes to Be Assigned - Elect Murilo Marroquim de Souza as Independent Director	Mgmt	None	Abstain	Refer	For
8.8	Percentage of Votes to Be Assigned - Elect Carlos Eduardo Lessa Brandao as Independent Director	Mgmt	None	Abstain	Refer	For
8.9	Percentage of Votes to Be Assigned - Elect Jose Joao Abdalla Filho as Minority Representative Under Majority Board Election	SH	None	For	Refer	For
8.10	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Minority Representative Under Majority Board Election	SH	None	For	Refer	For
9	Elect Luiz Rodolfo Landim Machado as Board Chairman	Mgmt	For	Against	Refer	Against
10	Fix Number of Fiscal Council Members at Five	Mgmt	For	For	For	For
11	Elect Fiscal Council Members	Mgmt	For	Abstain	For	For
12	In Case One of the Nominees Leaves the Fiscal Council Slate Due to a Separate Minority Election, as Allowed Under Articles 161 and 240 of the Brazilian Corporate Law, May Your Votes Still Be Counted for the Proposed Slate?	Mgmt	None	Against	Against	Against
13	Approve Remuneration of Company's Management and Fiscal Council	Mgmt	For	Against	Against	Against
14	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	Mgmt	None	For	For	For
15	Elect Michele da Silva Gonsales Torres as Fiscal Council Member and Robert Juenemann as Alternate Appointed by Minority Shareholder	SH	None	For	Abstain	Abstain

Meeting Date: 04/13/2022

Record Date:

Primary Security ID: P78331140

Country: Brazil

Meeting Type: Extraordinary Shareholders

Ticker: PETR4

Shares Voted: 2,013,438

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles and Consolidate Bylaws	Mgmt	For	For	Refer	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	Mgmt	None	For	For	For

Zhejiang Sanhua Intelligent Controls Co., Ltd.

Meeting Date: 04/15/2022

Country: China

Ticker: 002050

Record Date: 04/08/2022

Meeting Type: Annual

Primary Security ID: Y9890L126

Shares Voted: 1,871,971

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For	For
3	Approve Financial Statements	Mgmt	For	For	For	For
4	Approve Annual Report and Summary	Mgmt	For	For	For	For
5	Approve Profit Distribution	Mgmt	For	For	For	For
6	Approve Application of Bank Credit Lines	Mgmt	For	For	Refer	For
7	Approve Bill Pool Business	Mgmt	For	Against	Refer	For
8	Approve Provision of Guarantees	Mgmt	For	For	For	For
9	Approve to Appoint Auditor	Mgmt	For	For	For	For
10	Approve Futures Hedging Business	Mgmt	For	For	Refer	For
11	Approve Foreign Exchange Hedging Business	Mgmt	For	For	Refer	For
12	Approve Purchase of Liability Insurance for Directors, Supervisors and Senior Management Members	Mgmt	For	For	For	For

Tata Consultancy Services Limited

Meeting Date: 04/16/2022

Country: India

Ticker: 532540

Record Date: 03/11/2022

Meeting Type: Special

Primary Security ID: Y85279100

Shares Voted: 165,289

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Approve Reappointment and Remuneration of Rajesh Gopinathan as Chief Executive Officer and Managing Director	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2	Approve Reappointment and Remuneration of N. Ganapathy Subramaniam as Chief Operating Officer and Executive Director	Mgmt	For	For	For	For

Gerdaу SA

Meeting Date: 04/19/2022	Country: Brazil	Ticker: GGBR4
Record Date:	Meeting Type: Annual	
Primary Security ID: P2867P113		

Shares Voted: 1,426,366

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for Preferred Shareholders	Mgmt				
1	As a Preferred Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	For	Refer	Abstain
2	Elect Augusto Brauna Pinheiro as Director Appointed by Preferred Shareholder	SH	None	For	For	For
3	In Case Neither Class of Shares Reaches the Minimum Quorum Required by the Brazilian Corporate Law to Elect a Board Representative in Separate Elections, Would You Like to Use Your Votes to Elect the Candidate with More Votes to Represent Both Classes?	Mgmt	None	For	For	For
4	Elect Aramis Sa de Andrade as Fiscal Council Member and Maelcio Mauricio Soares as Alternate Appointed by Preferred Shareholder	SH	None	For	For	For

America Movil SAB de CV

Meeting Date: 04/20/2022	Country: Mexico	Ticker: AMXL
Record Date: 04/08/2022	Meeting Type: Special	
Primary Security ID: P0280A101		

Shares Voted: 7,696,873

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Only Series L Shareholders Have Voting Rights	Mgmt				
1.1	Elect or Ratify Pablo Roberto Gonzalez Guajardo as Director for Series L Shareholders	Mgmt	For	Against	Against	Against
1.2	Elect or Ratify Claudia Janez Sanchez as Director for Series L Shareholders	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For

Grupo Aeroportuario del Sureste SA de CV

Meeting Date: 04/20/2022	Country: Mexico	Ticker: ASURB
Record Date: 04/08/2022	Meeting Type: Annual	
Primary Security ID: P4950Y100		

Shares Voted: 437,081

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1a	Approve CEO's and Auditor's Reports on Operations and Results of Company, and Board's Opinion on Reports	Mgmt	For	For	For	For
1b	Approve Board's Report on Accounting Policies and Criteria for Preparation of Financial Statements	Mgmt	For	For	For	For
1c	Approve Report on Activities and Operations Undertaken by Board	Mgmt	For	For	For	For
1d	Approve Individual and Consolidated Financial Statements	Mgmt	For	For	For	For
1e	Approve Report of Audit Committee's Activities and Report on Company's Subsidiaries	Mgmt	For	For	For	For
1f	Approve Report on Adherence to Fiscal Obligations	Mgmt	For	For	For	For
2a	Approve Increase in Legal Reserve by MXN 295.86 Million	Mgmt	For	For	For	For
2b	Approve Cash Ordinary Dividends of MXN 9.03 Per Share and Cash Extraordinary Dividends of MXN 6 per Share	Mgmt	For	For	For	For
2c	Set Maximum Amount of MXN 1.11 Billion for Share Repurchase; Approve Policy Related to Acquisition of Own Shares	Mgmt	For	For	For	For
3a	Approve Discharge of Board of Directors and CEO	Mgmt	For	For	For	For
3b.1	Elect/Ratify Fernando Chico Pardo as Director	Mgmt	For	For	For	For
3b.2	Elect/Ratify Jose Antonio Perez Anton as Director	Mgmt	For	Against	For	For
3b.3	Elect/Ratify Pablo Chico Hernandez as Director	Mgmt	For	Against	For	For
3b.4	Elect/Ratify Aurelio Perez Alonso as Director	Mgmt	For	Against	For	For
3b.5	Elect/Ratify Rasmus Christiansen as Director	Mgmt	For	Against	For	For
3b.6	Elect/Ratify Francisco Garza Zambrano as Director	Mgmt	For	Against	For	For
3b.7	Elect/Ratify Ricardo Guajardo Touche as Director	Mgmt	For	Against	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
3b.8	Elect/Ratify Guillermo Ortiz Martinez as Director	Mgmt	For	Against	For	For
3b.9	Elect/Ratify Barbara Garza Laguera Gonda as Director	Mgmt	For	For	For	For
3b.10	Elect/Ratify Heliane Steden as Director	Mgmt	For	For	For	For
3b.11	Elect/Ratify Diana M. Chavez as Director	Mgmt	For	For	For	For
3b.12	Elect/Ratify Rafael Robles Miaja as Secretary (Non-Member) of Board	Mgmt	For	For	For	For
3b.13	Elect/Ratify Ana Maria Poblanno Chanona as Alternate Secretary (Non-Member) of Board	Mgmt	For	For	For	For
3c.1	Elect/Ratify Ricardo Guajardo Touche as Chairman of Audit Committee	Mgmt	For	For	For	For
3d.1	Elect/Ratify Barbara Garza Laguera Gonda as Member of Nominations and Compensations Committee	Mgmt	For	For	For	For
3d.2	Elect/Ratify Fernando Chico Pardo as Member of Nominations and Compensations Committee	Mgmt	For	For	For	For
3d.3	Elect/Ratify Jose Antonio Perez Anton of Nominations and Compensations Committee	Mgmt	For	For	For	For
3e.1	Approve Remuneration of Directors in the Amount of MXN 77,600	Mgmt	For	For	For	For
3e.2	Approve Remuneration of Operations Committee in the Amount of MXN 77,600	Mgmt	For	For	For	For
3e.3	Approve Remuneration of Nominations and Compensations Committee in the Amount of MXN 77,600	Mgmt	For	For	For	For
3e.4	Approve Remuneration of Audit Committee in the Amount of MXN 110,000	Mgmt	For	For	For	For
3e.5	Approve Remuneration of Acquisitions and Contracts Committee in the Amount of MXN 25,900	Mgmt	For	For	For	For
4a	Authorize Claudio R. Gongora Morales to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For
4b	Authorize Rafael Robles Miaja to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For
4c	Authorize Ana Maria Poblanno Chanona to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For

Natura &Co Holding SA

Meeting Date: 04/20/2022	Country: Brazil	Ticker: NTC03
Record Date:	Meeting Type: Extraordinary Shareholders	
Primary Security ID: P7S8B6105		



Shares Voted: 2,676,720

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Re-Ratify Remuneration of Company's Management from May 2021 to April 2022	Mgmt	For	For	For	For
2	Amend Article 5 to Reflect Changes in Capital and Consolidate Bylaws	Mgmt	For	For	Refer	For

## Natura &amp;Co Holding SA

Meeting Date: 04/20/2022

Country: Brazil

Ticker: NTC03

Record Date:

Meeting Type: Annual

Primary Security ID: P7S8B6105

Shares Voted: 2,676,720

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	Mgmt	For	For	For	For
2	Approve Capital Budget	Mgmt	For	For	For	For
3	Approve Allocation of Income and Dividends	Mgmt	For	For	For	For
4	Fix Number of Directors at 13	Mgmt	For	For	For	For
5	Approve Classification of Carla Schmitzberger, Gilberto Mifano, Fabio Colletti Barbosa, Jessica DiLullo Herrin, Ian Martin Bickley, Nancy Killefer, W. Don Cornwell, Andrew George McMaster Jr., and Georgia Melenikiotou as Independent Directors	Mgmt	For	For	For	For
6	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Against	Against
7	Elect Directors	Mgmt	For	For	For	For
8	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against	Against
	If Voting FOR on Item 9, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt				
9	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain	Abstain
10.1	Percentage of Votes to Be Assigned - Elect Antonio Luiz da Cunha Seabra as Director	Mgmt	None	Abstain	Abstain	Abstain
10.2	Percentage of Votes to Be Assigned - Elect Guilherme Peirao Leal as Director	Mgmt	None	Abstain	Abstain	Abstain

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
10.3	Percentage of Votes to Be Assigned - Elect Pedro Luiz Barreiros Passos as Director	Mgmt	None	Abstain	Abstain	Abstain
10.4	Percentage of Votes to Be Assigned - Elect Roberto de Oliveira Marques as Director	Mgmt	None	Abstain	Abstain	Abstain
10.5	Percentage of Votes to Be Assigned - Elect Carla Schmitzberger as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
10.6	Percentage of Votes to Be Assigned - Elect Gilberto Mifano as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
10.7	Percentage of Votes to Be Assigned - Elect Fabio Colletti Barbosa as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
10.8	Percentage of Votes to Be Assigned - Elect Jessica DiLullo Herrin as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
10.9	Percentage of Votes to Be Assigned - Elect Ian Martin Bickley as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
10.10	Percentage of Votes to Be Assigned - Elect Nancy Killefer as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
10.11	Percentage of Votes to Be Assigned - Elect W. Don Cornwell as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
10.12	Percentage of Votes to Be Assigned - Elect Andrew George McMaster Jr. as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
10.13	Percentage of Votes to Be Assigned - Elect Georgia Melenikiotou as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
11	As an Ordinary Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain	Abstain
12	Approve Remuneration of Company's Management	Mgmt	For	For	For	For
13	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	Against	For	For	For
14	Elect Cynthia Mey Hobbs Pinho as Fiscal Council Member and Andrea Maria Ramos Leonel as Alternate Appointed by Minority Shareholder	SH	None	For	Refer	For

CP All Public Company Limited

Meeting Date: 04/22/2022

Record Date: 03/11/2022

Primary Security ID: Y1772K151

Country: Thailand

Meeting Type: Annual

Ticker: CPALL

Shares Voted: 7,343,979

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Acknowledge Operations Report	Mgmt				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2	Approve Financial Statements	Mgmt	For	For	For	For
3	Approve Allocation of Income and Dividend Payment	Mgmt	For	For	For	For
4.1	Elect Padoong Techasarintr as Director	Mgmt	For	Against	Refer	Against
4.2	Elect Pridi Boonyoung as Director	Mgmt	For	For	For	For
4.3	Elect Nampung Wongsmit as Director	Mgmt	For	For	For	For
4.4	Elect Prasobsook Boondech as Director	Mgmt	For	For	For	For
4.5	Elect Phatcharavat Wongsuwan as Director	Mgmt	For	Against	Against	Against
5	Approve Remuneration of Directors	Mgmt	For	For	For	For
6	Approve KPMG Phoomchai Audit Ltd. as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For

Globant SA

Meeting Date: 04/22/2022

Record Date: 03/15/2022

Primary Security ID: L44385109

Country: Luxembourg

Meeting Type: Annual/Special

Ticker: GLOB

Shares Voted: 23,173

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt				
1	Receive and Approve Board's and Auditor's Reports	Mgmt				
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For	For
3	Approve Financial Statements	Mgmt	For	For	For	For
4	Approve Allocation of Loss	Mgmt	For	For	For	For
5	Approve Discharge of Directors	Mgmt	For	For	For	For
6	Approve Remuneration of Directors	Mgmt	For	For	For	For
7	Appoint PricewaterhouseCoopers, Societe Cooperative as Auditor for Annual Accounts and EU IFRS Consolidated Accounts	Mgmt	For	For	For	For
8	Appoint Price Waterhouse & Co. S.R.L. as Auditor for IFRS Consolidated Accounts	Mgmt	For	For	For	For
9	Reelect Francisco Alvarez-Demalde as Director	Mgmt	For	For	For	For
10	Reelect Maria Pinelli as Director	Mgmt	For	For	For	For
11	Elect Andrea Mayumi Petroni Merhy as Director	Mgmt	For	For	For	For
	Extraordinary Meeting Agenda	Mgmt				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights and Amend Article 6.1 and 6.2 of the Articles of Association	Mgmt	For	For	For	For

Grupo Financiero Banorte SAB de CV

Meeting Date: 04/22/2022	Country: Mexico	Ticker: GFNORTEO
Record Date: 04/07/2022	Meeting Type: Annual	
Primary Security ID: P49501201		

Shares Voted: 2,273,678

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1.a	Approve CEO's Report on Financial Statements and Statutory Reports	Mgmt	For	For	For	For
1.b	Approve Board's Report on Policies and Accounting Information and Criteria Followed in Preparation of Financial Information	Mgmt	For	For	For	For
1.c	Approve Board's Report on Operations and Activities Undertaken by Board	Mgmt	For	For	For	For
1.d	Approve Report on Activities of Audit and Corporate Practices Committee	Mgmt	For	For	For	For
1.e	Approve All Operations Carried out by Company and Ratify Actions Carried out by Board, CEO and Audit and Corporate Practices Committee	Mgmt	For	For	For	For
2	Approve Allocation of Income	Mgmt	For	For	For	For
3	Receive Auditor's Report on Tax Position of Company	Mgmt				
4.a1	Elect Carlos Hank Gonzalez as Board Chairman	Mgmt	For	For	Against	For
4.a2	Elect Juan Antonio Gonzalez Moreno as Director	Mgmt	For	For	For	For
4.a3	Elect David Juan Villarreal Montemayor as Director	Mgmt	For	For	For	For
4.a4	Elect Jose Marcos Ramirez Miguel as Director	Mgmt	For	For	For	For
4.a5	Elect Carlos de la Isla Corry as Director	Mgmt	For	For	For	For
4.a6	Elect Everardo Elizondo Almaguer as Director	Mgmt	For	For	For	For
4.a7	Elect Alicia Alejandra Lebrija Hirschfeld as Director	Mgmt	For	For	For	For
4.a8	Elect Clemente Ismael Reyes Retana Valdes as Director	Mgmt	For	For	For	For
4.a9	Elect Alfredo Elias Ayub as Director	Mgmt	For	For	For	For
4.a10	Elect Adrian Sada Cueva as Director	Mgmt	For	Against	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
4.a11	Elect David Penalosa Alanis as Director	Mgmt	For	For	For	For
4.a12	Elect Jose Antonio Chedraui Eguia as Director	Mgmt	For	For	For	For
4.a13	Elect Alfonso de Angoitia Noriega as Director	Mgmt	For	Against	Against	For
4.a14	Elect Thomas Stanley Heather Rodriguez as Director	Mgmt	For	For	For	For
4.a15	Elect Graciela Gonzalez Moreno as Alternate Director	Mgmt	For	For	For	For
4.a16	Elect Juan Antonio Gonzalez Marcos as Alternate Director	Mgmt	For	For	For	For
4.a17	Elect Alberto Halabe Hamui as Alternate Director	Mgmt	For	For	For	For
4.a18	Elect Gerardo Salazar Viezca as Alternate Director	Mgmt	For	For	For	For
4.a19	Elect Alberto Perez-Jacome Friscione as Alternate Director	Mgmt	For	For	For	For
4.a20	Elect Diego Martinez Rueda-Chapital as Alternate Director	Mgmt	For	For	For	For
4.a21	Elect Roberto Kelleher Vales as Alternate Director	Mgmt	For	For	For	For
4.a22	Elect Cecilia Goya de Riviello Meade as Alternate Director	Mgmt	For	For	For	For
4.a23	Elect Isaac Becker Kabacnik as Alternate Director	Mgmt	For	For	For	For
4.a24	Elect Jose Maria Garza Trevino as Alternate Director	Mgmt	For	For	For	For
4.a25	Elect Carlos Cesarman Kolteniuk as Alternate Director	Mgmt	For	For	For	For
4.a26	Elect Humberto Tafolla Nunez as Alternate Director	Mgmt	For	For	For	For
4.a27	Elect Guadalupe Phillips Margain as Alternate Director	Mgmt	For	For	For	For
4.a28	Elect Ricardo Maldonado Yanez as Alternate Director	Mgmt	For	For	For	For
4.b	Elect Hector Avila Flores (Non-Member) as Board Secretary	Mgmt	For	For	For	For
4.c	Approve Directors Liability and Indemnification	Mgmt	For	For	For	For
5	Approve Remuneration of Directors	Mgmt	For	For	For	For
6	Elect Thomas Stanley Heather Rodriguez as Chairman of Audit and Corporate Practices Committee	Mgmt	For	For	For	For
7.1	Approve Report on Share Repurchase	Mgmt	For	For	For	For
7.2	Set Aggregate Nominal Amount of Share Repurchase Reserve	Mgmt	For	For	For	For
8	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For



PT Avia Avian Tbk

B.1.a

Meeting Date: 04/22/2022

Record Date: 03/30/2022

Primary Security ID: Y0S1F5103

Country: Indonesia

Meeting Type: Annual

Ticker: AVIA

Shares Voted: 85,013,088

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements, Statutory Reports and Discharge of Directors and Commissioners	Mgmt	For	For	For	For
2	Approve Allocation of Income	Mgmt	For	For	For	For
3	Approve Auditors	Mgmt	For	For	For	For
4	Approve Remuneration of Directors and Commissioners	Mgmt	For	For	Against	Against
5	Accept Report on the Use of Proceeds	Mgmt	For	For	Refer	For

PT Avia Avian Tbk

Meeting Date: 04/22/2022

Record Date: 03/30/2022

Primary Security ID: Y0S1F5103

Country: Indonesia

Meeting Type: Extraordinary Shareholders

Ticker: AVIA

Shares Voted: 85,013,088

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles of Association	Mgmt	For	For	Refer	For

Suzano SA

Meeting Date: 04/25/2022

Record Date:

Primary Security ID: P8T20U187

Country: Brazil

Meeting Type: Extraordinary Shareholders

Ticker: SUZB3

Shares Voted: 724,863

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve the Model of Indemnification Agreement to Be Signed between the Company and Certain Beneficiaries	Mgmt	For	For	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For

Meeting Date: 04/25/2022	Country: Brazil	Ticker: SUZB3
Record Date:	Meeting Type: Annual	
Primary Security ID: P8T20U187		

Shares Voted: 724,863

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Management Statements for Fiscal Year Ended Dec. 31, 2021	Mgmt	For	For	For	For
2	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	Mgmt	For	For	For	For
3	Approve Allocation of Income and Dividends	Mgmt	For	For	For	For
4	Fix Number of Directors at Nine	Mgmt	For	For	For	For
5	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Against	Against
6	Elect Directors	Mgmt	For	For	For	For
7	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against	Against
	If Voting FOR on Item 8, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt				
8	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain	Abstain
9.1	Percentage of Votes to Be Assigned - Elect David Feffer as Director	Mgmt	None	Abstain	Abstain	Abstain
9.2	Percentage of Votes to Be Assigned - Elect Daniel Feffer as Director	Mgmt	None	Abstain	Abstain	Abstain
9.3	Percentage of Votes to Be Assigned - Elect Nildemar Secches as Director	Mgmt	None	Abstain	Abstain	Abstain
9.4	Percentage of Votes to Be Assigned - Elect Ana Paula Pessoa as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
9.5	Percentage of Votes to Be Assigned - Elect Maria Priscila Rodini Vansetti Machado as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
9.6	Percentage of Votes to Be Assigned - Elect Rodrigo Calvo Galindo as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
9.7	Percentage of Votes to Be Assigned - Elect Paulo Rogerio Caffarelli as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
9.8	Percentage of Votes to Be Assigned - Elect Paulo Sergio Kakinoff as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
9.9	Percentage of Votes to Be Assigned - Elect Gabriela Feffer Moll as Director	Mgmt	None	Abstain	Abstain	Abstain

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
10	As an Ordinary Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain	Abstain
11	Elect David Feffer as Board Chairman	Mgmt	For	For	For	For
12	Elect Daniel Feffer as Board Vice-Chairman	Mgmt	For	For	For	For
13	Elect Nildemar Secches as Board Vice-Chairman	Mgmt	For	For	For	For
14	Approve Remuneration of Company's Management and Fiscal Council	Mgmt	For	For	For	For
15	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	For	For	For
16	Elect Fiscal Council Members	Mgmt	For	For	For	For
17	In Case One of the Nominees Leaves the Fiscal Council Slate Due to a Separate Minority Election, as Allowed Under Articles 161 and 240 of the Brazilian Corporate Law, May Your Votes Still Be Counted for the Proposed Slate?	Mgmt	None	Against	Against	Against
18	As an Ordinary Shareholder, Would You Like to Request a Separate Election of a Member of the Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain	Abstain

Atacadao SA

Meeting Date: 04/26/2022	Country: Brazil	Ticker: CRFB3
Record Date:	Meeting Type: Annual	
Primary Security ID: P0565P138		

Shares Voted: 348,600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	Mgmt	For	For	For	For
2	Accept Management Statements for Fiscal Year Ended Dec. 31, 2021	Mgmt	For	For	For	For
3	Approve Allocation of Income and Dividends	Mgmt	For	For	For	For
4	Fix Number of Directors at Ten	Mgmt	For	For	For	For
5	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Against	Against
6	Elect Directors	Mgmt	For	Against	Refer	Against
7	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	If Voting FOR on Item 8, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt				
8	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain	Abstain
9.1	Percentage of Votes to Be Assigned - Elect Matthieu Dominique Marie Malige as Director	Mgmt	None	Abstain	Abstain	Abstain
9.2	Percentage of Votes to Be Assigned - Elect Edouard Balthazard Bertrand de Chavagnac as Director	Mgmt	None	Abstain	Abstain	Abstain
9.3	Percentage of Votes to Be Assigned - Elect Stephane Samuel Maquaire as Director	Mgmt	None	Abstain	Abstain	Abstain
9.4	Percentage of Votes to Be Assigned - Elect Claire Marie Du Payrat as Director	Mgmt	None	Abstain	Abstain	Abstain
9.5	Percentage of Votes to Be Assigned - Elect Jerome Alexis Louis Nanty as Director	Mgmt	None	Abstain	Abstain	Abstain
9.6	Percentage of Votes to Be Assigned - Elect Eduardo Pongracz Rossi as Director	Mgmt	None	Abstain	Abstain	Abstain
9.7	Percentage of Votes to Be Assigned - Elect Abilio dos Santos Diniz as Director	Mgmt	None	Abstain	Abstain	Abstain
9.8	Percentage of Votes to Be Assigned - Elect Marc-Olivier Pierre Jean Francois Rochu as Director	Mgmt	None	Abstain	Abstain	Abstain
9.9	Percentage of Votes to Be Assigned - Elect Luiz Fernando Vendramini Fleury as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
9.10	Percentage of Votes to Be Assigned - Elect Marcelo Pavao Lacerda as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
10	As an Ordinary Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain	Abstain
11	Approve Classification of Marcelo Pavao Lacerda and Luiz Fernando Vendramini Fleury as Independent Directors	Mgmt	For	For	For	For
12	Approve Remuneration of Company's Management	Mgmt	For	Against	Against	Against
13	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	Abstain	For	For

Shares Voted: 348,600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Amend Article 5 to Reflect Changes in Capital	Mgmt	For	For	Refer	For
2	Consolidate Bylaws	Mgmt	For	For	Refer	For

Hypera SA

Meeting Date: 04/26/2022

Record Date:

Primary Security ID: P5230A101

Country: Brazil

Meeting Type: Extraordinary Shareholders

Ticker: HYPE3

Shares Voted: 309,600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Amend Share Matching Plan Approved at the April 19, 2017 EGM	Mgmt	For	Against	Refer	Against
2	Amend Share Matching Plan Approved at the April 19, 2018 EGM	Mgmt	For	Against	Refer	Against
3	Amend Restricted Stock Plan Approved at the April 14, 2016 EGM	Mgmt	For	Against	Refer	Against
4	Amend Articles	Mgmt	For	For	Refer	For
5	Consolidate Bylaws	Mgmt	For	For	Refer	For

Hypera SA

Meeting Date: 04/26/2022

Record Date:

Primary Security ID: P5230A101

Country: Brazil

Meeting Type: Annual

Ticker: HYPE3

Shares Voted: 309,600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	Mgmt	For	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For	For
3	Approve Remuneration of Company's Management and Fiscal Council	Mgmt	For	For	For	For
4	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	Abstain	For	For



Itau Unibanco Holding SA

B.1.a

Meeting Date: 04/26/2022

Record Date:

Primary Security ID: P5968U113

Country: Brazil

Meeting Type: Annual

Ticker: ITUB4

Shares Voted: 2,687,140

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for Preferred Shareholders	Mgmt				
1	As a Preferred Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain	Abstain
2	Elect Artemio Bertholini as Fiscal Council Member and Rene Guimaraes Andrich as Alternate Appointed by Preferred Shareholder	SH	None	For	Abstain	Abstain

Localiza Rent A Car SA

Meeting Date: 04/26/2022

Record Date:

Primary Security ID: P6330Z111

Country: Brazil

Meeting Type: Extraordinary Shareholders

Ticker: RENT3

Shares Voted: 1,007,195

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Long-Term Incentive Plans	Mgmt	For	Against	Refer	Against
2	Amend Merger Agreement between the Company and Companhia de Locacao das Americas Approved at the November 12, 2020 EGM	Mgmt	For	For	Refer	For
3	Ratify Merger between the Company and Companhia de Locacao das Americas Approved at the November 12, 2020 EGM, Considering the Terms of the Amendment	Mgmt	For	For	Refer	For
4	Amend Article 3 Re: Corporate Purpose	Mgmt	For	For	Refer	For
5	Amend Article 18	Mgmt	For	For	Refer	For
6	Amend Article 26	Mgmt	For	For	Refer	For
7	Amend Article 27	Mgmt	For	For	Refer	For
8	Consolidate Bylaws	Mgmt	For	For	Refer	For

Localiza Rent A Car SA

Meeting Date: 04/26/2022

Record Date:

Primary Security ID: P6330Z111

Country: Brazil

Meeting Type: Annual

Ticker: RENT3

Shares Voted: 1,007,195

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	Mgmt	For	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For	For
3	Approve Remuneration of Company's Management	Mgmt	For	For	For	For
4.1	Elect Carla Alessandra Trematore as Fiscal Council Member and Juliano Lima Pinheiro as Alternate	Mgmt	For	Abstain	For	For
4.2	Elect Antonio de Padua Soares Policarpo as Fiscal Council Member and Pierre Carvalho Magalhaes as Alternate	Mgmt	For	Abstain	For	For
5.1	Elect Luiz Carlos Nannini as Fiscal Council Member and Fernando Antonio Lopes Matoso as Alternate Appointed by Minority Shareholder	SH	None	For	Abstain	Abstain
5.2	Elect Marco Antonio Mayer Foletto as Fiscal Council Member and Alexandra Leonello Granado as Alternate Appointed by Minority Shareholder	SH	None	Abstain	Abstain	Abstain
6	Approve Remuneration of Fiscal Council Members	Mgmt	For	For	For	For

Sociedad Quimica y Minera de Chile SA

Meeting Date: 04/26/2022Country: ChileTicker: SQM.B

Record Date: 03/14/2022Meeting Type: Annual

Primary Security ID: P8716X108

Shares Voted: 88,500

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt				
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Designate Auditors	Mgmt	For	For	For	For
3	Designate Risk Assessment Companies	Mgmt	For	For	For	For
4	Designate Account Inspectors	Mgmt	For	For	For	For
5	Approve Investment Policy	Mgmt	For	For	Refer	For
6	Approve Financing Policy	Mgmt	For	For	Refer	For
7	Approve Dividends	Mgmt	For	For	For	For
	Vote for Item 8.A or Item 8.B or Item 8.C only; If You Vote for More than One Option, then the Ballot on this Resolution will not Count	Mgmt				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
8.A	Elect Directors	Mgmt	For	Abstain	Refer	For
8.B	Elect Laurence Golborne as Director Representing Series B Shareholders	Mgmt	For	Abstain	Refer	Abstain
8.C	Elect Antonio Gil Nievas as Director Representing Series B Shareholders	Mgmt	For	For	Refer	Abstain
9	Approve Remuneration of Board of Directors and Board Committees	Mgmt	For	For	For	For
10	Designate Newspaper to Publish Meeting Announcements, Other Business and Execution of Shareholders' Meeting Resolutions	Mgmt	For	For	For	For

Ayala Land, Inc.

Meeting Date: 04/27/2022

Record Date: 03/14/2022

Primary Security ID: Y0488F100

Country: Philippines

Meeting Type: Annual

Ticker: ALI

Shares Voted: 24,667,561

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Minutes of Previous Meeting	Mgmt	For	For	For	For
2	Approve Annual Report	Mgmt	For	For	For	For
3	Ratify Acts of the Board of Directors and Officers	Mgmt	For	For	For	For
	Elect 9 Directors by Cumulative Voting	Mgmt				
4.1	Elect Fernando Zobel de Ayala as Director	Mgmt	For	For	Against	Against
4.2	Elect Jaime Augusto Zobel de Ayala as Director	Mgmt	For	For	Against	Against
4.3	Elect Bernard Vincent O. Dy as Director	Mgmt	For	For	Against	Against
4.4	Elect Antonino T. Aquino as Director	Mgmt	For	For	Against	Against
4.5	Elect Arturo G. Corpuz as Director	Mgmt	For	For	Against	Against
4.6	Elect Rizalina G. Mantaring as Director	Mgmt	For	For	For	For
4.7	Elect Rex Ma. A. Mendoza as Director	Mgmt	For	For	For	For
4.8	Elect Sherisa P. Nuesa as Director	Mgmt	For	For	For	For
4.9	Elect Cesar V. Purisima as Director	Mgmt	For	For	For	For
5	Elect SyCip Gorres Velayo & Co. as Independent Auditor and Fix Its Remuneration	Mgmt	For	For	For	For
6	Approve Other Matters	Mgmt	For	Against	Against	Against

Meeting Date: 04/27/2022

Record Date: 03/18/2022

Primary Security ID: Y64606133

Country: India

Meeting Type: Special

Ticker: 500312

Shares Voted: 9,336,348

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Approve Material Related Party Transactions with ONGC Tripura Power Company Limited (OTPC)	Mgmt	For	For	For	For
2	Approve Material Related Party Transactions with ONGC Petro additions Limited (OPaL)	Mgmt	For	For	For	For
3	Approve Material Related Party Transactions with Petronet LNG Limited (PLL)	Mgmt	For	For	For	For
4	Approve Material Related Party Transactions with Oil and Natural Gas Corporation Employees Contributory Provident Fund (OECPF) Trust	Mgmt	For	For	For	For
5	Elect Syamchand Ghosh as Director	Mgmt	For	For	For	For
6	Elect Vysyaraju Ajit Kumar Raju as Director	Mgmt	For	For	For	For
7	Elect Manish Pareek as Director	Mgmt	For	For	For	For
8	Elect Reena Jaitly as Director	Mgmt	For	For	For	For
9	Elect Prabhaskar Rai as Director	Mgmt	For	For	For	For
10	Elect Madhav Singh as Director	Mgmt	For	For	For	For

Grupo Mexico S.A.B. de C.V.

Meeting Date: 04/28/2022

Record Date: 04/20/2022

Primary Security ID: P49538112

Country: Mexico

Meeting Type: Annual

Ticker: GMEXICOB

Shares Voted: 2,464,995

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Present Report on Compliance with Fiscal Obligations	Mgmt	For	For	For	For
3	Approve Allocation of Income	Mgmt	For	For	For	For
4	Approve Policy Related to Acquisition of Own Shares; Set Aggregate Nominal Amount of Share Repurchase Reserve	Mgmt	For	For	Against	Against
5	Approve Discharge of Board of Directors, Executive Chairman and Board Committees	Mgmt	For	For	For	For
6	Ratify Auditors	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
7	Elect or Ratify Directors; Verify Independence of Board Members; Elect or Ratify Chairmen and Members of Board Committees	Mgmt	For	Against	Against	Against
8	Approve Granting/Withdrawal of Powers	Mgmt	For	Against	Against	Against
9	Approve Remuneration of Directors and Members of Board Committees	Mgmt	For	For	Against	Against
10	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For

Ping An Insurance (Group) Co. of China Ltd.

Meeting Date: 04/29/2022

Record Date: 04/19/2022

Primary Security ID: Y69790106

Country: China

Meeting Type: Annual

Ticker: 2318

Shares Voted: 2,059,542

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Report of the Board of Directors	Mgmt	For	For	For	For
2	Approve Report of the Supervisory Committee	Mgmt	For	For	For	For
3	Approve Annual Report and Its Summary	Mgmt	For	For	For	For
4	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For	For
5	Approve Profit Distribution Plan and Proposed Declaration and Distribution of Final Dividends	Mgmt	For	For	For	For
6	Approve Ernst & Young Hua Ming LLP as PRC Auditor and Ernst & Young as International Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
	ELECT DIRECTORS	Mgmt				
7.1	Elect He Jianfeng as Director	Mgmt	For	For	Against	Against
7.2	Elect Cai Xun as Director	Mgmt	For	For	Against	Against
	ELECT SUPERVISORS	Mgmt				
8.1	Elect Zhu Xinrong as Supervisor	Mgmt	For	For	For	For
8.2	Elect Liew Fui Kiang as Supervisor	Mgmt	For	For	For	For
8.3	Elect Hung Ka Hai Clement as Supervisor	Mgmt	For	For	For	For
9	Approve Development Plan of the Company for Years 2022 to 2024	Mgmt	For	For	For	For
10	Approve Management Policy for Remuneration of Directors and Supervisors	Mgmt	For	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
11	Approve Issuance of Debt Financing Instruments	Mgmt	For	For	Refer	For
12	Amend Articles of Association	Mgmt	For	For	Refer	For

Vale SA

Meeting Date: 04/29/2022	Country: Brazil	Ticker: VALE3
Record Date:	Meeting Type: Extraordinary Shareholders	
Primary Security ID: P9661Q155		

Shares Voted: 420,439

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles 5 and 14	Mgmt	For	For	Refer	For
2	Approve Agreement to Absorb New Steel Global S.A.R.L (NSG), New Steel S.A. (New Steel), and Centro Tecnologico de Solucoes Sustentaveis S.A. (CTSS)	Mgmt	For	For	Refer	For
3	Ratify Macso Legate Auditores Independentes (Macso) as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For	Refer	For
4	Approve Independent Firm's Appraisals	Mgmt	For	For	Refer	For
5	Approve Absorption of New Steel Global S.A.R.L (NSG)	Mgmt	For	For	Refer	For
6	Approve Absorption of New Steel S.A. (New Steel)	Mgmt	For	For	Refer	For
7	Approve Absorption of Centro Tecnologico de Solucoes Sustentaveis S.A. (CTSS)	Mgmt	For	For	Refer	For

Vale SA

Meeting Date: 04/29/2022	Country: Brazil	Ticker: VALE3
Record Date:	Meeting Type: Annual	
Primary Security ID: P9661Q155		

Shares Voted: 420,439

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	Mgmt	For	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For	For
3	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
4.1	Elect Jose Luciano Duarte Penido as Independent Director	Mgmt	For	For	Against	Against
4.2	Elect Fernando Jorge Buso Gomes as Director	Mgmt	For	For	For	For
4.3	Elect Daniel Andre Stieler as Director	Mgmt	For	For	For	For
4.4	Elect Eduardo de Oliveira Rodrigues Filho as Director	Mgmt	For	For	For	For
4.5	Elect Ken Yasuhara as Director	Mgmt	For	For	For	For
4.6	Elect Manuel Lino Silva de Sousa Oliveira (Ollie) as Independent Director	Mgmt	For	For	For	For
4.7	Elect Marcelo Gasparino da Silva as Independent Director	Mgmt	For	For	For	For
4.8	Elect Mauro Gentile Rodrigues Cunha as Independent Director	Mgmt	For	For	For	For
4.9	Elect Murilo Cesar Lemos dos Santos Passos as Independent Director	Mgmt	For	For	For	For
4.10	Elect Rachel de Oliveira Maia as Independent Director	Mgmt	For	For	For	For
4.11	Elect Roberto da Cunha Castello Branco as Independent Director	Mgmt	For	For	For	For
4.12	Elect Roger Allan Downey as Independent Director	Mgmt	For	For	For	For
	If Voting FOR on Item 5, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt				
5	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain	Abstain
6.1	Percentage of Votes to Be Assigned - Elect Jose Luciano Duarte Penido as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6.2	Percentage of Votes to Be Assigned - Elect Fernando Jorge Buso Gomes as Director	Mgmt	None	Abstain	Abstain	Abstain
6.3	Percentage of Votes to Be Assigned - Elect Daniel Andre Stieler as Director	Mgmt	None	Abstain	Abstain	Abstain
6.4	Percentage of Votes to Be Assigned - Elect Eduardo de Oliveira Rodrigues Filho as Director	Mgmt	None	Abstain	Abstain	Abstain
6.5	Percentage of Votes to Be Assigned - Elect Ken Yasuhara as Director	Mgmt	None	Abstain	Abstain	Abstain
6.6	Percentage of Votes to Be Assigned - Elect Manuel Lino Silva de Sousa Oliveira (Ollie) as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6.7	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6.8	Percentage of Votes to Be Assigned - Elect Mauro Gentile Rodrigues Cunha as Independent Director	Mgmt	None	Abstain	Abstain	Abstain

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
6.9	Percentage of Votes to Be Assigned - Elect Murilo Cesar Lemos dos Santos Passos as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6.10	Percentage of Votes to Be Assigned - Elect Rachel de Oliveira Maia as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6.11	Percentage of Votes to Be Assigned - Elect Roberto da Cunha Castello Branco as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6.12	Percentage of Votes to Be Assigned - Elect Roger Allan Downey as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
7	Elect Jose Luciano Duarte Penido as Board Chairman	Mgmt	For	For	Against	Against
8	Elect Fernando Jorge Buso Gomes as Board Vice-Chairman	Mgmt	For	For	For	For
	Shareholders Must Vote For Only Four of the Candidates Under Items 9.1-9.6	Mgmt				
9.1	Elect Marcelo Amaral Moraes as Fiscal Council Member and Marcus Vinicius Dias Severini as Alternate Appointed by Shareholder	SH	None	Abstain	Refer	For
9.2	Elect Gueitiro Matsuo Genso as Fiscal Council Member Appointed by Shareholder	SH	None	Abstain	Refer	Abstain
9.3	Elect Marcio de Souza as Fiscal Council Member and Nelson de Menezes Filho as Alternate Appointed by Shareholder	SH	None	For	Refer	For
9.4	Elect Raphael Manhaes Martins as Fiscal Council Member and Adriana de Andrade Sole as Alternate Appointed by Shareholder	SH	None	For	Refer	For
9.5	Elect Heloisa Belotti Bedicks as Fiscal Council Member and Rodrigo de Mesquita Pereira as Alternate Appointed by Shareholder	SH	None	For	Refer	Abstain
9.6	Elect Robert Juenemann as Fiscal Council Member and Jandaraci Ferreira de Araujo as Alternate Appointed by Shareholder	SH	None	For	Refer	Abstain
10	Approve Remuneration of Company's Management and Fiscal Council	Mgmt	For	For	For	For
11	Ratify Remuneration of Company's Management and Fiscal Council for 2021	Mgmt	For	For	For	For

Meeting Date: 04/29/2022

Country: Brazil

Ticker: VALE3

Record Date: 03/25/2022

Meeting Type: Annual/Special

Primary Security ID: P9661Q155

Shares Voted: 576,345

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Annual Shareholders' Meeting	Mgmt				
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	Mgmt	For	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For	For
3	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Against	Against
4a	Elect Jose Luciano Duarte Penido as Independent Director	Mgmt	For	For	Against	Against
4b	Elect Fernando Jorge Buso Gomes as Director	Mgmt	For	For	For	For
4c	Elect Daniel Andre Stieler as Director	Mgmt	For	For	For	For
4d	Elect Eduardo de Oliveira Rodrigues Filho as Director	Mgmt	For	For	For	For
4e	Elect Ken Yasuhara as Director	Mgmt	For	For	For	For
4f	Elect Manuel Lino Silva de Sousa Oliveira (Ollie) as Independent Director	Mgmt	For	For	For	For
4g	Elect Marcelo Gasparino da Silva as Independent Director	Mgmt	For	For	For	For
4h	Elect Mauro Gentile Rodrigues Cunha as Independent Director	Mgmt	For	For	For	For
4i	Elect Murilo Cesar Lemos dos Santos Passos as Independent Director	Mgmt	For	For	For	For
4j	Elect Rachel de Oliveira Maia as Independent Director	Mgmt	For	For	For	For
4k	Elect Roberto da Cunha Castello Branco as Independent Director	Mgmt	For	For	For	For
4l	Elect Roger Allan Downey as Independent Director	Mgmt	For	For	For	For
	IF CUMULATIVE VOTE IS ADOPTED - Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting	Mgmt				
5	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt				
6a	Percentage of Votes to Be Assigned - Elect Jose Luciano Duarte Penido as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6b	Percentage of Votes to Be Assigned - Elect Fernando Jorge Buso Gomes as Director	Mgmt	None	Abstain	Abstain	Abstain
6c	Percentage of Votes to Be Assigned - Elect Daniel Andre Stieler as Director	Mgmt	None	Abstain	Abstain	Abstain
6d	Percentage of Votes to Be Assigned - Elect Eduardo de Oliveira Rodrigues Filho as Director	Mgmt	None	Abstain	Abstain	Abstain
6e	Percentage of Votes to Be Assigned - Elect Ken Yasuhara as Director	Mgmt	None	Abstain	Abstain	Abstain

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
6f	Percentage of Votes to Be Assigned - Elect Manuel Lino Silva de Sousa Oliveira (Ollie) as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6g	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6h	Percentage of Votes to Be Assigned - Elect Mauro Gentile Rodrigues Cunha as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6i	Percentage of Votes to Be Assigned - Elect Murilo Cesar Lemos dos Santos Passos as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6j	Percentage of Votes to Be Assigned - Elect Rachel de Oliveira Maia as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6k	Percentage of Votes to Be Assigned - Elect Roberto da Cunha Castello Branco as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
6l	Percentage of Votes to Be Assigned - Elect Roger Allan Downey as Independent Director	Mgmt	None	Abstain	Abstain	Abstain
7	Elect Jose Luciano Duarte Penido as Board Chairman	Mgmt	For	For	Against	Against
8	Elect Fernando Jorge Buso Gomes as Board Vice-Chairman	Mgmt	For	For	For	For
	Shareholders Must Vote For Only Four of the Candidates Under Items 9.1-9.6	Mgmt				
9.1	Elect Marcelo Amaral Moraes as Fiscal Council Member and Marcus Vinicius Dias Severini as Alternate Appointed by Shareholder	SH	None	Abstain	Refer	For
9.2	Elect Gueitiro Matsuo Genso as Fiscal Council Member Appointed by Shareholder	SH	None	Abstain	Refer	Abstain
9.3	Elect Marcio de Souza as Fiscal Council Member and Nelson de Menezes Filho as Alternate Appointed by Shareholder	SH	None	For	Refer	For
9.4	Elect Raphael Manhaes Martins as Fiscal Council Member and Adriana de Andrade Sole as Alternate Appointed by Shareholder	SH	None	For	Refer	For
9.5	Elect Heloisa Belotti Bedicks as Fiscal Council Member and Rodrigo de Mesquita Pereira as Alternate Appointed by Shareholder	SH	None	For	Refer	Abstain
9.6	Elect Robert Juenemann as Fiscal Council Member and Jandaraci Ferreira de Araujo as Alternate Appointed by Shareholder	SH	None	For	Refer	Abstain
10	Approve Remuneration of Company's Management and Fiscal Council	Mgmt	For	For	For	For
11	Ratify Remuneration of Company's Management and Fiscal Council for 2021	Mgmt	For	For	For	For
	Extraordinary Shareholders' Meeting	Mgmt				
1	Amend Articles 5 and 14	Mgmt	For	For	Refer	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2	Approve Agreement to Absorb New Steel Global S.A.R.L (NSG), New Steel S.A. (New Steel), and Centro Tecnologico de Solucoes Sustentaveis S.A. (CTSS)	Mgmt	For	For	Refer	For
3	Ratify Macso Legate Auditores Independentes (Macso) as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For	Refer	For
4	Approve Independent Firm's Appraisals	Mgmt	For	For	Refer	For
5	Approve Absorption of New Steel Global S.A.R.L (NSG)	Mgmt	For	For	Refer	For
6	Approve Absorption of New Steel S.A. (New Steel)	Mgmt	For	For	Refer	For
7	Approve Absorption of Centro Tecnologico de Solucoes Sustentaveis S.A. (CTSS)	Mgmt	For	For	Refer	For

WuXi AppTec Co., Ltd.

Meeting Date: 05/06/2022

Record Date: 04/28/2022

Primary Security ID: Y971B1118

Country: China

Meeting Type: Annual

Ticker: 2359

Shares Voted: 476,169

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Report of the Board of Directors	Mgmt	For	For	For	For
2	Approve Report of the Supervisory Committee	Mgmt	For	For	For	For
3	Approve Financial Report	Mgmt	For	For	For	For
4	Approve Profit Distribution Plan	Mgmt	For	For	For	For
5	Approve Provision of External Guarantees	Mgmt	For	Against	Refer	For
6	Elect Minzhang Chen as Director	Mgmt	For	For	Against	Against
7	Approve Deloitte Touche Tohmatsu (a Special General Partnership) as PRC Financial Report and Internal Control Report Auditors and Deloitte Touche Tohmatsu as Offshore Financial Report Auditors and Authorize Board to Fix their Remuneration	Mgmt	For	For	For	For
8	Amend External Investment Management Policy	Mgmt	For	For	Refer	For
9	Amend Connected Transactions Management Policy	Mgmt	For	For	Refer	For
10	Amend External Guarantees Policy	Mgmt	For	For	Refer	For
11	Approve Foreign Exchange Hedging Limit	Mgmt	For	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
12	Approve Implementation Entity and Implementation Location of the Suzhou Project by Applying a Portion of the Net Proceeds from the A Share Listing	Mgmt	For	For	Refer	For
13	Approve Proposed Use of Surplus Net Proceeds from the A Share List and the Non-Public Issuance of A Shares	Mgmt	For	For	Refer	For
14	Approve Increase in Registered Capital	Mgmt	For	For	Refer	For
15	Amend Articles of Association	Mgmt	For	For	Refer	For
16	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	For	Refer	For
17	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	For	Refer	For
18	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for A Shares and/or H Shares	Mgmt	For	Against	Against	Against
19	Approve Grant of General Mandates to Repurchase A Shares and/or H Shares	Mgmt	For	For	For	For
20	Authorize Issuance of Onshore and Offshore Debt Financing Instruments	Mgmt	For	Against	Refer	For

WuXi AppTec Co., Ltd.

Meeting Date: 05/06/2022

Record Date: 04/28/2022

Primary Security ID: Y971B1118

Country: China

Meeting Type: Special

Ticker: 2359

Shares Voted: 476,169

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Grant of General Mandates to Repurchase A Shares and/or H Shares	Mgmt	For	For	For	For

Yantai Jereh Oilfield Services Group Co. Ltd.

Meeting Date: 05/06/2022

Record Date: 04/27/2022

Primary Security ID: Y9729Z106

Country: China

Meeting Type: Annual

Ticker: 002353

Shares Voted: 763,632

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
3	Approve Annual Report and Summary	Mgmt	For	For	For	For
4	Approve Profit Distribution and Capitalization of Capital Reserves	Mgmt	For	For	For	For
5	Approve to Appoint Financial Auditor	Mgmt	For	For	For	For
6	Approve Remuneration of Directors	Mgmt	For	For	For	For
7	Approve Remuneration of Supervisors	Mgmt	For	For	For	For
8	Approve Credit Line Application and Provision of Guarantee	Mgmt	For	Against	Refer	Against
9	Approve Foreign Exchange Hedging Business	Mgmt	For	For	Refer	For
10	Approve Extension of Resolution Validity Period of Private Placement of Shares	Mgmt	For	For	Refer	For
11	Approve Extension of Authorization of the Board on Private Placement of Shares	Mgmt	For	For	Refer	For

Al Rajhi Bank

Meeting Date: 05/08/2022	Country: Saudi Arabia	Ticker: 1120
Record Date:	Meeting Type: Annual	
Primary Security ID: M0R60D105		

Shares Voted: 693,652

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt				
1	Approve Board Report on Company Operations for FY 2021	Mgmt	For	For	For	For
2	Accept Financial Statements and Statutory Reports for FY 2021	Mgmt	For	For	For	For
3	Approve Auditors' Report on Company Financial Statements for FY 2021	Mgmt	For	For	For	For
4	Approve Discharge of Directors for FY 2021	Mgmt	For	For	For	For
5	Ratify Distributed Interim Dividends of SAR 1.40 per Share for the First Half of FY 2021	Mgmt	For	For	For	For
6	Authorize Increase of Capital by Capitalizing from the Retained Earning for Bonus Issue	Mgmt	For	For	For	For
7	Amend Article 3 of Bylaws Re: Company's Purposes	Mgmt	For	For	Refer	For
8	Amend Article 6 of Bylaws to Reflect Changes in Capital	Mgmt	For	For	Refer	For
9	Amend Article 10 of Bylaws Re: Register of Shareholders	Mgmt	For	For	Refer	For
10	Amend Article 11 of Bylaws Re: Preferred Shares	Mgmt	For	For	Refer	For
11	Amend Article 14 of Bylaws Re: Management of the Company	Mgmt	For	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
12	Amend Article 15 of Bylaws Re: Termination of Board Membership	Mgmt	For	For	Refer	For
13	Amend Article 16 of Bylaws Re: Powers of the Board	Mgmt	For	For	Refer	For
14	Amend Article 17 of Bylaws Re: Executive Committee	Mgmt	For	For	Refer	For
15	Amend Article 19 of Bylaws Re: Powers of Chairman, Deputy Chairman and Secretary of the Board	Mgmt	For	For	Refer	For
16	Amend Article 21 of Bylaws Re: Managing Director	Mgmt	For	For	Refer	For
17	Amend Article 22 of Bylaws Re: Composition of BACC Audit and Compliance Committee	Mgmt	For	For	Refer	For
18	Amend Article 31 of Bylaws Re: Assemblies Meeting Invitation	Mgmt	For	For	Refer	For
19	Amend Article 39 of Bylaws Re: Auditor Appointment	Mgmt	For	For	Refer	For
20	Amend Article 41 of Bylaws Re: Auditor Reports	Mgmt	For	For	Refer	For
21	Amend Article 43 of Bylaws Re: Financial Documents	Mgmt	For	For	Refer	For
22	Amend Article 44 of Bylaws Re: Dividend Distribution	Mgmt	For	For	Refer	For
23	Approve Interim Dividends Semi Annually or Quarterly for FY 2022	Mgmt	For	For	For	For
24	Ratify Auditors and Fix Their Remuneration for Q1, Q2, Q3 and Annual Statement of FY 2022	Mgmt	For	For	For	For
25	Approve Remuneration of Directors of SAR 5,130,000 for FY 2021	Mgmt	For	For	For	For
26	Approve Remuneration of Audit Committee Members of SAR 818,494 for FY 2021	Mgmt	For	For	For	For
27	Amend Audit and Compliance Committee Charter	Mgmt	For	For	Refer	For
28	Amend Nominations and Remuneration Committee Charter	Mgmt	For	For	Refer	For
29	Approve Authorization of the Board Regarding Future Related Party Transactions According to Article 71 of the Companies Law	Mgmt	For	For	For	For
30	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Contract of Bankers Blanket Bond	Mgmt	For	For	For	For
31	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Contract of Directors and Officers Policy	Mgmt	For	For	For	For
32	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Contract of Properties All Risk Policy	Mgmt	For	For	For	For
33	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Contract of Motor Insurance Agreement	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
34	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Contract of Group Credit Takaful Policy Mortgage Insurance	Mgmt	For	For	For	For
35	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Contract of Fire and Allied Perils Policy Mortgage Insurance	Mgmt	For	For	For	For

Shenzhen Mindray Bio-Medical Electronics Co., Ltd.

Meeting Date: 05/10/2022

Record Date: 04/28/2022

Primary Security ID: Y774E3101

Country: China

Meeting Type: Annual

Ticker: 300760

Shares Voted: 268,798

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For	For
3	Approve Financial Statements	Mgmt	For	For	For	For
4	Approve Profit Distribution	Mgmt	For	For	For	For
5	Approve Shareholder Return Plan	Mgmt	For	For	For	For
6	Approve Annual Report and Summary	Mgmt	For	For	For	For
7	Approve Sustainability Report	Mgmt	For	For	For	For
8	Approve Completion of Partial Raised Funds Investment Projects and Use of Excess Raised Funds to Replenish Working Capital	Mgmt	For	For	Refer	For
9	Approve Appointment of Auditor	Mgmt	For	For	For	For
10	Approve Amendments to Articles of Association	Mgmt	For	Against	Refer	Against
	AMEND CORPORATE GOVERNANCE SYSTEMS	Mgmt				
11.1	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	For	Refer	For
11.2	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	For	Refer	For
11.3	Amend System for External Guarantee	Mgmt	For	For	Refer	For
11.4	Amend Related Party Transaction Decision-making System	Mgmt	For	For	Refer	For
11.5	Amend Working System for Independent Directors	Mgmt	For	For	Refer	For



Saudi Arabian Oil Co.

B.1.a

**Meeting Date:** 05/12/2022

**Country:** Saudi Arabia

**Ticker:** 2222

**Record Date:**

**Meeting Type:** Annual

**Primary Security ID:** M8237R104

Shares Voted: 776,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Extraordinary Business	Mgmt				
1	Approve Board Report on Company Operations for FY 2021	Mgmt	For	For	For	For
2	Authorize Increase of Capital by Capitalizing from the Retained Earning for Bonus Issue and Amend Articles of Bylaws to Reflect Changes in Capital	Mgmt	For	For	For	For

HDFC Bank Limited

**Meeting Date:** 05/14/2022

**Country:** India

**Ticker:** 500180

**Record Date:** 04/08/2022

**Meeting Type:** Special

**Primary Security ID:** Y3119P190

Shares Voted: 1,281,557

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Approve Employee Stock Incentive Plan 2022	Mgmt	For	Against	For	For

Larsen & Toubro Limited

**Meeting Date:** 05/17/2022

**Country:** India

**Ticker:** 500510

**Record Date:** 04/08/2022

**Meeting Type:** Special

**Primary Security ID:** Y5217N159

Shares Voted: 624,505

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Amend Object Clause of Memorandum of Association	Mgmt	For	For	Refer	For
2	Approve Material Related Party Transaction with L&T Finance Limited	Mgmt	For	For	For	For
3	Elect Pramit Jhaveri as Director	Mgmt	For	For	For	For

Meeting Date: 05/17/2022

Record Date: 04/13/2022

Primary Security ID: G5479M105

Country: Cayman Islands

Meeting Type: Annual

Ticker: 2015

Shares Voted: 549,667

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt				
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Elect Director Fan Zheng	Mgmt	For	Against	For	For
3	Elect Director Zhao Hongqiang	Mgmt	For	For	For	For
4	Elect Director Jiang Zhenyu	Mgmt	For	For	For	For
5	Elect Director Xiao Xing	Mgmt	For	For	For	For
6	Approve Remuneration of Directors	Mgmt	For	For	Against	Against
7	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against	Against
8	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For	For
9	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against	Against
10	Approve PricewaterhouseCoopers as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For

Meituan

Meeting Date: 05/18/2022

Record Date: 05/12/2022

Primary Security ID: G59669104

Country: Cayman Islands

Meeting Type: Annual

Ticker: 3690

Shares Voted: 1,286,939

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Elect Wang Xing as Director	Mgmt	For	Against	Against	Against
3	Elect Mu Rongjun as Director	Mgmt	For	Against	Against	Against
4	Elect Shum Heung Yeung Harry as Director	Mgmt	For	For	Against	Against
5	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For	For	For
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against	Against
7	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For	For
8	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
9	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For

Sungrow Power Supply Co., Ltd.

Meeting Date: 05/18/2022	Country: China	Ticker: 300274
Record Date: 05/13/2022	Meeting Type: Annual	
Primary Security ID: Y8211M102		

Shares Voted: 1,271,692

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For	For
3	Approve Financial Statements	Mgmt	For	For	For	For
4	Approve Annual Report and Summary	Mgmt	For	For	For	For
5	Approve Profit Distribution	Mgmt	For	For	For	For
6	Approve to Appoint Auditor	Mgmt	For	For	For	For
7	Approve Repurchase and Cancellation of Performance Shares	Mgmt	For	For	For	For
8	Approve Provision of Guarantees	Mgmt	For	For	For	For
9	Approve Application of Credit Line	Mgmt	For	Against	Refer	For
10	Approve Remuneration of Directors, Supervisors and Senior Management Members	Mgmt	For	For	For	For
11	Approve Foreign Exchange Hedging Business	Mgmt	For	For	Refer	For
12	Approve Issuing of Letter of Guarantee	Mgmt	For	For	For	For
13	Approve Financial Assistance Provision	Mgmt	For	For	Refer	For
14	Approve Amendments to Articles of Association	Mgmt	For	For	Refer	For
15	Approve Removal of Liu Zhen	SH	For	For	Refer	For
16	Elect Gu Yilei as Non-Independent Director	SH	For	For	Against	Against

Tencent Holdings Limited

Meeting Date: 05/18/2022	Country: Cayman Islands	Ticker: 700
Record Date: 05/12/2022	Meeting Type: Annual	
Primary Security ID: G87572163		

Shares Voted: 1,535,089

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For	For
3a	Elect Li Dong Sheng as Director	Mgmt	For	For	For	For
3b	Elect Ian Charles Stone as Director	Mgmt	For	For	For	For
3c	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For	Against	Against
4	Approve Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against	Against
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against	Against
8	Approve Proposed Amendments to the Second Amended and Restated Memorandum of Association and Articles of Association and Adopt the Third Amended and Restated Memorandum of Association and Articles of Association	Mgmt	For	For	Refer	For

Tencent Holdings Limited

**Meeting Date:** 05/18/2022

**Record Date:** 05/12/2022

**Primary Security ID:** G87572163

**Country:** Cayman Islands

**Meeting Type:** Extraordinary Shareholders

**Ticker:** 700

Shares Voted: 1,535,089

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Refreshment of Scheme Mandate Limit Under the Share Option Plan	Mgmt	For	Against	For	For

Atacadao SA

**Meeting Date:** 05/19/2022

**Record Date:**

**Primary Security ID:** P0565P138

**Country:** Brazil

**Meeting Type:** Extraordinary Shareholders

**Ticker:** CRFB3

Shares Voted: 348,600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Acquisition of Grupo BIG Brasil S.A. (Grupo BIG)	Mgmt	For	For	Refer	For
2	Approve Agreement to Acquire Grupo BIG Brasil S.A. (Grupo BIG)	Mgmt	For	For	Refer	For
3	Ratify Alvarez & Marsal Assessoria em Transacoes Ltda. as Independent Firm to Appraise Proposed Transaction	Mgmt	For	For	Refer	For
4	Approve Independent Firm's Appraisal	Mgmt	For	For	Refer	For
5	Approve Share Merger Agreement	Mgmt	For	For	Refer	For
6	Approve Capital Increase in Connection with Proposed Transaction and Amend Article 5 Accordingly	Mgmt	For	For	Refer	For
7	Consolidate Bylaws	Mgmt	For	For	Refer	For
8	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	Refer	For

## Chailease Holding Co., Ltd.

Meeting Date: 05/20/2022

Country: Cayman Islands

Ticker: 5871

Record Date: 03/21/2022

Meeting Type: Annual

Primary Security ID: G20288109

Shares Voted: 311,517

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements	Mgmt	For	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For	For
3	Approve the Issuance of New Shares by Capitalization of Retained Earnings	Mgmt	For	For	For	For
4	Amend Procedures Governing the Acquisition and Disposal of Assets	Mgmt	For	For	Refer	For
5	Amendment to the Memorandum & Articles of Association	Mgmt	For	Against	Refer	Against
6	Approve the Company's Plan to Raise Long-term Capital	Mgmt	For	For	For	For
7	Approve Releasing the Non-Competition Restrictions on Directors	Mgmt	For	For	For	For

## Kotak Mahindra Bank Limited

Meeting Date: 05/20/2022

Country: India

Ticker: 500247

Record Date: 04/15/2022

Meeting Type: Special

Primary Security ID: Y4964H150



Shares Voted: 201,873

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Elect Amit Desai as Director	Mgmt	For	For	Against	Against

Grupo Financiero Banorte SAB de CV

Meeting Date: 05/23/2022Country: MexicoTicker: GFNORTEO  
Record Date: 05/10/2022Meeting Type: Ordinary Shareholders  
Primary Security ID: P49501201

Shares Voted: 2,273,678

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1.1	Approve Cash Dividends of MXN 6.08 Per Share	Mgmt	For	For	For	For
1.2	Approve Dividend to Be Paid on May 31, 2022	Mgmt	For	For	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For

Kunlun Energy Company Limited

Meeting Date: 05/25/2022Country: BermudaTicker: 135  
Record Date: 05/19/2022Meeting Type: Annual  
Primary Security ID: G5320C108

Shares Voted: 14,113,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For	For
3A	Elect Liu Xiao Feng as Director	Mgmt	For	For	Against	Against
3B	Elect Sun Patrick as Director	Mgmt	For	For	Against	Against
4	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For	Against	Against
5	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against	Against
7	Authorize Share Repurchase Program	Mgmt	For	For	For	For
8	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against	Against

Meeting Date: 05/25/2022

Country: South Africa

Ticker: MTN

Record Date: 05/20/2022

Meeting Type: Annual

Primary Security ID: S8039R108

Shares Voted: 2,170,599

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Re-elect Lamido Sanusi as Director	Mgmt	For	For	For	For
2	Re-elect Vincent Rague as Director	Mgmt	For	For	For	For
3	Re-elect Khotso Mokhele as Director	Mgmt	For	For	For	For
4	Re-elect Mcebisi Jonas as Director	Mgmt	For	For	For	For
5	Re-elect Sindi Mabaso-Koyana as Member of the Audit Committee	Mgmt	For	For	For	For
6	Re-elect Nosipho Molohe as Member of the Audit Committee	Mgmt	For	For	For	For
7	Re-elect Noluthando Gosa as Member of the Audit Committee	Mgmt	For	For	For	For
8	Re-elect Vincent Rague as Member of the Audit Committee	Mgmt	For	For	For	For
9	Re-elect Noluthando Gosa as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For	For
10	Re-elect Lamido Sanusi as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For	For
11	Re-elect Stanley Miller as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For	For
12	Re-elect Nkunku Sowazi as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For	For
13	Re-elect Khotso Mokhele as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For	For
14	Reappoint PricewaterhouseCoopers Inc as Auditors	Mgmt	For	For	For	For
15	Reappoint Ernst and Young Inc as Auditors	Mgmt	For	For	For	For
16	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For	For
17	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For	For
18	Approve Remuneration Policy	Mgmt	For	For	Refer	For
19	Approve Remuneration Implementation Report	Mgmt	For	For	Refer	For
20	Authorise Ratification of Approved Resolutions	Mgmt	For	For	For	For
21	Approve Remuneration of Board Local Chairman	Mgmt	For	For	For	For
22	Approve Remuneration of Board International Chairman	Mgmt	For	For	For	For
23	Approve Remuneration of Board Local Member	Mgmt	For	For	For	For
24	Approve Remuneration of Board International Member	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
25	Approve Remuneration of Board Local Lead Independent Director	Mgmt	For	For	For	For
26	Approve Remuneration of Board International Lead Independent Director	Mgmt	For	For	For	For
27	Approve Remuneration of Human Capital and Remuneration Committee Local Chairman	Mgmt	For	For	For	For
28	Approve Remuneration of Human Capital and Remuneration Committee International Chairman	Mgmt	For	For	For	For
29	Approve Remuneration of Human Capital and Remuneration Committee Local Member	Mgmt	For	For	For	For
30	Approve Remuneration of Human Capital and Remuneration Committee International Member	Mgmt	For	For	For	For
31	Approve Remuneration of Social, Ethics and Sustainability Committee Local Chairman	Mgmt	For	For	For	For
32	Approve Remuneration of Social, Ethics and Sustainability Committee International Chairman	Mgmt	For	For	For	For
33	Approve Remuneration of Social, Ethics and Sustainability Committee Local Member	Mgmt	For	For	For	For
34	Approve Remuneration of Social, Ethics and Sustainability Committee International Member	Mgmt	For	For	For	For
35	Approve Remuneration of Audit Committee Local Chairman	Mgmt	For	For	For	For
36	Approve Remuneration of Audit Committee International Chairman	Mgmt	For	For	For	For
37	Approve Remuneration of Audit Committee Local Member	Mgmt	For	For	For	For
38	Approve Remuneration of Audit Committee International Member	Mgmt	For	For	For	For
39	Approve Remuneration of Risk Management and Compliance Committee Local Chairman	Mgmt	For	For	For	For
40	Approve Remuneration of Risk Management and Compliance Committee International Chairman	Mgmt	For	For	For	For
41	Approve Remuneration of Risk Management and Compliance Committee Local Member	Mgmt	For	For	For	For
42	Approve Remuneration of Risk Management and Compliance Committee International Member	Mgmt	For	For	For	For
43	Approve Remuneration of Local Member for Special Assignments or Projects (per day)	Mgmt	For	For	For	For
44	Approve Remuneration of International Member for Special Assignments or Projects (per day)	Mgmt	For	For	For	For
45	Approve Remuneration for Ad Hoc Work Performed by Non-executive Directors for Special Projects (hourly rate)	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
46	Approve Remuneration of Share Trust (trustees) Local Chairman	Mgmt	For	For	For	For
47	Approve Remuneration of Share Trust (trustees) International Chairman	Mgmt	For	For	For	For
48	Approve Remuneration of Share Trust (trustees) Local Member	Mgmt	For	For	For	For
49	Approve Remuneration of Share Trust (trustees) International Member	Mgmt	For	For	For	For
50	Approve Remuneration of Sourcing Committee Local Chairman	Mgmt	For	For	For	For
51	Approve Remuneration of Sourcing Committee International Chairman	Mgmt	For	For	For	For
52	Approve Remuneration of Sourcing Committee Local Member	Mgmt	For	For	For	For
53	Approve Remuneration of Sourcing Committee International Member	Mgmt	For	For	For	For
54	Approve Remuneration of Directors Affairs and Corporate Governance Committee Local Chairman	Mgmt	For	For	For	For
55	Approve Remuneration of Directors Affairs and Corporate Governance Committee International Chairman	Mgmt	For	For	For	For
56	Approve Remuneration of Directors Affairs and Corporate Governance Committee Local Member	Mgmt	For	For	For	For
57	Approve Remuneration of Directors Affairs and Corporate Governance Committee International Member	Mgmt	For	For	For	For
58	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For	For
59	Approve Financial Assistance to Subsidiaries and Other Related and Inter-related Entities	Mgmt	For	For	For	For
60	Approve Financial Assistance to Directors, Prescribed Officers and Employee Share Scheme Beneficiaries	Mgmt	For	For	For	For
61	Approve Financial Assistance to MTN Zakhele Futhi (RF) Limited	Mgmt	For	For	For	For

Zhejiang Sanhua Intelligent Controls Co., Ltd.

Meeting Date: 05/25/2022

Record Date: 05/18/2022

Primary Security ID: Y9890L126

Country: China

Meeting Type: Special

Ticker: 002050

Shares Voted: 1,953,271

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Repurchase and Cancellation of Performance Shares	Mgmt	For	For	For	For

Zhejiang Sanhua Intelligent Controls Co., Ltd. B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2	Amend Articles of Association	Mgmt	For	For	Refer	For
3	Approve Draft and Summary of Performance Shares Incentive Plan	Mgmt	For	Against	For	For
4	Approve Draft and Summary of Share Appreciation Rights Incentive Plan	Mgmt	For	For	For	For
5	Approve Methods to Assess the Performance of Plan Participants	Mgmt	For	Against	For	For
6	Approve Authorization of the Board to Handle All Related Matters	Mgmt	For	Against	For	For

Capitec Bank Holdings Ltd.

Meeting Date: 05/27/2022	Country: South Africa	Ticker: CPI
Record Date: 05/20/2022	Meeting Type: Annual	
Primary Security ID: S15445109		

Shares Voted: 48,703

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Ordinary Resolutions	Mgmt				
1	Re-elect Santie Botha as Director	Mgmt	For	For	For	For
2	Re-elect Emma Mashilwane as Director	Mgmt	For	For	For	For
3	Re-elect Michiel du Pre le Roux as Director	Mgmt	For	For	Against	Against
4	Re-elect Chris Otto as Director	Mgmt	For	For	Against	Against
5	Elect Grant Hardy as Director	Mgmt	For	For	Against	Against
6	Reappoint PricewaterhouseCoopers Inc as Auditors	Mgmt	For	For	For	For
7	Reappoint Deloitte & Touche as Auditors	Mgmt	For	For	For	For
8	Authorise Specific Issue of Loss Absorbent Convertible Capital Securities for Cash	Mgmt	For	For	Refer	For
9	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For	For
10	Approve Remuneration Policy	Mgmt	For	For	Refer	For
11	Approve Implementation Report of Remuneration Policy	Mgmt	For	Against	Refer	Against
	Special Resolutions	Mgmt				
1	Approve Non-executive Directors' Remuneration	Mgmt	For	For	For	For
2	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For	For
3	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For	For	For
4	Approve Financial Assistance in Respect of the Restricted Share Plan	Mgmt	For	For	For	For



Meeting Date: 05/27/2022

Record Date: 05/20/2022

Primary Security ID: Y2R318121

Country: China

Meeting Type: Annual

Ticker: 2238

Shares Voted: 16,178,670

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Annual Report and Its Summary	Mgmt	For	For	For	For
2	Approve Work Report of the Board of Directors	Mgmt	For	For	For	For
3	Approve Work Report of the Supervisory Committee	Mgmt	For	For	For	For
4	Approve Financial Report	Mgmt	For	For	For	For
5	Approve Profit Distribution	Mgmt	For	For	For	For
6	Approve Appointment of Auditors	Mgmt	For	For	For	For
7	Approve Appointment of Internal Control Auditors	Mgmt	For	For	For	For
8	Approve Utilization of the Remaining Proceeds of Certain Proceed-Funded Investment Projects Raised from Non-Public Issuance of A Shares for Permanent Replenishment of Working Capital	Mgmt	For	For	Refer	For
9	Approve Grant of General Mandate to the Board of Directors to Issue Shares	Mgmt	For	Against	Against	Against
10	Approve Grant of General Mandate to the Board of Directors to Issue Debt Financing Instruments	Mgmt	For	Against	Refer	For
11	Approve Grant of General Mandate to the Board to Repurchase Restricted A Shares	Mgmt	For	For	For	For

Meeting Date: 05/27/2022

Record Date: 05/20/2022

Primary Security ID: Y2R318121

Country: China

Meeting Type: Special

Ticker: 2238

Shares Voted: 16,178,670

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Grant of General Mandate to the Board to Repurchase Restricted A Shares	Mgmt	For	For	For	For

Meeting Date: 05/27/2022

Country: Indonesia

Ticker: TLKM

Record Date: 04/27/2022

Meeting Type: Annual

Primary Security ID: Y71474145

Shares Voted: 30,801,116

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report and Statutory Reports	Mgmt	For	For	For	For
2	Approve Company's Financial Implementation Report of Corporate Social and Environmental Responsibility Program for the Year Ended December 31, 2021	Mgmt	For	For	For	For
3	Approve Allocation of Income	Mgmt	For	For	For	For
4	Approve Remuneration of Directors and Commissioners	Mgmt	For	For	Against	Against
5	Appoint Auditors of the Company and the Micro and Small Business Funding Program	Mgmt	For	For	For	For
6	Amend Articles of Association	Mgmt	For	Against	Refer	Against
7	Approve Ratification of State-Owned Enterprises Regulations	Mgmt	For	For	Refer	For
8	Approve Grant of Authority to Commissioners regarding Employer Pension Fund	Mgmt	For	Against	Against	Against

Silergy Corp.

Meeting Date: 05/27/2022

Country: Cayman Islands

Ticker: 6415

Record Date: 03/28/2022

Meeting Type: Annual

Primary Security ID: G8190F102

Shares Voted: 96,699

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
1.1	Elect WEI CHEN, with SHAREHOLDER NO.0000055, as Non-Independent Director	Mgmt	For	For	Against	Against
1.2	Elect BUDONG YOU, with SHAREHOLDER NO.0000006, as Non-Independent Director	Mgmt	For	For	Against	Against
1.3	Elect JIUN-HUEI SHIH, with ID NO.A123828XXX, as Non-Independent Director	Mgmt	For	Against	Against	Against
1.4	Elect SOPHIA TONG, with ID NO.Q202920XXX, as Non-Independent Director	Mgmt	For	Against	Against	Against
1.5	Elect YONG-SONG TSAI, with ID NO.A104631XXX, as Independent Director	Mgmt	For	Against	Refer	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1.6	Elect HENRY KING, with ID NO.A123643XXX, as Independent Director	Mgmt	For	For	Refer	For
1.7	Elect JET TSAI, with ID NO.X120144XXX, as Independent Director	Mgmt	For	For	Refer	For
2	Approve Business Operations Report and Consolidated Financial Statements	Mgmt	For	For	For	For
3	Approve Profit Distribution	Mgmt	For	For	For	For
4	Amend Articles of Association	Mgmt	For	For	Refer	For
5	Amend Procedures Governing the Acquisition or Disposal of Assets	Mgmt	For	For	Refer	For
6	Approve Issuance of Restricted Stocks	Mgmt	For	Against	For	For
7	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For	For

Wuliangye Yibin Co., Ltd.

Meeting Date: 05/27/2022

Country: China

Ticker: 000858

Record Date: 05/20/2022

Meeting Type: Annual

Primary Security ID: Y9718N106

Shares Voted: 364,797

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report	Mgmt	For	For	For	For
2	Approve Report of the Board of Directors	Mgmt	For	For	For	For
3	Approve Report of the Board of Supervisors	Mgmt	For	For	For	For
4	Approve Financial Statements	Mgmt	For	For	For	For
5	Approve Profit Distribution	Mgmt	For	For	For	For
6	Approve Daily Related-party Transactions	Mgmt	For	For	For	For
7	Approve Supplementary Agreement of Financial Services Agreement	Mgmt	For	Against	Refer	For
8	Approve to Appoint Auditor	Mgmt	For	For	For	For
9	Approve Amendments to Articles of Association	Mgmt	For	For	Refer	For
10	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	For	Refer	For
11	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	For	Refer	For
12	Approve Comprehensive Budget Proposal	Mgmt	For	Against	Against	Against
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
13.a	Elect Zeng Congqin as Director	Mgmt	For	For	For	For
13.b	Elect Jiang Wenge as Director	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
13.c	Elect Liang Li as Director	Mgmt	For	For	For	For
13.d	Elect Xu Bo as Director	Mgmt	For	For	For	For
13.e	Elect Zhang Yu as Director	Mgmt	For	For	For	For
13.f	Elect Xiao Hao as Director	Mgmt	For	For	For	For
13.g	Elect Jiang Lin as Director	Mgmt	For	For	For	For
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
13.h	Elect Xie Zhihua as Director	Mgmt	For	For	For	For
13.i	Elect Wu Yue as Director	Mgmt	For	For	For	For
13.j	Elect Hou Shuiping as Director	Mgmt	For	For	For	For
13.k	Elect Luo Huawei as Director	Mgmt	For	For	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt				
14.1	Elect Liu Ming as Supervisor	Mgmt	For	For	For	For
14.2	Elect Zhang Xin as Supervisor	Mgmt	For	For	For	For
14.3	Elect Hu Jianfu as Supervisor	Mgmt	For	For	For	For

Oil Co. LUKOIL PJSC

Meeting Date: 05/30/2022	Country: Russia	Ticker: LKOH
Record Date: 05/05/2022	Meeting Type: Special	
Primary Security ID: X6983S100		

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Early Termination of Powers of Vagit Alekperov as President	Mgmt				
2	Elect Vadim Vorobev as President	Mgmt	For	For	Do Not Vote	Do Not Vote

Shenzhou International Group Holdings Limited

Meeting Date: 05/30/2022	Country: Cayman Islands	Ticker: 2313
Record Date: 05/24/2022	Meeting Type: Annual	
Primary Security ID: G8087W101		

Shares Voted: 246,923

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For

Shenzhou International Group Holdings Limited

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2	Approve Final Dividend	Mgmt	For	For	For	For
3	Elect Ma Jianrong as Director	Mgmt	For	For	Against	Against
4	Elect Chen Zhifen as Director	Mgmt	For	For	Against	Against
5	Elect Jiang Xianpin as Director and Approve Continuous Appointment as Independent Non-Executive Director	Mgmt	For	For	For	For
6	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For	Against	Against
7	Approve Ernst & Young as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
8	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against	Against
9	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For	For
10	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against	Against

Sungrow Power Supply Co., Ltd.

Meeting Date: 05/30/2022Country: ChinaTicker: 300274

Record Date: 05/23/2022Meeting Type: Special

Primary Security ID: Y8211M102

Shares Voted: 1,271,692

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Draft and Summary of Performance Shares Incentive Plan	Mgmt	For	For	For	For
2	Approve Methods to Assess the Performance of Plan Participants	Mgmt	For	For	For	For
3	Approve Authorization of the Board to Handle All Related Matters	Mgmt	For	For	For	For

Hon Hai Precision Industry Co., Ltd.

Meeting Date: 05/31/2022Country: TaiwanTicker: 2317

Record Date: 04/01/2022Meeting Type: Annual

Primary Security ID: Y36861105

Shares Voted: 2,598,429

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
3	Approve Amendments to Articles of Association	Mgmt	For	For	Refer	For
4	Approve Amendments to Rules and Procedures Regarding Shareholder's General Meeting	Mgmt	For	For	For	For
5	Approve Amendments to Procedures Governing the Acquisition or Disposal of Assets	Mgmt	For	For	Refer	For
6	Approve Amendments to Lending Procedures and Caps	Mgmt	For	For	Refer	For
7	Approve Initial Public Listing of the Company's Hong Kong listed Subsidiary FIH Mobile Limited (Cayman) Through Issuance of Rupee Common Stocks on the Indian Stock Exchange, Through Subsidiary Bharat FIH Limited	Mgmt	For	For	Refer	Against
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
8.1	Elec Liu, Yang Wei, with SHAREHOLDER NO.00085378 as Non-independent Director	Mgmt	For	For	For	For
8.2	Elect Gou, Tai Ming (Terry Gou), with SHAREHOLDER NO.00000001, as Non-independent Director	Mgmt	For	For	Against	Against
8.3	Elect Wang, Cheng Yang, a Representative of Hon Jin International Investment Co., Ltd., with SHAREHOLDER NO.00057132, as Non-independent Director	Mgmt	For	For	For	For
8.4	Elect Dr. Christina Yee Ru Liu, a Representative of Hon Jin International Investment Co., Ltd. with ,SHAREHOLDER NO.00057132, as Non-independent Director	Mgmt	For	For	For	For
8.5	Elect James Wang, with SHAREHOLDER NO.F120591XXX as Independent Director	Mgmt	For	For	For	For
8.6	Elect Kuo, Ta Wei, with SHAREHOLDER NO.F121315XXX as Independent Director	Mgmt	For	For	For	For
8.7	Elect Huang, Qing Yuan, with SHAREHOLDER NO.R101807XXX as Independent Director	Mgmt	For	For	For	For
8.8	Elect Liu, Len Yu, with SHAREHOLDER NO.N120552XXX as Independent Director	Mgmt	For	For	For	For
8.9	Elect Chen, Yue Min, with SHAREHOLDER NO.A201846XXX as Independent Director	Mgmt	For	For	For	For
9	Approve Release of Restrictions of Competitive Activities of Newly Appointed Directors and Representatives	Mgmt	For	For	For	For

MediaTek, Inc.

Shares Voted: 584,861

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements	Mgmt	For	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For	For
3	Approve Cash Distribution from Capital Reserve	Mgmt	For	For	For	For
4	Approve Amendments to Articles of Association	Mgmt	For	Against	Refer	Against
5	Amend Procedures Governing the Acquisition or Disposal of Assets	Mgmt	For	For	Refer	For
6	Amend Procedures for Endorsement and Guarantees	Mgmt	For	For	Refer	For
7	Amend Procedures for Lending Funds to Other Parties	Mgmt	For	Against	Refer	For

Gold Fields Ltd.

Meeting Date: 06/01/2022Country: South AfricaTicker: GFI

Record Date: 04/28/2022Meeting Type: Annual

Primary Security ID: S31755101

Shares Voted: 474,831

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt				
	Ordinary Resolutions	Mgmt				
1	Reappoint PricewaterhouseCoopers Inc as Auditors of the Company	Mgmt	For	For	For	For
2.1	Elect Cristina Bitar as Director	Mgmt	For	For	For	For
2.2	Elect Jacqueline McGill as Director	Mgmt	For	For	For	For
2.3	Re-elect Paul Schmidt as Director	Mgmt	For	For	For	For
2.4	Re-elect Alhassan Andani as Director	Mgmt	For	For	For	For
2.5	Re-elect Peter Bacchus as Director	Mgmt	For	For	For	For
3.1	Elect Philisiwe Sibiya as Chairperson of the Audit Committee	Mgmt	For	For	For	For
3.2	Re-elect Alhassan Andani as Member of the Audit Committee	Mgmt	For	For	For	For
3.3	Re-elect Peter Bacchus as Member of the Audit Committee	Mgmt	For	For	For	For
4	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For	For
5.1	Approve Remuneration Policy	Mgmt	For	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
5.2	Approve Remuneration Implementation Report	Mgmt	For	Against	Refer	For
	Special Resolutions	Mgmt				
1	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For	For
2.1	Approve Remuneration of Chairperson of the Board	Mgmt	For	For	Refer	For
2.2	Approve Remuneration of Lead Independent Director of the Board	Mgmt	For	For	Refer	For
2.3	Approve Remuneration of Chairperson of the Audit Committee	Mgmt	For	For	Refer	For
2.4	Approve Remuneration of Chairpersons of the Capital Projects, Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, SET Committee and SHSD Committee	Mgmt	For	For	Refer	For
2.5	Approve Remuneration of Members of the Board	Mgmt	For	For	Refer	For
2.6	Approve Remuneration of Members of the Audit Committee	Mgmt	For	For	Refer	For
2.7	Approve Remuneration of Members of the Capital Projects, Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, SET Committee and SHSD Committee	Mgmt	For	For	Refer	For
2.8	Approve Remuneration of Chairperson of the Ad-hoc Committee	Mgmt	For	For	Refer	For
2.9	Approve Remuneration of Member of the Ad-hoc Committee	Mgmt	For	For	Refer	For
3	Approve Financial Assistance in Terms of Sections 44 and 45 of the Companies Act	Mgmt	For	For	For	For
4	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For	For

Absa Group Ltd.

Meeting Date: 06/03/2022

Record Date: 05/27/2022

Primary Security ID: S0270C106

Country: South Africa

Meeting Type: Annual

Ticker: ABG

Shares Voted: 551,453

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Reappoint KPMG SA as Auditors with Heather Berrange as the Designated Auditor	Mgmt	For	For	For	For
2	Appoint PwC South Africa as Auditors with John Bennett as the Designated Auditor	Mgmt	For	For	For	For
3.1	Re-elect Rose Keanly as Director	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
3.2	Re-elect Swithin Munyantwali as Director	Mgmt	For	For	For	For
3.3	Re-elect Ihron Rensburg as Director	Mgmt	For	For	For	For
3.4	Re-elect Fulvio Tonelli as Director	Mgmt	For	For	For	For
3.5	Re-elect Rene van Wyk as Director	Mgmt	For	For	For	For
4.1	Elect John Cummins as Director	Mgmt	For	For	For	For
4.2	Elect Sello Moloko as Director	Mgmt	For	For	For	For
4.3	Elect Arrie Rautenbach as Director	Mgmt	For	For	For	For
5.1	Re-elect Alex Darko as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For	For
5.2	Re-elect Daisy Naidoo as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For	For
5.3	Re-elect Tasneem Abdool-Samad as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For	For
5.4	Re-elect Swithin Munyantwali as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For	For
5.5	Elect Rene van Wyk as Member of the Group Audit and Compliance Committee	Mgmt	For	Against	For	For
6	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For	For
7	Approve Remuneration Policy	Mgmt	For	For	Refer	For
8	Approve Remuneration Implementation Report	Mgmt	For	Against	Refer	For
9	Approve Remuneration of Non-Executive Directors	Mgmt	For	For	For	For
10	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For	For
11	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For	For	For

Suzano SA

Meeting Date: 06/08/2022	Country: Brazil	Ticker: SUZB3
Record Date:	Meeting Type: Extraordinary Shareholders	
Primary Security ID: P8T20U187		

Shares Voted: 724,863

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Acquisition of Vitex SP Participacoes SA, Vitex BA Participacoes SA, Vitex ES Participacoes SA, Vitex MS Participacoes SA, Parkia SP Participacoes SA, Parkia BA Participacoes SA, Parkia ES Participacoes SA and Parkia MS Participacoes SA	Mgmt	For	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2	Ratify Apsis Consultoria e Avaliacoes Ltda as Independent Firm to Appraise Proposed Transactions	Mgmt	For	For	Refer	For
3	Approve Independent Firm's Appraisals	Mgmt	For	For	Refer	For
4	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	Refer	For

Taiwan Semiconductor Manufacturing Co., Ltd.

**Meeting Date:** 06/08/2022

**Country:** Taiwan

**Ticker:** 2330

**Record Date:** 04/08/2022

**Meeting Type:** Annual

**Primary Security ID:** Y84629107

Shares Voted: 7,038,105

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For	For
2	Approve Amendments to Articles of Association	Mgmt	For	For	Refer	For
3	Amend Procedures Governing the Acquisition or Disposal of Assets	Mgmt	For	For	Refer	For
4	Approve Issuance of Restricted Stocks	Mgmt	For	For	For	For

Tata Consultancy Services Limited

**Meeting Date:** 06/09/2022

**Country:** India

**Ticker:** 532540

**Record Date:** 06/02/2022

**Meeting Type:** Annual

**Primary Security ID:** Y85279100

Shares Voted: 97,789

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Confirm Interim Dividends and Declare Final Dividend	Mgmt	For	For	For	For
3	Reelect N Ganapathy Subramaniam as Director	Mgmt	For	Against	For	For
4	Approve B S R & Co. LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
5	Approve Material Related Party Transactions with Tata Sons Private Limited and/or its Subsidiaries, Tata Motors Limited, Jaguar Land Rover Limited and/or its Subsidiaries and the Subsidiaries of the Company	Mgmt	For	For	For	For



## Tata Consultancy Services Limited

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
6	Approve Place of Keeping and Inspection of the Registers and Annual Returns	Mgmt	For	For	For	For

## Hansoh Pharmaceutical Group Company Limited

**Meeting Date:** 06/10/2022      **Country:** Cayman Islands      **Ticker:** 3692  
**Record Date:** 06/06/2022      **Meeting Type:** Annual  
**Primary Security ID:** G54958106

Shares Voted: 2,431,110

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For	For
3a	Elect Sun Yuan as Director	Mgmt	For	For	For	For
3b	Elect Chan Charles Sheung Wai as Director	Mgmt	For	For	For	For
3c	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For	Against	Against
4	Approve Ernst & Young as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
5	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For	For
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against	Against
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against	Against

## Tata Steel Limited

**Meeting Date:** 06/10/2022      **Country:** India      **Ticker:** 500470  
**Record Date:** 04/29/2022      **Meeting Type:** Special  
**Primary Security ID:** Y8547N139

Shares Voted: 1,131,078

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Approve Related Party Transactions with The Tinplate Company of India Limited - Operational Transaction(s)	Mgmt	For	For	For	For
2	Approve Related Party Transactions with The Tinplate Company of India Limited - Financial Transaction(s)	Mgmt	For	For	For	For
3	Approve Related Party Transactions with Tata Steel Long Products Limited	Mgmt	For	For	For	For

Tata Steel Limited

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
4	Approve Related Party Transactions with Tata BlueScope Steel Private Limited	Mgmt	For	For	For	For
5	Approve Related Party Transactions with Jamshedpur Continuous Annealing & Processing Company Private Ltd.	Mgmt	For	For	For	For
6	Approve Related Party Transactions with TM International Logistics Limited	Mgmt	For	For	For	For
7	Approve Related Party Transactions with Tata Metaliks Limited	Mgmt	For	For	For	For
8	Approve Related Party Transactions between TS Global Procurement Company Pte. Ltd. and Tata Steel Long Products Limited	Mgmt	For	For	For	For
9	Approve Related Party Transactions between TS Global Procurement Company Pte. Ltd. and Tata NYK Shipping Pte. Ltd.	Mgmt	For	For	For	For
10	Approve Related Party Transactions between Tata Steel Ijmuiden BV and Wupperman Staal Nederland BV	Mgmt	For	For	For	For
11	Elect Noel Naval Tata as Director	Mgmt	For	Against	Against	Against
12	Elect Vijay Kumar Sharma as Director	Mgmt	For	For	Against	Against

Wuxi Biologics (Cayman) Inc.

Meeting Date: 06/10/2022

Country: Cayman Islands

Ticker: 2269

Record Date: 06/06/2022

Meeting Type: Annual

Primary Security ID: G97008117

Shares Voted: 2,565,210

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2a	Elect Weichang Zhou as Director	Mgmt	For	Against	Against	Against
2b	Elect Yibing Wu as Director	Mgmt	For	Against	Against	Against
2c	Elect Yanling Cao as Director	Mgmt	For	Against	Against	Against
3	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For	Against	Against
4	Approve Deloitte Touche Tohmatsu as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against	Against
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For	For
7	Approve Grant of Specific Mandate to the Directors to Issue Connected Restricted Shares	Mgmt	For	Against	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
8	Approve Grant of Connected Restricted Shares Pursuant to the Scheme and Program to Zhisheng Chen	Mgmt	For	Against	For	For
9	Approve Grant of Connected Restricted Shares Pursuant to the Scheme and Program to Weichang Zhou	Mgmt	For	Against	For	For
10	Approve Grant of Connected Restricted Shares Pursuant to the Scheme to William Robert Keller	Mgmt	For	Against	For	For
11	Approve Grant of Connected Restricted Shares Pursuant to the Scheme to Teh-Ming Walter Kwauk	Mgmt	For	Against	For	For
12	Approve Grant of Connected Restricted Shares Pursuant to the Scheme to Kenneth Walton Hitchner III	Mgmt	For	Against	For	For
13	Approve Grant of Connected Restricted Shares Pursuant to the Scheme and Program to Angus Scott Marshall Turner	Mgmt	For	Against	For	For
14	Approve Grant of Connected Restricted Shares Pursuant to the Scheme and Program to Brendan McGrath	Mgmt	For	Against	For	For
15	Approve Grant of Share Options Pursuant to the Scheme to Jincai Li	Mgmt	For	Against	For	For
16	Approve Grant of Share Options Pursuant to the Scheme to Jian Dong	Mgmt	For	Against	For	For
17	Adopt Second Amended and Restated Memorandum and Articles of Association	Mgmt	For	For	Refer	For

eMemory Technology, Inc.

Meeting Date: 06/15/2022

Record Date: 04/15/2022

Primary Security ID: Y2289B114

Country: Taiwan

Meeting Type: Annual

Ticker: 3529

Shares Voted: 255,249

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements	Mgmt	For	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
3.1	Elect Michael Ho, with SHAREHOLDER NO.00000147, as Non-Independent Director	Mgmt	For	For	Refer	Against
4	Approve Cash Distribution from Capital Surplus	Mgmt	For	For	For	For
5	Approve Amendments to Articles of Association	Mgmt	For	For	Refer	For
6	Amend Procedures Governing the Acquisition or Disposal of Assets	Mgmt	For	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
7	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For	For

Li Ning Company Limited

**Meeting Date:** 06/15/2022

**Country:** Cayman Islands

**Ticker:** 2331

**Record Date:** 06/09/2022

**Meeting Type:** Annual

**Primary Security ID:** G5496K124

Shares Voted: 1,035,196

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For	For
3.1a	Elect Kosaka Takeshi as Director	Mgmt	For	For	Against	Against
3.1b	Elect Koo Fook Sun, Louis as Director	Mgmt	For	For	For	For
3.2	Authorize Board to Fix the Remuneration of Directors	Mgmt	For	For	Against	Against
4	Approve PricewaterhouseCoopers, Certified Public Accountants as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For	For	For
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For	For

Parade Technologies Ltd.

**Meeting Date:** 06/15/2022

**Country:** Cayman Islands

**Ticker:** 4966

**Record Date:** 04/15/2022

**Meeting Type:** Annual

**Primary Security ID:** G6892A108

Shares Voted: 219,175

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report	Mgmt	For	For	For	For
2	Approve Consolidated Financial Statements	Mgmt	For	For	For	For
3	Approve Profit Distribution	Mgmt	For	For	For	For
4	Amend Articles of Association	Mgmt	For	For	Refer	For
5	Amend Procedures Governing the Acquisition or Disposal of Assets	Mgmt	For	For	Refer	For
6	Amend Rules and Procedures Regarding Shareholder's General Meeting	Mgmt	For	For	Refer	For

Parade Technologies Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
7.1	Elect JI ZHAO, with ID NO.AC02599XXX, as Non-Independent Director	Mgmt	For	For	Refer	Against
7.2	Elect MING QU, with ID NO.AC03272XXX, as Non-Independent Director	Mgmt	For	For	Refer	Against
7.3	Elect HUANG, TA-LUN, with SHAREHOLDER NO.49, as Non-Independent Director	Mgmt	For	For	Refer	Against
7.4	Elect YANG, JUNG KUNG, with SHAREHOLDER NO.6, as Non-Independent Director	Mgmt	For	For	Refer	Against
7.5	Elect DENNIS LYNN SEGERS, with ID NO.AC03272XXX, as Independent Director	Mgmt	For	For	Refer	For
7.6	Elect SHEN, JEN LIN, with ID NO.F103573XXX, as Independent Director	Mgmt	For	For	Refer	For
7.7	Elect LAURA HUANG, with ID NO.H201105XXX, as Independent Director	Mgmt	For	For	Refer	For

Unimicron Technology Corp.

Meeting Date: 06/15/2022Country: TaiwanTicker: 3037

Record Date: 04/15/2022Meeting Type: Annual

Primary Security ID: Y90668107

Shares Voted: 1,961,037

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements	Mgmt	For	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For	For
3	Approve Amendments to Procedures Governing the Acquisition or Disposal of Assets	Mgmt	For	For	Refer	For
4	Amend Procedures for Lending Funds to Other Parties	Mgmt	For	For	Refer	For
5	Approve Issuance of Restricted Stocks	Mgmt	For	Against	For	For

Kweichow Moutai Co., Ltd.

Meeting Date: 06/16/2022Country: ChinaTicker: 600519

Record Date: 06/07/2022Meeting Type: Annual

Primary Security ID: Y5070V116



Shares Voted: 48,798

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For	For
3	Approve Report of the Independent Directors	Mgmt	For	For	For	For
4	Approve Annual Report and Summary	Mgmt	For	For	For	For
5	Approve Financial Statements	Mgmt	For	For	For	For
6	Approve Financial Budget Plan	Mgmt	For	For	For	For
7	Approve Profit Distribution	Mgmt	For	For	For	For
8	Approve to Appoint Financial Auditor and Internal Control Auditor	Mgmt	For	For	For	For
9	Amend Articles of Association	Mgmt	For	For	Refer	For
10	Approve Adjustment to Allowance of Independent Directors	Mgmt	For	For	For	For
11	Approve Adjustment of Investment Amount of Maotai Technical Transformation Project and Ancillary Facilities Projects	Mgmt	For	For	For	For
12	Approve Adjustment of the Investment Amount of the 2nd Phase of Maotai Wine Making Project Technical Transformation Project in Zhonghuapian Area of the Expansion Technical Transformation Project of Maotai liquor	Mgmt	For	For	For	For
13	Approve Adjustment of Investment Amount of Maotai Jiuzhi Production Room and Supporting Facilities Technical Transformation Project	Mgmt	For	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
14.1	Elect Liu Shizhong as Director	Mgmt	For	For	For	For
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
15.1	Elect Jiang Guohua as Director	Mgmt	For	For	For	For
15.2	Elect Guo Tianyong as Director	Mgmt	For	For	For	For
15.3	Elect Sheng Leiming as Director	Mgmt	For	For	For	For

NetEase, Inc.

Meeting Date: 06/16/2022Country: Cayman IslandsTicker: 9999

Record Date: 05/17/2022Meeting Type: Annual

Primary Security ID: G6427A102

Shares Voted: 177,134

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt				
1a	Elect William Lei Ding as Director	Mgmt	For	For	For	For
1b	Elect Alice Yu-Fen Cheng as Director	Mgmt	For	For	For	For
1c	Elect Joseph Tze Kay Tong as Director	Mgmt	For	For	For	For
1d	Elect Lun Feng as Director	Mgmt	For	For	For	For
1e	Elect Michael Man Kit Leung as Director	Mgmt	For	Against	Refer	For
2	Approve Appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as Auditors	Mgmt	For	For	For	For

## E.SUN Financial Holding Co., Ltd.

Meeting Date: 06/17/2022

Country: Taiwan

Ticker: 2884

Record Date: 04/18/2022

Meeting Type: Annual

Primary Security ID: Y23469102

Shares Voted: 6,260,358

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For	For
3	Approve Amendments to Articles of Association	Mgmt	For	For	Refer	For
4	Approve Capitalization of Profit and Employee Bonuses	Mgmt	For	For	For	For
5	Approve Amendments to Procedures Governing the Acquisition or Disposal of Assets	Mgmt	For	For	Refer	For
6	Amendments to Trading Procedures Governing Derivatives Products	Mgmt	For	For	Refer	For
7	Approve Amendments to Rules and Procedures Regarding Shareholder's General Meeting	Mgmt	For	For	Refer	For

## Press Metal Aluminium Holdings Berhad

Meeting Date: 06/17/2022

Country: Malaysia

Ticker: 8869

Record Date: 06/09/2022

Meeting Type: Annual

Primary Security ID: Y7079E103

Shares Voted: 4,579,600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Directors' Fees	Mgmt	For	For	For	For
2	Approve Directors' Benefits	Mgmt	For	For	For	For
3	Elect Koon Poh Ming as Director	Mgmt	For	For	Against	Against
4	Elect Koon Poh Keong as Director	Mgmt	For	For	Against	Against
5	Elect Lim Hun Soon @ David Lim as Director	Mgmt	For	For	For	For
6	Elect Chong Kin Leong as Director	Mgmt	For	For	For	For
7	Approve KPMG PLT as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
8	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For	For	For
9	Approve Implementation of Shareholders' Mandate for Recurrent Related Party Transactions	Mgmt	For	For	For	For
10	Authorize Share Repurchase Program	Mgmt	For	For	For	For

Oil Co. LUKOIL PJSC

Meeting Date: 06/21/2022Country: RussiaTicker: LKOH

Record Date: 05/27/2022Meeting Type: Annual

Primary Security ID: X6983S100

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report, Financial Statements, and Allocation of Income, and Omission of Dividends	Mgmt	For	For	Do Not Vote	Do Not Vote
	Elect Eleven Directors by Cumulative Voting	Mgmt				
2.1	Elect Viktor Blazheev as Director	Mgmt	None	Against	Do Not Vote	Do Not Vote
2.2	Elect Sergei Kochkurov as Director	Mgmt	None	Against	Do Not Vote	Do Not Vote
2.3	Elect Ravil Maganov as Director	Mgmt	None	Against	Do Not Vote	Do Not Vote
2.4	Elect Aleksandr Matytsyn as Director	Mgmt	None	Against	Do Not Vote	Do Not Vote
2.5	Elect Vladimir Nekrasov as Director	Mgmt	None	Against	Do Not Vote	Do Not Vote
2.6	Elect Nikolai Nikolaev as Director	Mgmt	None	Against	Do Not Vote	Do Not Vote
2.7	Elect Boris Porfirev as Director	Mgmt	None	For	Do Not Vote	Do Not Vote

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2.8	Elect Anatolii Tashkinov as Director	Mgmt	None	For	Do Not Vote	Do Not Vote
2.9	Elect Leonid Fedun as Director	Mgmt	None	Against	Do Not Vote	Do Not Vote
2.10	Elect Liubov Khoba as Director	Mgmt	None	Against	Do Not Vote	Do Not Vote
2.11	Elect Sergei Shatalov as Director	Mgmt	None	For	Do Not Vote	Do Not Vote
3.1	Approve Remuneration and Reimbursement of Expenses of Directors	Mgmt				
3.2	Approve Terms of Remuneration of Newly Elected Directors	Mgmt	For	For	Do Not Vote	Do Not Vote
4	Ratify KPMG PJSC Auditor	Mgmt	For	For	Do Not Vote	Do Not Vote
5	Amend Charter	Mgmt	For	For	Do Not Vote	Do Not Vote
6	Fix Number of Directors at Nine	Mgmt	For	For	Do Not Vote	Do Not Vote

State Bank of India

Meeting Date: 06/22/2022	Country: India	Ticker: 500112
Record Date: 03/18/2022	Meeting Type: Annual	
Primary Security ID: Y8155P103		

Shares Voted: 940,295

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For

Zai Lab Limited

Meeting Date: 06/22/2022	Country: Cayman Islands	Ticker: 9688
Record Date: 04/25/2022	Meeting Type: Annual	
Primary Security ID: G9887T116		

Shares Voted: 1,266,210

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Elect Director Samantha (Ying) Du	Mgmt	For	For	For	For
2	Elect Director Kai-Xian Chen	Mgmt	For	For	For	For
3	Elect Director John D. Diekman	Mgmt	For	For	For	For
4	Elect Director Richard Gaynor	Mgmt	For	For	For	For
5	Elect Director Nisa Leung	Mgmt	For	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
6	Elect Director William Lis	Mgmt	For	For	For	For
7	Elect Director Scott Morrison	Mgmt	For	For	For	For
8	Elect Director Leon O. Moulder, Jr.	Mgmt	For	For	For	For
9	Elect Director Peter Wirth	Mgmt	For	For	For	For
10	Approve Listing of Shares on the Main Board of The Stock Exchange of Hong Kong Limited	Mgmt	For	For	Refer	For
11	Approve Omnibus Stock Plan	Mgmt	For	Against	For	For
12	Ratify KPMG LLP as Auditors	Mgmt	For	For	For	For
13	Authorise Issue of Ordinary Shares	Mgmt	For	Against	Against	Against
14	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For
15	Advisory Vote on Say on Pay Frequency	Mgmt	Three Years	One Year	One Year	One Year

Zai Lab Limited

Meeting Date: 06/22/2022

Record Date: 04/25/2022

Primary Security ID: G9887T116

Country: Cayman Islands

Meeting Type: Annual

Ticker: 9688

Shares Voted: 123,057

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt				
1	Elect Director Samantha (Ying) Du	Mgmt	For	For	For	For
2	Elect Director Kai-Xian Chen	Mgmt	For	For	For	For
3	Elect Director John D. Diekman	Mgmt	For	For	For	For
4	Elect Director Richard Gaynor	Mgmt	For	For	For	For
5	Elect Director Nisa Leung	Mgmt	For	For	For	For
6	Elect Director William Lis	Mgmt	For	For	For	For
7	Elect Director Scott Morrison	Mgmt	For	For	For	For
8	Elect Director Leon O. Moulder, Jr.	Mgmt	For	For	For	For
9	Elect Director Peter Wirth	Mgmt	For	For	For	For
10	Approve Listing of Shares on the Main Board of The Stock Exchange of Hong Kong Limited	Mgmt	For	For	Refer	For
11	Approve Omnibus Stock Plan	Mgmt	For	Against	For	For
12	Ratify KPMG LLP as Auditors	Mgmt	For	For	For	For
13	Authorise Issue of Ordinary Shares	Mgmt	For	Against	Against	Against
14	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
15	Advisory Vote on Say on Pay Frequency	Mgmt	Three Years	One Year	One Year	One Year

China Construction Bank Corporation

Meeting Date: 06/23/2022	Country: China	Ticker: 939
Record Date: 05/23/2022	Meeting Type: Annual	
Primary Security ID: Y1397N101		

Shares Voted: 29,768,833

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Report of the Board of Directors	Mgmt	For	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For	For
3	Approve Final Financial Accounts	Mgmt	For	For	For	For
4	Approve Profit Distribution Plan	Mgmt	For	For	For	For
5	Approve Ernst & Young Hua Ming LLP as Domestic Auditor and Ernst & Young as International Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
6	Approve Fixed Assets Investment Budget	Mgmt	For	For	For	For
7	Elect Zhang Jinliang as Director	Mgmt	For	For	For	For
8	Elect Tian Bo as Director	Mgmt	For	For	For	For
9	Elect Xia Yang as Director	Mgmt	For	For	For	For
10	Elect Graeme Wheeler as Director	Mgmt	For	For	For	For
11	Elect Michel Madelain as Director	Mgmt	For	For	For	For
12	Elect Wang Yongqing as Supervisor	Mgmt	For	For	For	For
13	Elect Zhao Xijun as Supervisor	Mgmt	For	For	For	For
14	Approve Amendments to the Articles of Association	Mgmt	For	Against	Refer	Against

Industrial & Commercial Bank of China Limited

Meeting Date: 06/23/2022	Country: China	Ticker: 1398
Record Date: 05/23/2022	Meeting Type: Annual	
Primary Security ID: Y3990B112		

Shares Voted: 18,598,131

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt				

Industrial & Commercial Bank of China Limited

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Work Report of the Board of Directors	Mgmt	For	For	For	For
2	Approve Work Report of the Board of Supervisors	Mgmt	For	For	For	For
3	Approve Audited Accounts	Mgmt	For	For	For	For
4	Approve Profit Distribution Plan	Mgmt	For	For	For	For
5	Approve Fixed Asset Investment Budget	Mgmt	For	For	For	For
6	Approve Deloitte Touche Tohmatsu Certified Public Accountants LLP as Domestic External Auditor and Deloitte Touche Tohmatsu as International External Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
7	Elect Chen Siqing as Director	Mgmt	For	For	Against	Against
8	Elect Norman Chan Tak Lam as Director	Mgmt	For	For	For	For
9	Elect Fred Zulu Hu as Director	Mgmt	For	For	For	For
10	Elect Liu Lanbiao as Supervisor	SH	For	For	For	For
11	Amend Articles of Association	Mgmt	For	Against	Refer	Against

XPeng, Inc.

Meeting Date: 06/24/2022

Country: Cayman Islands

Ticker: 9868

Record Date: 05/23/2022

Meeting Type: Annual

Primary Security ID: G982AW100

Shares Voted: 595,810

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt				
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Elect Xiaopeng He as Director	Mgmt	For	For	Against	Against
3	Elect Yingjie Chen as Director	Mgmt	For	For	Against	Against
4	Elect Ji-Xun Foo as Director	Mgmt	For	For	Against	Against
5	Elect Fei Yang as Director	Mgmt	For	For	Against	Against
6	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For	Against	Against
7	Approve PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
8	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against	Against
9	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For	For

XPeng, Inc.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
10	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against	Against

Infosys Limited

Meeting Date: 06/25/2022	Country: India	Ticker: 500209
Record Date: 06/01/2022	Meeting Type: Annual	
Primary Security ID: Y4082C133		

Shares Voted: 801,837

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For	For
3	Reelect Nandan M. Nilekani as Director	Mgmt	For	For	For	For
4	Approve Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
5	Reelect D. Sundaram as Director	Mgmt	For	For	For	For
6	Approve Reappointment and Remuneration of Salil S. Parekh as Chief Executive Officer and Managing Director	Mgmt	For	For	For	For

Hansol Chemical Co., Ltd.

Meeting Date: 06/27/2022	Country: South Korea	Ticker: 014680
Record Date: 05/30/2022	Meeting Type: Special	
Primary Security ID: Y3064E109		

Shares Voted: 37,468

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Elect Park Jin-won as Outside Director	Mgmt	For	For	For	For
2	Elect Park Jin-won as a Member of Audit Committee	Mgmt	For	For	For	For

HDFC Life Insurance Company Limited

Meeting Date: 06/27/2022	Country: India	Ticker: 540777
Record Date: 06/20/2022	Meeting Type: Annual	
Primary Security ID: Y3R1AP109		

Shares Voted: 667,467

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Approve Dividend	Mgmt	For	For	For	For
3	Reelect Keki M. Mistry as Director	Mgmt	For	For	Against	Against
4	Authorize Board to Fix Remuneration of Price Waterhouse Chartered Accountants LLP and G.M. Kapadia & Co. Chartered Accountants as Joint Statutory Auditors	Mgmt	For	For	For	For
5	Reelect Ketan Dalal as Director	Mgmt	For	For	For	For
6	Approve Payment of Commission to Non-Executive Directors	Mgmt	For	For	For	For
7	Approve Related Party Transactions with Housing Development Finance Corporation Limited	Mgmt	For	For	For	For
8	Approve Related Party Transactions with HDFC Bank Limited	Mgmt	For	For	For	For
9	Approve Revision in Remuneration of Vibha Padalkar as Managing Director & Chief Executive Officer	Mgmt	For	For	For	For
10	Approve Revision in Remuneration of Suresh Badami as Executive Director	Mgmt	For	For	For	For

Localiza Rent A Car SA

Meeting Date: 06/27/2022Country: BrazilTicker: RENT3

Record Date:Meeting Type: Extraordinary Shareholders

Primary Security ID: P6330Z111

Shares Voted: 1,007,195

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Fix Number of Directors at Eight	Mgmt	For	For	For	For
2	Elect Luis Fernando Memoria Porto as Director	Mgmt	For	Against	For	For
3	Elect Sergio Augusto Guerra de Resende as Director	Mgmt	For	Against	For	For
4	Amend Long-Term Incentive Plans Approved at the April 26, 2022 EGM	Mgmt	For	Against	Refer	Against

Haier Smart Home Co., Ltd.

Meeting Date: 06/28/2022Country: ChinaTicker: 6690

Record Date: 06/20/2022Meeting Type: Annual

Primary Security ID: Y298BN100

Shares Voted: 1,323,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Financial Statements	Mgmt	For	For	For	For
2	Approve Annual Report and Its Summary	Mgmt	For	For	For	For
3	Approve Report on the Work of the Board of Directors	Mgmt	For	For	For	For
4	Approve Report on the Work of the Board of Supervisors	Mgmt	For	For	For	For
5	Approve Audit Report on Internal Control	Mgmt	For	For	For	For
6	Approve Profit Distribution Plan	Mgmt	For	For	For	For
7	Approve Appointment of PRC Accounting Standards Auditor	Mgmt	For	For	For	For
8	Approve Appointment of International Accounting Standards Auditor	Mgmt	For	For	For	For
9	Approve Anticipated Provision of Guarantees for Its Subsidiaries	Mgmt	For	For	For	For
10	Approve Conduct of Foreign Exchange Fund Derivatives Business	Mgmt	For	For	Refer	For
11	Approve Registration and Issuance of Debt Financing Instruments	Mgmt	For	For	Refer	For
12	Approve Adjustment of Allowances of Directors	Mgmt	For	For	For	For
13	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for Additional Issuance of A Shares	Mgmt	For	Against	Against	Against
14	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for Additional Issuance of H Shares	Mgmt	For	Against	Against	Against
15	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for Additional Issuance of D Shares	Mgmt	For	For	Against	Against
16	Approve Grant of General Mandate to the Board to Repurchase H Shares	Mgmt	For	For	For	For
17	Approve Grant of General Mandate to the Board to Repurchase D Shares	Mgmt	For	For	For	For
18	Approve Renewal of the Products and Materials Procurement Framework Agreement	SH	For	For	Refer	For
19	Approve Renewal of the Services Procurement Framework Agreement	SH	For	For	Refer	For
20	Approve 2022 A Share Option Incentive Scheme (Draft) of Haier Smart Home Co., Ltd. and Its Summary	SH	For	For	Refer	For
21	Approve Appraisal Management Measures of the 2022 A Share Option Incentive Scheme of Haier Smart Home Co., Ltd.	SH	For	For	Refer	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
22	Authorize Board to Deal with All Matters in Relation to the 2022 A Share Option Incentive Scheme of the Company	SH	For	For	Refer	For
23	Amend Articles of Association	Mgmt	For	Against	Refer	Against
24	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	For	Refer	For
25	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	For	Refer	For
26	Amend Rules and Procedures Regarding Meetings of Board of Supervisors	Mgmt	For	For	Refer	For
27	Approve Amendments to the Investment Management System	Mgmt	For	For	Refer	For
28	Approve Amendments to Regulations on the Management of Fund Raising	Mgmt	For	For	Refer	For
29	Approve Amendments to Fair Decision-Making System for Related Party Transactions	Mgmt	For	For	Refer	For
30	Approve Amendments to Independent Directors System	Mgmt	For	Against	Refer	Against
31	Approve Amendments to Management System of External Guarantee	Mgmt	For	For	Refer	For
32	Approve Amendments to Management System of Foreign Exchange Derivative Trading Business	Mgmt	For	For	Refer	For
33	Approve Amendments to Management System of Entrusted Wealth Management	Mgmt	For	For	Refer	For
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
34.1	Elect Li Huagang as Director	SH	For	For	Against	Against
34.2	Elect Shao Xinzhi as Director	SH	For	For	Against	Against
34.3	Elect Gong Wei as Director	SH	For	For	Against	Against
34.4	Elect Yu Hon To, David as Director	SH	For	For	Against	Against
34.5	Elect Eva Li Kam Fun as Director	SH	For	For	Against	Against
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt				
35.1	Elect Chien Da-Chun as Director	SH	For	For	For	For
35.2	Elect Wong Hak Kun as Director	SH	For	For	For	For
35.3	Elect Li Shipeng as Director	SH	For	For	For	For
35.4	Elect Wu Qi as Director	SH	For	For	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt				
36.1	Elect Liu Dalin as Supervisor	SH	For	For	For	For
36.2	Elect Ma Yingjie as Supervisor	SH	For	For	For	For

Meeting Date: 06/28/2022

Record Date: 06/20/2022

Primary Security ID: Y298BN100

Country: China

Meeting Type: Special

Ticker: 6690

Shares Voted: 1,323,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Grant of General Mandate to the Board to Repurchase H Shares	Mgmt	For	For	For	For
2	Approve Grant of General Mandate to the Board to Repurchase D Shares	Mgmt	For	For	For	For
3	Approve 2022 A Share Option Incentive Scheme (Draft) of Haier Smart Home Co., Ltd. and Its Summary	SH	For	For	Refer	For
4	Approve Appraisal Management Measures of the 2022 A Share Option Incentive Scheme of Haier Smart Home Co., Ltd.	SH	For	For	Refer	For
5	Authorize Board to Deal with All Matters in Relation to the 2022 A Share Option Incentive Scheme of the Company	SH	For	For	Refer	For

Tata Steel Limited

Meeting Date: 06/28/2022

Record Date: 06/21/2022

Primary Security ID: Y8547N139

Country: India

Meeting Type: Annual

Ticker: 500470

Shares Voted: 1,131,078

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For	For
3	Approve Dividend	Mgmt	For	For	For	For
4	Reelect Koushik Chatterjee as Director	Mgmt	For	For	Against	Against
5	Approve Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
6	Approve Remuneration of Cost Auditors	Mgmt	For	For	For	For
7	Approve Sub-Division of Equity Shares	Mgmt	For	For	For	For
8	Amend Memorandum of Association Re: Sub-Division of Equity Shares	Mgmt	For	For	Refer	For
9	Amend Articles of Association Re: Sub-Division of Equity Shares	Mgmt	For	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
10	Approve Change in Place of Keeping Registers and Records	Mgmt	For	For	For	For
11	Approve Material Related Party Transactions with The Tata Power Company Limited	Mgmt	For	For	For	For
12	Approve Material Related Party Transactions with Tata Limited	Mgmt	For	For	For	For
13	Approve Material Related Party Transactions between T S Global Procurement Company Pte. Ltd. and Tata International Singapore Pte. Ltd.	Mgmt	For	For	For	For

China Merchants Bank Co., Ltd.

Meeting Date: 06/29/2022

Country: China

Ticker: 3968

Record Date: 06/21/2022

Meeting Type: Annual

Primary Security ID: Y14896115

Shares Voted: 1,973,599

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt				
1	Approve Work Report of the Board of Directors	Mgmt	For	For	For	For
2	Approve Work Report of the Board of Supervisors	Mgmt	For	For	For	For
3	Approve Annual Report	Mgmt	For	For	For	For
4	Approve Audited Financial Statements	Mgmt	For	For	For	For
5	Approve Profit Appropriation Plan	Mgmt	For	For	For	For
6	Approve Deloitte Touche Tohmatsu Certified Public Accountants LLP (Special General Partnership) as Domestic Auditor and Deloitte Touche Tohmatsu Certified Public Accountants as Overseas Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For
7	Approve Related Party Transaction Report	Mgmt	For	For	For	For
8	Approve Medium-Term Capital Management Plan	Mgmt	For	For	Refer	For
	RESOLUTION REGARDING THE ELECTION OF MEMBERS OF THE TWELFTH SESSION OF THE BOARD OF DIRECTORS	Mgmt				
9.01	Elect Miao Jianmin as Director	SH	For	For	Against	Against
9.02	Elect Hu Jianhua as Director	SH	For	For	Against	Against
9.03	Elect Fu Gangfeng as Director	SH	For	For	Against	Against
9.04	Elect Zhou Song as Director	SH	For	For	Against	Against
9.05	Elect Hong Xiaoyuan as Director	SH	For	For	Against	Against
9.06	Elect Zhang Jian as Director	SH	For	For	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
9.07	Elect Su Min as Director	SH	For	For	Against	Against
9.08	Elect Sun Yunfei as Director	SH	For	For	Against	Against
9.09	Elect Chen Dong as Director	SH	For	For	Against	Against
9.10	Elect Wang Liang as Director	Mgmt	For	For	Against	Against
9.11	Elect Li Delin as Director	Mgmt	For	For	Against	Against
9.12	Elect Wong See Hong as Director	Mgmt	For	For	Against	Against
9.13	Elect Li Menggang as Director	Mgmt	For	For	Against	Against
9.14	Elect Liu Qiao as Director	Mgmt	For	For	Against	Against
9.15	Elect Tian Hongqi as Director	Mgmt	For	For	For	For
9.16	Elect Li Chaoxian as Director	Mgmt	For	For	For	For
9.17	Elect Shi Yongdong as Director	Mgmt	For	For	For	For
	RESOLUTION REGARDING THE ELECTION OF SHAREHOLDER SUPERVISORS AND EXTERNAL SUPERVISORS FOR THE TWELFTH SESSION OF THE BOARD OF SUPERVISORS	Mgmt				
10.01	Elect Luo Sheng as Supervisor	Mgmt	For	For	For	For
10.02	Elect Peng Bihong as Supervisor	Mgmt	For	For	For	For
10.03	Elect Wu Heng as Supervisor	Mgmt	For	For	For	For
10.04	Elect Xu Zhengjun as Supervisor	Mgmt	For	For	For	For
10.05	Elect Cai Hongping as Supervisor	Mgmt	For	For	For	For
10.06	Elect Zhang Xiang as Supervisor	Mgmt	For	For	For	For
11	Approve Adjustment on Authorization of the Board of Directors in Respect of Domestic Preference Shares	Mgmt	For	For	Refer	For
12	Amend Articles of Association	Mgmt	For	Against	Refer	Against
13	Elect Shen Zheting as Director	SH	For	For	Against	Against

Sberbank Russia PJSC

Meeting Date: 06/29/2022

Country: Russia

Ticker: SBER

Record Date: 06/06/2022

Meeting Type: Annual

Primary Security ID: X76317100

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report	Mgmt				
2	Approve Allocation of Income and Dividends	Mgmt				
3	Ratify Auditor	Mgmt				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Elect 14 Directors by Cumulative Voting	Mgmt				
4.1	Elect Aleksandr Auzan as Director	Mgmt				
4.2	Elect Aleksandr Vediakhin as Director	Mgmt				
4.3	Elect Herman Gref as Director	Mgmt				
4.4	Elect Nikolai Kudriavtsev as Director	Mgmt				
4.5	Elect Aleksandr Kuleshov as Director	Mgmt				
4.6	Elect Mikhail Kovalchuk as Director	Mgmt				
4.7	Elect Vladimir Kolychev as Director	Mgmt				
4.8	Elect Gennadii Melikian as Director	Mgmt				
4.9	Elect Maksim Oreshkin as Director	Mgmt				
4.10	Elect Anton Siluanov as Director	Mgmt				
4.11	Elect Alevtina Chernikova as Director	Mgmt				
4.12	Elect Dmitrii Chernyshenko as Director	Mgmt				
4.13	Elect Sergei Shvetsov as Director	Mgmt				
4.14	Elect Irina Shitkina as Director	Mgmt				
5	Approve Related-Party Transaction	Mgmt				
6	Approve Remuneration of Directors	Mgmt				

Bilibili, Inc.

Meeting Date: 06/30/2022

Record Date: 05/27/2022

Primary Security ID: G1098A101

Country: Cayman Islands

Meeting Type: Annual

Ticker: 9626

Shares Voted: 115,060

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Elect JP Gan as Director	Mgmt	For	For	For	For
3	Elect Eric He as Director	Mgmt	For	For	For	For
4	Elect Feng Li as Director	Mgmt	For	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against	Against
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For	For
7	Approve Cloud Services Agreement, Proposed Annual Caps and Related Transactions	Mgmt	For	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
8	Approve Collaboration Agreements, Proposed Annual Caps and Related Transactions	Mgmt	For	For	For	For
9	Adopt New Articles of Association	Mgmt	For	For	Refer	For

Bilibili, Inc.

Meeting Date: 06/30/2022

Record Date: 05/27/2022

Primary Security ID: G1098A101

Country: Cayman Islands

Meeting Type: Annual

Ticker: 9626

Shares Voted: 590,315

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt				
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
2	Elect JP Gan as Director	Mgmt	For	For	For	For
3	Elect Eric He as Director	Mgmt	For	For	For	For
4	Elect Feng Li as Director	Mgmt	For	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against	Against
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For	For
7	Approve Cloud Services Agreement, Proposed Annual Caps and Related Transactions	Mgmt	For	For	For	For
8	Approve Collaboration Agreements, Proposed Annual Caps and Related Transactions	Mgmt	For	For	For	For
9	Adopt New Articles of Association	Mgmt	For	For	Refer	For

Housing Development Finance Corporation Limited

Meeting Date: 06/30/2022

Record Date: 06/23/2022

Primary Security ID: Y37246207

Country: India

Meeting Type: Annual

Ticker: 500010

Shares Voted: 412,717

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1.a	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For	For
1.b	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For	For

Housing Development Finance Corporation Limited

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
2	Approve Dividend	Mgmt	For	For	For	For
3	Reelect V. Srinivasa Rangan as Director	Mgmt	For	For	Against	Against
4	Authorize Board to Fix Remuneration of S.R. Batliboi & Co. LLP, Chartered Accountants as Auditors	Mgmt	For	For	For	For
5	Authorize Board to Fix Remuneration of G. M. Kapadia & Co., Chartered Accountants as Auditors	Mgmt	For	For	For	For
6	Reelect Deepak S. Parekh as Director	Mgmt	For	For	Against	Against
7	Approve Reappointment and Remuneration of Renu Sud Karnad as Managing Director	Mgmt	For	For	Refer	Against
8	Approve Related Party Transactions with HDFC Bank Limited	Mgmt	For	For	For	For
9	Approve Related Party Transactions with HDFC Life Insurance Company Limited	Mgmt	For	For	For	For
10	Approve Issuance of Redeemable Non-Convertible Debentures and/or Other Hybrid Instruments on Private Placement Basis	Mgmt	For	For	Refer	For

Oil & Natural Gas Corporation Limited

Meeting Date: 06/30/2022

Country: India

Ticker: 500312

Record Date: 05/20/2022

Meeting Type: Special

Primary Security ID: Y64606133

Shares Voted: 9,745,452

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt				
1	Elect Pomila Jaspal as Director (Finance)	Mgmt	For	For	For	For

# B.1.a

## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
ABB Ltd.	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
ABB Ltd.	2	Approve Remuneration Report (Non-Binding)	No	For	For	For	For
ABB Ltd.	3	Approve Discharge of Board and Senior Management	No	For	For	For	For
ABB Ltd.	4	Approve Allocation of Income and Dividends of CHF 0.82 per Share	No	For	For	For	For
ABB Ltd.	5	Approve CHF 10.6 Million Reduction in Share Capital as Part of the Share Buyback Program via Cancellation of Repurchased Shares	No	For	For	For	For
ABB Ltd.	6.1	Approve Remuneration of Directors in the Amount of CHF 4.4 Million	No	For	For	For	For
ABB Ltd.	6.2	Approve Remuneration of Executive Committee in the Amount of CHF 45.9 Million	No	For	For	For	For
ABB Ltd.	7.1	Reelect Gunnar Brock as Director	No	For	For	For	For
ABB Ltd.	7.2	Reelect David Constable as Director	No	For	For	For	For
ABB Ltd.	7.3	Reelect Frederico Curado as Director	No	For	For	For	For
ABB Ltd.	7.4	Reelect Lars Foerberg as Director	No	For	For	For	For
ABB Ltd.	7.5	Reelect Jennifer Xin-Zhe Li as Director	No	For	For	For	For
ABB Ltd.	7.6	Reelect Geraldine Matchett as Director	No	For	For	For	For
ABB Ltd.	7.7	Reelect David Meline as Director	No	For	For	For	For
ABB Ltd.	7.8	Reelect Satish Pai as Director	No	For	For	For	For
ABB Ltd.	7.9	Reelect Jacob Wallenberg as Director	No	For	For	For	For
ABB Ltd.	7.1	Reelect Peter Voser as Director and Board Chairman	No	For	Against	Against	Against
ABB Ltd.	8.1	Reappoint David Constable as Member of the Compensation Committee	No	For	For	For	For
ABB Ltd.	8.2	Reappoint Frederico Curado as Member of the Compensation Committee	No	For	For	For	For
ABB Ltd.	8.3	Reappoint Jennifer Xin-Zhe Li as Member of the Compensation Committee	No	For	For	For	For
ABB Ltd.	9	Designate Zehnder Bolliger & Partner as Independent Proxy	No	For	For	For	For
ABB Ltd.	10	Ratify KPMG AG as Auditors	No	For	For	For	For
ABB Ltd.	11	Transact Other Business (Voting)	No	For	Against	Against	Against
AECOM	1.1	Elect Director Bradley W. Buss	No	For	For	For	For
AECOM	1.2	Elect Director Robert G. Card	No	For	For	For	For
AECOM	1.3	Elect Director Diane C. Creel	No	For	For	For	For
AECOM	1.4	Elect Director Lydia H. Kennard	No	For	For	For	For
AECOM	1.5	Elect Director W. Troy Rudd	No	For	For	For	For
AECOM	1.6	Elect Director Clarence T. Schmitz	No	For	For	For	For
AECOM	1.7	Elect Director Douglas W. Stotlar	No	For	For	For	For
AECOM	1.8	Elect Director Daniel R. Tishman	No	For	Against	Against	Against
AECOM	1.9	Elect Director Sander van't Noordende	No	For	For	For	For
AECOM	1.1	Elect Director Janet C. Wolfenbarger	No	For	For	For	For
AECOM	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
AECOM	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
ASML Holding NV	3a	Approve Remuneration Report	No	For	For	For	For
ASML Holding NV	3b	Adopt Financial Statements and Statutory Reports	No	For	For	For	For
ASML Holding NV	3d	Approve Dividends of EUR 5.50 Per Share	No	For	For	For	For
ASML Holding NV	4a	Approve Discharge of Management Board	No	For	For	For	For

# B.1.a

KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
ASML Holding NV	4b	Approve Discharge of Supervisory Board	No	For	For	For	For
ASML Holding NV	5	Approve Number of Shares for Management Board	No	For	For	For	For
ASML Holding NV	6	Amend Remuneration Policy for Management Board	No	For	For	For	For
ASML Holding NV	8d	Reelect T.L. Kelly to Supervisory Board	No	For	For	For	For
ASML Holding NV	8e	Elect A.F.M. Everke to Supervisory Board	No	For	For	For	For
ASML Holding NV	8f	Elect A.L. Steegen to Supervisory Board	No	For	For	For	For
ASML Holding NV	9	Ratify KPMG Accountants N.V. as Auditors for the Reporting Years 2023 and 2024	No	For	For	For	For
ASML Holding NV	11	Amend Articles of Association	No	For	For	For	For
ASML Holding NV	12a	Grant Board Authority to Issue Shares Up to 5 Percent of Issued Capital Plus Additional 5 Percent in Case of Merger or Acquisition	No	For	For	For	For
ASML Holding NV	12b	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
ASML Holding NV	13	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
ASML Holding NV	14	Authorize Cancellation of Repurchased Shares	No	For	For	For	For
Aalberts NV	3.a	Approve Remuneration Report	No	For	For	For	For
Aalberts NV	3.b	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	For
Aalberts NV	4.b	Approve Dividends of EUR 1.65 Per Share	No	For	For	For	For
Aalberts NV	5	Approve Discharge of Management Board	No	For	For	For	For
Aalberts NV	6	Approve Discharge of Supervisory Board	No	For	For	For	For
Aalberts NV	7	Amend Remuneration Policy of Supervisory Board	No	For	For	For	For
Aalberts NV	8	Grant Board Authority to Issue Shares Up to 10 Percent of Issued Capital	No	For	For	For	For
Aalberts NV	9	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
Aalberts NV	10	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Aalberts NV	11	Ratify Deloitte Accountants B.V. as Auditors	No	For	For	For	For
Adecoagro SA	1	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	For
Adecoagro SA	2	Approve Financial Statements	No	For	For	For	For
Adecoagro SA	3	Approve Allocation of Loss	No	For	For	For	For
Adecoagro SA	4	Approve Dividends	No	For	For	For	For
Adecoagro SA	5	Approve Discharge of Directors	No	For	For	For	For
Adecoagro SA	6	Approve Remuneration of Directors for FY 2021	No	For	For	For	For
Adecoagro SA	7	Appoint PricewaterhouseCoopers as Auditor	No	For	For	For	For
Adecoagro SA	8.1	Elect Alan L. Boyce as Director	No	For	Against	Against	Against
Adecoagro SA	8.2	Elect Andres Velasco as Director	No	For	For	For	For
Adecoagro SA	8.3	Elect Ana Cristina Russo as Director	No	For	For	For	For
Adecoagro SA	9	Approve Remuneration of Directors for FY 2022	No	For	For	For	For
Adecoagro SA	10	Approve Share Repurchase	No	For	For	For	For
Adecoagro SA	1	Approve Reduction in Share Capital through Cancellation of Shares and Amend Article 5.1 of the Articles of Association	No	For	For	For	For
Ag Growth International Inc.	1	Fix Number of Directors at Nine	No	For	For	For	For
Ag Growth International Inc.	2.1	Elect Director Tim Close	No	For	For	For	For
Ag Growth International Inc.	2.2	Elect Director Anne De Greef-Safft	No	For	For	For	For

## B.1.a

## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Ag Growth International Inc.	2.3	Elect Director Mike Frank	No	For	For	For	For
Ag Growth International Inc.	2.4	Elect Director Janet Giesselman	No	For	For	For	For
Ag Growth International Inc.	2.5	Elect Director William (Bill) Lambert	No	For	For	For	For
Ag Growth International Inc.	2.6	Elect Director Bill Maslechko	No	For	For	For	For
Ag Growth International Inc.	2.7	Elect Director Malcolm (Mac) Moore	No	For	For	For	For
Ag Growth International Inc.	2.8	Elect Director Claudia Roessler	No	For	For	For	For
Ag Growth International Inc.	2.9	Elect Director David White	No	For	For	For	For
Ag Growth International Inc.	3	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Ag Growth International Inc.	4	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
Agilent Technologies, Inc.	1.1	Elect Director Hans E. Bishop	No	For	For	For	For
Agilent Technologies, Inc.	1.2	Elect Director Otis W. Brawley	No	For	For	For	For
Agilent Technologies, Inc.	1.3	Elect Director Mikael Dolsten	No	For	For	For	For
Agilent Technologies, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Agilent Technologies, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Agilent Technologies, Inc.	4	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	No	Against	For	For	For
Albemarle Corporation	1	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Albemarle Corporation	2a	Elect Director Mary Lauren Brlas	No	For	For	For	For
Albemarle Corporation	2b	Elect Director Ralf H. Cramer	No	For	For	For	For
Albemarle Corporation	2c	Elect Director J. Kent Masters, Jr.	No	For	For	For	For
Albemarle Corporation	2d	Elect Director Glenda J. Minor	No	For	For	For	For
Albemarle Corporation	2e	Elect Director James J. O'Brien	No	For	For	For	For
Albemarle Corporation	2f	Elect Director Diarmuid B. O'Connell	No	For	For	For	For
Albemarle Corporation	2g	Elect Director Dean L. Seavers	No	For	For	For	For
Albemarle Corporation	2h	Elect Director Gerald A. Steiner	No	For	For	For	For
Albemarle Corporation	2i	Elect Director Holly A. Van Deursen	No	For	For	For	For
Albemarle Corporation	2j	Elect Director Alejandro D. Wolff	No	For	For	For	For
Albemarle Corporation	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Alfa Laval AB	2	Elect Chairman of Meeting	No	For	For	For	For
Alfa Laval AB	4	Approve Agenda of Meeting	No	For	For	For	For
Alfa Laval AB	6	Acknowledge Proper Convening of Meeting	No	For	For	For	For
Alfa Laval AB	9.a	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Alfa Laval AB	9.b	Approve Allocation of Income and Dividends of SEK 6 Per Share	No	For	For	For	For
Alfa Laval AB	9.c1	Approve Discharge of CEO Tom Erixon	No	For	For	For	For
Alfa Laval AB	9.c2	Approve Discharge of Dennis Jonsson	No	For	For	For	For
Alfa Laval AB	9.c3	Approve Discharge of Lilian Fossum Biner	No	For	For	For	For
Alfa Laval AB	9.c4	Approve Discharge of Maria Moraesus Hanssen	No	For	For	For	For
Alfa Laval AB	9.c5	Approve Discharge of Henrik Lange	No	For	For	For	For
Alfa Laval AB	9.c6	Approve Discharge of Ray Mauritsson	No	For	For	For	For
Alfa Laval AB	9.c7	Approve Discharge of Helene Mellquist	No	For	For	For	For



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### KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Alfa Laval AB	9.c8	Approve Discharge of Finn Rausing	No	For	For	For	For
Alfa Laval AB	9.c9	Approve Discharge of Jorn Rausing	No	For	For	For	For
Alfa Laval AB	9.c10	Approve Discharge of Ulf Wiinberg	No	For	For	For	For
Alfa Laval AB	9.c11	Approve Discharge of Bror Garcia Lantz	No	For	For	For	For
Alfa Laval AB	9.c12	Approve Discharge of Henrik Nielsen	No	For	For	For	For
Alfa Laval AB	9.c13	Approve Discharge of Johan Ranhog	No	For	For	For	For
Alfa Laval AB	9.c14	Approve Discharge of Susanne Jonsson	No	For	For	For	For
Alfa Laval AB	9.c15	Approve Discharge of Leif Norkvist	No	For	For	For	For
Alfa Laval AB	9.c16	Approve Discharge of Stefan Sandell	No	For	For	For	For
Alfa Laval AB	9.c17	Approve Discharge of Johnny Hulthen	No	For	For	For	For
Alfa Laval AB	10	Approve Remuneration Report	No	For	For	For	For
Alfa Laval AB	11.1	Determine Number of Directors (8) and Deputy Directors (0) of Board	No	For	For	For	For
Alfa Laval AB	11.2	Fix Number of Auditors (2) and Deputy Auditors (2)	No	For	For	For	For
Alfa Laval AB	12.1	Approve Remuneration of Directors in the Amount of SEK 1.9 Million to the Chair and SEK 635,000 to Other Directors	No	For	For	For	For
Alfa Laval AB	12.2	Approve Remuneration of Committee Work	No	For	For	For	For
Alfa Laval AB	12.3	Approve Remuneration of Auditors	No	For	For	For	For
Alfa Laval AB	13.1	Reelect Lilian Fossum Biner as Director	No	For	For	For	For
Alfa Laval AB	13.2	Reelect Maria Moraeus Hanssen as Director	No	For	For	For	For
Alfa Laval AB	13.3	Reelect Dennis Jonsson as Director	No	For	For	For	For
Alfa Laval AB	13.4	Reelect Henrik Lange as Director	No	For	For	For	For
Alfa Laval AB	13.5	Reelect Ray Mauritsson as Director	No	For	For	For	For
Alfa Laval AB	13.6	Reelect Finn Rausing as Director	No	For	Against	Against	Against
Alfa Laval AB	13.7	Reelect Jorn Rausing as Director	No	For	For	For	For
Alfa Laval AB	13.8	Reelect Ulf Wiinberg as Director	No	For	For	For	For
Alfa Laval AB	13.9	Reelect Dennis Jonsson as Board Chair	No	For	For	For	For
Alfa Laval AB	13.1	Ratify Staffan Landen as Auditor	No	For	For	For	For
Alfa Laval AB	13.11	Ratify Karoline Tedevall as Auditor	No	For	For	For	For
Alfa Laval AB	13.12	Ratify Henrik Jonzen as Deputy Auditor	No	For	For	For	For
Alfa Laval AB	13.13	Ratify Andreas Mast as Deputy Auditor	No	For	For	For	For
Alfa Laval AB	14	Approve SEK 14.8 Million Reduction in Share Capital via Share Cancellation; Approve Capitalization of Reserves of SEK 14.8 Million for a Bonus Issue	No	For	For	For	For
Alfa Laval AB	15	Authorize Share Repurchase Program	No	For	For	For	For
Alfen NV	2.b	Approve Remuneration Report	No	For	For	For	For
Alfen NV	2.c	Adopt Financial Statements	No	For	For	For	For
Alfen NV	4.a	Approve Discharge of Management Board	No	For	For	For	For
Alfen NV	4.b	Approve Discharge of Supervisory Board	No	For	For	For	For
Alfen NV	5	Amend Remuneration Policy	No	For	For	For	For
Alfen NV	6.a	Reelect M. (Marco) Roeleveld to Management Board	No	For	For	For	For
Alfen NV	6.b	Reelect J. (Jeroen) van Rossen to Management Board	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Alfen NV	6.c	Elect M.K. (Michelle) Lesh to Management Board	No	For	For	For	For
Alfen NV	7	Reelect H. (Henk) Ten Hove to Supervisory Board	No	For	For	For	For
Alfen NV	8.a	Grant Board Authority to Issue Shares Up to 10 Percent of Issued Capital and Restrict/Exclude Preemptive Rights	No	For	For	For	For
Alfen NV	8.b	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Alfen NV	9	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	No	For	For	For	For
American Water Works Company, Inc.	1a	Elect Director Jeffrey N. Edwards	No	For	For	For	For
American Water Works Company, Inc.	1b	Elect Director Martha Clark Goss	No	For	For	For	For
American Water Works Company, Inc.	1c	Elect Director M. Susan Hardwick	No	For	For	For	For
American Water Works Company, Inc.	1d	Elect Director Kimberly J. Harris	No	For	For	For	For
American Water Works Company, Inc.	1e	Elect Director Julia L. Johnson	No	For	For	For	For
American Water Works Company, Inc.	1f	Elect Director Patricia L. Kampling	No	For	For	For	For
American Water Works Company, Inc.	1g	Elect Director Karl F. Kurz	No	For	For	For	For
American Water Works Company, Inc.	1h	Elect Director George MacKenzie	No	For	For	For	For
American Water Works Company, Inc.	1i	Elect Director James G. Stavridis	No	For	For	For	For
American Water Works Company, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
American Water Works Company, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
American Water Works Company, Inc.	5	Report on Third-Party Racial Equity Audit	No	Against	For	For	For
Andritz AG	2	Approve Allocation of Income and Dividends of EUR 1.65 per Share	No	For	For	For	For
Andritz AG	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For	For
Andritz AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	For	For
Andritz AG	5	Approve Remuneration of Supervisory Board Members	No	For	For	For	For
Andritz AG	6	Ratify KPMG Austria GmbH as Auditors for Fiscal Year 2022	No	For	For	For	For
Andritz AG	7	Elect Wolfgang Leitner as Supervisory Board Member	No	For	Against	Against	Against
Andritz AG	8	Approve Remuneration Report	No	For	For	For	For
Andritz AG	9	Amend Articles Re: Management Board Composition	No	For	For	For	For
AppHarvest, Inc.	1.1	Elect Director Jonathan Webb	No	For	For	For	For
AppHarvest, Inc.	1.2	Elect Director David Lee	No	For	For	For	For
AppHarvest, Inc.	1.3	Elect Director Kiran Bhatraju	No	For	Withhold	Withhold	Withhold
AppHarvest, Inc.	1.4	Elect Director Ciara A. Burnham	No	For	Withhold	Withhold	Withhold
AppHarvest, Inc.	1.5	Elect Director Greg Couch	No	For	Withhold	Withhold	Withhold
AppHarvest, Inc.	1.6	Elect Director Anna Mason	No	For	Withhold	Withhold	Withhold
AppHarvest, Inc.	1.7	Elect Director R. Geof Rochester	No	For	For	For	For
AppHarvest, Inc.	1.8	Elect Director Martha Stewart	No	For	Withhold	Withhold	Withhold
AppHarvest, Inc.	1.9	Elect Director Patrick Halfmann	No	For	For	For	For
AppHarvest, Inc.	1.1	Elect Director J. Kevin Willis	No	For	For	For	For
AppHarvest, Inc.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
AppHarvest, Inc.	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year
Aptiv Plc	1a	Elect Director Kevin P. Clark	No	For	For	For	For
Aptiv Plc	1b	Elect Director Richard L. Clemmer	No	For	For	For	For

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KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Aptiv Plc	1c	Elect Director Nancy E. Cooper	No	For	For	For	For
Aptiv Plc	1d	Elect Director Joseph L. Hooley	No	For	For	For	For
Aptiv Plc	1e	Elect Director Merit E. Janow	No	For	For	For	For
Aptiv Plc	1f	Elect Director Sean O. Mahoney	No	For	For	For	For
Aptiv Plc	1g	Elect Director Paul M. Meister	No	For	For	For	For
Aptiv Plc	1h	Elect Director Robert K. Ortberg	No	For	For	For	For
Aptiv Plc	1i	Elect Director Colin J. Parris	No	For	For	For	For
Aptiv Plc	1j	Elect Director Ana G. Pinczuk	No	For	For	For	For
Aptiv Plc	2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Aptiv Plc	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Archer-Daniels-Midland Company	1a	Elect Director Michael S. Burke	No	For	For	For	For
Archer-Daniels-Midland Company	1b	Elect Director Theodore Colbert	No	For	For	For	For
Archer-Daniels-Midland Company	1c	Elect Director Terrell K. Crews	No	For	For	For	For
Archer-Daniels-Midland Company	1d	Elect Director Donald E. Felsing	No	For	Against	Against	For
Archer-Daniels-Midland Company	1e	Elect Director Suzan F. Harrison	No	For	For	For	For
Archer-Daniels-Midland Company	1f	Elect Director Juan R. Luciano	No	For	Against	Against	For
Archer-Daniels-Midland Company	1g	Elect Director Patrick J. Moore	No	For	For	For	For
Archer-Daniels-Midland Company	1h	Elect Director Francisco J. Sanchez	No	For	For	For	For
Archer-Daniels-Midland Company	1i	Elect Director Debra A. Sandler	No	For	For	For	For
Archer-Daniels-Midland Company	1j	Elect Director Lei Z. Schlitz	No	For	For	For	For
Archer-Daniels-Midland Company	1k	Elect Director Kelvin R. Westbrook	No	For	For	For	For
Archer-Daniels-Midland Company	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Archer-Daniels-Midland Company	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Archer-Daniels-Midland Company	4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	No	Against	Against	Against	Against
Archer-Daniels-Midland Company	5	Report on Pesticide Use in the Company's Supply Chain	No	Against	For	For	For
Atlantica Sustainable Infrastructure plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	2	Approve Remuneration Report	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	3	Elect Director Michael Woollcombe	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	4	Elect Director Michael Forsayeth	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	5	Elect Director William Aziz	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	6	Elect Director Brenda Eprile	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	7	Elect Director Debora Del Favero	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	8	Elect Director Arun Banskota	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	9	Elect Director George Trisic	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	10	Elect Director Santiago Seage	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	11	Reappoint Ernst & Young LLP and Ernst & Young S.L. as Auditors	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	12	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	13	Authorise Issue of Equity	No	For	For	For	For
Atlantica Sustainable Infrastructure plc	14	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For

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### KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Atlantica Sustainable Infrastructure plc	15	Authorise Issue of Equity without Pre-emptive Rights (Additional Authority)	No	For	Against	Against	Against
BayWa AG	2	Approve Allocation of Income and Dividends of EUR 1.05 per Share	No	For	For	For	For
BayWa AG	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For	For
BayWa AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	For	For
BayWa AG	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022	No	For	For	For	For
BayWa AG	6	Approve Remuneration Report	No	For	Against	Against	Against
BayWa AG	7	Approve Remuneration of Supervisory Board	No	For	For	For	For
BayWa AG	8.1	Approve Affiliation Agreement with BayWa EEH GmbH	No	For	For	For	For
BayWa AG	8.2	Approve Affiliation Agreement with BayWa Global Produce GmbH	No	For	For	For	For
Beijing Enterprises Water Group Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Beijing Enterprises Water Group Limited	2	Approve Final Dividend	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a1	Elect Jiang Xinhao as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a2	Elect Zhou Min as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a3	Elect Li Li as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a4	Elect Wang Dianchang as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a5	Elect Zhang Gaobo as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a6	Elect Wang Kaijun as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3b	Authorize Board to Fix Remuneration of Directors	No	For	For	For	For
Beijing Enterprises Water Group Limited	4	Approve Ernst & Young as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Beijing Enterprises Water Group Limited	5	Authorize Repurchase of Issued Share Capital	No	For	For	For	For
Beijing Enterprises Water Group Limited	6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	Against
Beijing Enterprises Water Group Limited	7	Authorize Reissuance of Repurchased Shares	No	For	Against	Against	Against
BorgWarner Inc.	1A	Elect Director Sara A. Greenstein	No	For	For	For	For
BorgWarner Inc.	1B	Elect Director David S. Haffner	No	For	For	For	For
BorgWarner Inc.	1C	Elect Director Michael S. Hanley	No	For	For	For	For
BorgWarner Inc.	1D	Elect Director Frederic B. Lissalde	No	For	For	For	For
BorgWarner Inc.	1E	Elect Director Paul A. Mascarenas	No	For	For	For	For
BorgWarner Inc.	1F	Elect Director Shaun E. McAlmont	No	For	For	For	For
BorgWarner Inc.	1G	Elect Director Deborah D. McWhinney	No	For	For	For	For
BorgWarner Inc.	1H	Elect Director Alexis P. Michas	No	For	For	For	For
BorgWarner Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
BorgWarner Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
BorgWarner Inc.	4	Amend Right to Act by Written Consent	No	For	For	For	For
BorgWarner Inc.	5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	No	Against	For	For	For
Bunge Limited	1a	Elect Director Sheila Bair	No	For	For	For	For
Bunge Limited	1b	Elect Director Carol Browner	No	For	For	For	For
Bunge Limited	1c	Elect Director Paul Fribourg	No	For	For	For	For
Bunge Limited	1d	Elect Director J. Erik Fyrwald	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Bunge Limited	1e	Elect Director Gregory Heckman	No	For	For	For	For
Bunge Limited	1f	Elect Director Bernardo Hees	No	For	For	For	For
Bunge Limited	1g	Elect Director Kathleen Hyle	No	For	Against	Against	For
Bunge Limited	1h	Elect Director Michael Kobori	No	For	For	For	For
Bunge Limited	1i	Elect Director Kenneth Simril	No	For	For	For	For
Bunge Limited	1j	Elect Director Henry "Jay" Winship	No	For	For	For	For
Bunge Limited	1k	Elect Director Mark Zenuk	No	For	For	For	For
Bunge Limited	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Bunge Limited	3	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Bunge Limited	4	Eliminate Supermajority Vote Requirements	No	For	For	For	For
Bunge Limited	5	Provide Right to Act by Written Consent	No	Against	Against	Against	Against
CEVA, Inc.	1.1	Elect Director Bernadette Andrietti	No	For	For	For	For
CEVA, Inc.	1.2	Elect Director Eliyahu Ayalon	No	For	For	For	For
CEVA, Inc.	1.3	Elect Director Jaclyn Liu	No	For	For	For	For
CEVA, Inc.	1.4	Elect Director Maria Marced	No	For	For	For	For
CEVA, Inc.	1.5	Elect Director Peter McManamon	No	For	For	For	For
CEVA, Inc.	1.6	Elect Director Sven-Christer Nilsson	No	For	For	For	For
CEVA, Inc.	1.7	Elect Director Louis Silver	No	For	For	For	For
CEVA, Inc.	1.8	Elect Director Gideon Wertheizer	No	For	For	For	For
CEVA, Inc.	2	Amend Omnibus Stock Plan	No	For	For	For	For
CEVA, Inc.	3	Ratify Kost Forer Gabbay & Kasierer as Auditors	No	For	For	For	For
CEVA, Inc.	4	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
CF Industries Holdings, Inc.	1a	Elect Director Javed Ahmed	No	For	For	For	For
CF Industries Holdings, Inc.	1b	Elect Director Robert C. Arzbaeher	No	For	For	For	For
CF Industries Holdings, Inc.	1c	Elect Director Deborah L. DeHaas	No	For	For	For	For
CF Industries Holdings, Inc.	1d	Elect Director John W. Eaves	No	For	For	For	For
CF Industries Holdings, Inc.	1e	Elect Director Stephen J. Hagge	No	For	For	For	For
CF Industries Holdings, Inc.	1f	Elect Director Jesus Madrazo Yris	No	For	For	For	For
CF Industries Holdings, Inc.	1g	Elect Director Anne P. Noonan	No	For	For	For	For
CF Industries Holdings, Inc.	1h	Elect Director Michael J. Toelle	No	For	For	For	For
CF Industries Holdings, Inc.	1i	Elect Director Theresa E. Wagler	No	For	For	For	For
CF Industries Holdings, Inc.	1j	Elect Director Celso L. White	No	For	For	For	For
CF Industries Holdings, Inc.	1k	Elect Director W. Anthony Will	No	For	For	For	For
CF Industries Holdings, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
CF Industries Holdings, Inc.	3	Approve Omnibus Stock Plan	No	For	For	For	For
CF Industries Holdings, Inc.	4	Ratify KPMG LLP as Auditors	No	For	For	For	For
CF Industries Holdings, Inc.	5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	No	Against	For	For	For
California Water Service Group	1a	Elect Director Gregory E. Aliff	No	For	For	For	For
California Water Service Group	1b	Elect Director Terry P. Bayer	No	For	For	For	For



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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
California Water Service Group	1c	Elect Director Shelly M. Esque	No	For	For	For	For
California Water Service Group	1d	Elect Director Martin A. Kropelnicki	No	For	For	For	For
California Water Service Group	1e	Elect Director Thomas M. Krummel	No	For	For	For	For
California Water Service Group	1f	Elect Director Richard P. Magnuson	No	For	For	For	For
California Water Service Group	1g	Elect Director Yvonne (Bonnie) A. Maldonado	No	For	For	For	For
California Water Service Group	1h	Elect Director Scott L. Morris	No	For	For	For	For
California Water Service Group	1i	Elect Director Peter C. Nelson	No	For	For	For	For
California Water Service Group	1j	Elect Director Carol M. Pottenger	No	For	For	For	For
California Water Service Group	1k	Elect Director Lester A. Snow	No	For	For	For	For
California Water Service Group	1l	Elect Director Patricia K. Wagner	No	For	For	For	For
California Water Service Group	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
California Water Service Group	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
California Water Service Group	4	Increase Authorized Common Stock	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	1	Elect Ye Heyun as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	2	Amend Articles of Association	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	1	Approve Work Report of the Board of Directors	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	2	Approve Work Report of the Supervisory Committee	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	3	Approve Independent Auditor's Report and Audited Financial Report	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	4	Approve Final Financial Report	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	5	Approve Financial Budget Plan	No	For	Against	Against	Against
China Datang Corporation Renewable Power Co., Limited	6	Approve Profit Distribution Plan	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	7	Approve Report on Operation and Investment Plan	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	8.1	Elect Liu Guangming as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	8.2	Elect Liu Jianlong as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	8.3	Elect Wang Qiying as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	8.4	Elect Yu Fengwu as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	8.5	Elect Ye Heyun as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	8.6	Elect Kuang Lelin as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	8.7	Elect Lo Mun Lam, Raymond as Director	No	For	Against	Against	For
China Datang Corporation Renewable Power Co., Limited	8.8	Elect Yu Shunkun as Director	No	For	For	For	For

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KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
China Datang Corporation Renewable Power Co., Limited	8.9	Elect Qin Haiyan as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	9.1	Elect Liu Liming as Supervisor	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	9.2	Elect Ding Yu as Supervisor	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	10	Approve Da Hua Certified Public Accountants (Special General Partnership) and Moore Stephens CPA Limited as Domestic and Overseas Auditors, Respectively, and Authorize Board to Fix Their Remuneration	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	11	Approve Financing Plan	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	12	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	Against
China Everbright Environment Group Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
China Everbright Environment Group Limited	2	Approve Final Dividend	No	For	For	For	For
China Everbright Environment Group Limited	3.1	Elect Wang Tianyi as Director	No	For	For	For	For
China Everbright Environment Group Limited	3.2	Elect Luan Zusheng as Director	No	For	For	For	For
China Everbright Environment Group Limited	3.3	Elect An Xuesong as Director	No	For	For	For	For
China Everbright Environment Group Limited	3.4	Elect Suo Xuquan as Director	No	For	For	For	For
China Everbright Environment Group Limited	3.5	Elect Li Shuk Yin, Edwina as Director	No	For	For	For	For
China Everbright Environment Group Limited	3.6	Authorize Board to Fix the Remuneration of the Directors	No	For	For	For	For
China Everbright Environment Group Limited	4	Approve Ernst & Young as Auditor and Authorize Board to Fix Their Remuneration	No	For	For	For	For
China Everbright Environment Group Limited	5.1	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	Against
China Everbright Environment Group Limited	5.2	Authorize Repurchase of Issued Share Capital	No	For	For	For	For
China Everbright Environment Group Limited	5.3	Authorize Reissuance of Repurchased Shares	No	For	Against	Against	Against
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	2	Approve Allocation of Income and Dividends	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	3	Fix Number of Directors at 11	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	4	Elect Directors	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	5	Fix Number of Fiscal Council Members at Five	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	6	Elect Fiscal Council Members	No	For	Abstain	Abstain	Abstain
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	7	Approve Remuneration of Company's Management, Audit Committee, and Fiscal Council	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	1	Elect Eduardo de Freitas Teixeira, Francisco Vidal Luna, and Wilson Newton de Mello as Audit Committee Members	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	2	Amend Articles 9, 14, and 20	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	3	Consolidate Bylaws	No	For	For	For	For

# B.1.a

KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Companhia de Saneamento de Minas Gerais	1	Approve the Establishment of an Administrative Bidding Process Regarding the Provision of Services for the Implementation and Operation of an Integrated Customer 360 Solution	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Approve Remuneration of Company's Management and Fiscal Council	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	No	For	Against	Against	Against
Companhia de Saneamento de Minas Gerais	2	Approve Allocation of Income and Dividends	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	3	Approve the Investment Program of the Company and Its Subsidiary COPANOR	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	4	Fix Number of Directors at Seven	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	5	Fix Number of Fiscal Council Members at Five	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	6	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	7	Elect Directors	No	For	Against	Against	Against
Companhia de Saneamento de Minas Gerais	8	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	No	None	Against	Against	Against
Companhia de Saneamento de Minas Gerais	9	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.1	Percentage of Votes to Be Assigned - Elect Andre Macedo Faco as Independent Director	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.2	Percentage of Votes to Be Assigned - Elect Helio Marcos Coutinho Beltrao as Independent Director	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.3	Percentage of Votes to Be Assigned - Elect Joel Musman as Independent Director	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.4	Percentage of Votes to Be Assigned - Elect Hamilton Amadeo as Independent Director	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.5	Percentage of Votes to Be Assigned - Elect Welerson Cavalieri as Independent Director	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.6	Percentage of Votes to Be Assigned - Elect Robson Guedes Campos as Director (Employee Representative)	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	10.7	Percentage of Votes to Be Assigned - Elect Marcelo Souza Monteiro as Independent Director Appointed by Minority Shareholder	No	None	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	11	Elect Marcelo Souza Monteiro as Director Appointed by Minority Shareholder	No	None	For	For	For
Companhia de Saneamento de Minas Gerais	12	In Case Neither Class of Shares Reaches the Minimum Quorum Required by the Brazilian Corporate Law to Elect a Board Representative in Separate Elections, Would You Like to Use Your Votes to Elect the Candidate with More Votes to Represent Both Classes?	No	None	For	For	For
Companhia de Saneamento de Minas Gerais	13	Elect Fiscal Council Members	No	For	Abstain	Abstain	Abstain
Companhia de Saneamento de Minas Gerais	14	In Case One of the Nominees Leaves the Fiscal Council Slate Due to a Separate Minority Election, as Allowed Under Articles 161 and 240 of the Brazilian Corporate Law, May Your Votes Still Be Counted for the Proposed Slate?	No	None	Against	Against	Against
Companhia de Saneamento de Minas Gerais	15	Elect Sergio Tuffy Sayeg as Fiscal Council Member and Eduardo Georges Chehab as Alternate Appointed by Minority Shareholder	No	None	For	For	For
Consolidated Water Co. Ltd.	1.1	Elect Director Linda Beidler-D'Aguilar	No	For	For	For	For
Consolidated Water Co. Ltd.	1.2	Elect Director Brian E. Butler	No	For	For	For	For
Consolidated Water Co. Ltd.	2	Adopt Amendments to the Memorandum	No	For	For	For	For
Consolidated Water Co. Ltd.	3	Adopt Amendments to the Articles	No	For	For	For	For

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KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Consolidated Water Co. Ltd.	4	Declassify the Board of Directors	No	For	For	For	For
Consolidated Water Co. Ltd.	5	Approve the Amended and Restated Memorandum of Association and Amended and Restated Articles of Association	No	For	For	For	For
Consolidated Water Co. Ltd.	6	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Consolidated Water Co. Ltd.	7	Approve Marcum LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Costain Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Costain Group Plc	2	Approve Remuneration Report	No	For	For	For	For
Costain Group Plc	3	Re-elect Paul Golby as Director	No	For	For	For	For
Costain Group Plc	4	Re-elect Alex Vaughan as Director	No	For	For	For	For
Costain Group Plc	5	Re-elect Helen Willis as Director	No	For	For	For	For
Costain Group Plc	6	Re-elect Bishoy Azmy as Director	No	For	For	For	For
Costain Group Plc	7	Elect Neil Crockett as Director	No	For	For	For	For
Costain Group Plc	8	Re-elect Jacqueline de Rojas as Director	No	For	For	For	For
Costain Group Plc	9	Re-elect Tony Quinlan as Director	No	For	For	For	For
Costain Group Plc	10	Elect Fiona MacAulay as Director	No	For	For	For	For
Costain Group Plc	11	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Costain Group Plc	12	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Costain Group Plc	13	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Costain Group Plc	14	Authorise Issue of Equity	No	For	For	For	For
Costain Group Plc	15	Approve Scrip Dividend Scheme	No	For	For	For	For
Costain Group Plc	16	Approve Sharesave Plan	No	For	For	For	For
Costain Group Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Costain Group Plc	18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Costain Group Plc	19	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Costain Group Plc	20	Adopt New Articles of Association	No	For	For	For	For
Costain Group Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Coway Co., Ltd.	1	Approve Financial Statements and Appropriation of Income	No	For	For	For	For
Coway Co., Ltd.	2	Amend Articles of Incorporation	No	For	For	For	For
Coway Co., Ltd.	3	Elect Lee Gil-yeon as Outside Director	No	For	For	For	For
Coway Co., Ltd.	4	Approve Total Remuneration of Inside Directors and Outside Directors	No	For	For	For	For
DIRTT Environmental Solutions Ltd.	1.1	Elect Director Charlie Chiappone	No	For	Do Not Vote	Do Not Vote	Do Not Vote
DIRTT Environmental Solutions Ltd.	1.2	Elect Director Michael T. Ford	No	For	Do Not Vote	Do Not Vote	Do Not Vote
DIRTT Environmental Solutions Ltd.	1.3	Elect Director Denise E. Karkkainen	No	For	Do Not Vote	Do Not Vote	Do Not Vote
DIRTT Environmental Solutions Ltd.	1.4	Elect Director Shauna R. King	No	For	Do Not Vote	Do Not Vote	Do Not Vote
DIRTT Environmental Solutions Ltd.	1.5	Elect Director Todd W. Lillibridge	No	For	Do Not Vote	Do Not Vote	Do Not Vote
DIRTT Environmental Solutions Ltd.	1.6	Elect Director James (Jim) A. Lynch	No	For	Do Not Vote	Do Not Vote	Do Not Vote
DIRTT Environmental Solutions Ltd.	1.7	Elect Director Diana R. Rhoten	No	For	Do Not Vote	Do Not Vote	Do Not Vote
DIRTT Environmental Solutions Ltd.	2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	Do Not Vote	Do Not Vote	Do Not Vote
DIRTT Environmental Solutions Ltd.	3	Change Company Name to DIRTT Inc.	No	For	Do Not Vote	Do Not Vote	Do Not Vote

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
DIRTT Environmental Solutions Ltd.	4	Approve Qualified Employee Stock Purchase Plan	No	For	Do Not Vote	Do Not Vote	Do Not Vote
DIRTT Environmental Solutions Ltd.	5	Approve Shareholder Rights Plan	No	For	Do Not Vote	Do Not Vote	Do Not Vote
DIRTT Environmental Solutions Ltd.	1a	Elect Director Aron R. English	No	For	For	For	For
DIRTT Environmental Solutions Ltd.	1b	Elect Director Cory J. Mitchell	No	For	Withhold	For	Withhold
DIRTT Environmental Solutions Ltd.	1c	Elect Director Douglas A. Edwards	No	For	Withhold	For	Withhold
DIRTT Environmental Solutions Ltd.	1d	Elect Director Mary Garden	No	For	For	For	For
DIRTT Environmental Solutions Ltd.	1e	Elect Director Scott L. Robinson	No	For	Withhold	For	Withhold
DIRTT Environmental Solutions Ltd.	1f	Elect Director Scott C. Ryan	No	For	Withhold	For	Withhold
DIRTT Environmental Solutions Ltd.	1g	Elect Director Kenneth D. Sanders	No	For	For	For	For
DIRTT Environmental Solutions Ltd.	2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	No	None	For	For	For
DIRTT Environmental Solutions Ltd.	3	Change Company Name to DIRTT Inc.	No	Against	For	For	For
DIRTT Environmental Solutions Ltd.	4	Approve Qualified Employee Stock Purchase Plan	No	None	For	For	For
DIRTT Environmental Solutions Ltd.	5	Approve Shareholder Rights Plan	No	Against	For	For	For
Danaher Corporation	1a	Elect Director Rainer M. Blair	No	For	For	For	For
Danaher Corporation	1b	Elect Director Linda Filler	No	For	For	For	For
Danaher Corporation	1c	Elect Director Teri List	No	For	Against	Against	Against
Danaher Corporation	1d	Elect Director Walter G. Lohr, Jr.	No	For	Against	Against	Against
Danaher Corporation	1e	Elect Director Jessica L. Mega	No	For	For	For	For
Danaher Corporation	1f	Elect Director Mitchell P. Rales	No	For	For	For	For
Danaher Corporation	1g	Elect Director Steven M. Rales	No	For	For	For	For
Danaher Corporation	1h	Elect Director Pardis C. Sabeti	No	For	For	For	For
Danaher Corporation	1i	Elect Director A. Shane Sanders	No	For	Against	Against	Against
Danaher Corporation	1j	Elect Director John T. Schwieters	No	For	Against	Against	Against
Danaher Corporation	1k	Elect Director Alan G. Spoon	No	For	For	For	For
Danaher Corporation	1l	Elect Director Raymond C. Stevens	No	For	For	For	For
Danaher Corporation	1m	Elect Director Elias A. Zerhouni	No	For	For	For	For
Danaher Corporation	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Danaher Corporation	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Danaher Corporation	4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	No	Against	For	For	For
Deere & Company	1a	Elect Director Leanne G. Caret	No	For	For	For	For
Deere & Company	1b	Elect Director Tamra A. Erwin	No	For	For	For	For
Deere & Company	1c	Elect Director Alan C. Heuberger	No	For	For	For	For
Deere & Company	1d	Elect Director Charles O. Holliday, Jr.	No	For	For	For	For
Deere & Company	1e	Elect Director Michael O. Johanns	No	For	For	For	For
Deere & Company	1f	Elect Director Clayton M. Jones	No	For	For	For	For
Deere & Company	1g	Elect Director John C. May	No	For	For	For	For
Deere & Company	1h	Elect Director Gregory R. Page	No	For	For	For	For
Deere & Company	1i	Elect Director Sherry M. Smith	No	For	For	For	For
Deere & Company	1j	Elect Director Dmitri L. Stockton	No	For	For	For	For



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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Deere & Company	1k	Elect Director Sheila G. Talton	No	For	For	For	For
Deere & Company	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Deere & Company	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Deere & Company	4	Approve Non-Employee Director Restricted Stock Plan	No	For	For	For	For
Deere & Company	5	Amend Governing Documents Regarding Requirements to Call for a Special Meeting	No	Against	Against	Against	Against
Eaton Corporation plc	1a	Elect Director Craig Arnold	No	For	For	For	For
Eaton Corporation plc	1b	Elect Director Christopher M. Connor	No	For	For	For	For
Eaton Corporation plc	1c	Elect Director Olivier Leonetti	No	For	For	For	For
Eaton Corporation plc	1d	Elect Director Deborah L. McCoy	No	For	For	For	For
Eaton Corporation plc	1e	Elect Director Silvio Napoli	No	For	For	For	For
Eaton Corporation plc	1f	Elect Director Gregory R. Page	No	For	For	For	For
Eaton Corporation plc	1g	Elect Director Sandra Pianalto	No	For	For	For	For
Eaton Corporation plc	1h	Elect Director Robert V. Pragada	No	For	For	For	For
Eaton Corporation plc	1i	Elect Director Lori J. Ryerkerk	No	For	For	For	For
Eaton Corporation plc	1j	Elect Director Gerald B. Smith	No	For	For	For	For
Eaton Corporation plc	1k	Elect Director Dorothy C. Thompson	No	For	For	For	For
Eaton Corporation plc	1l	Elect Director Darryl L. Wilson	No	For	For	For	For
Eaton Corporation plc	2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Eaton Corporation plc	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Eaton Corporation plc	4	Authorize Issue of Equity with Pre-emptive Rights	No	For	For	For	For
Eaton Corporation plc	5	Authorize Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Eaton Corporation plc	6	Authorize Share Repurchase of Issued Share Capital	No	For	For	For	For
Eaton Corporation plc	7	Approve Capitalization and Related Capital Reduction to Create Distributable Reserves	No	For	For	For	For
Ecolab Inc.	1a	Elect Director Shari L. Ballard	No	For	For	For	For
Ecolab Inc.	1b	Elect Director Barbara J. Beck	No	For	For	For	For
Ecolab Inc.	1c	Elect Director Christophe Beck	No	For	For	For	For
Ecolab Inc.	1d	Elect Director Jeffrey M. Ettinger	No	For	For	For	For
Ecolab Inc.	1e	Elect Director Arthur J. Higgins	No	For	For	For	For
Ecolab Inc.	1f	Elect Director Michael Larson	No	For	For	For	For
Ecolab Inc.	1g	Elect Director David W. MacLennan	No	For	For	For	For
Ecolab Inc.	1h	Elect Director Tracy B. McKibben	No	For	For	For	For
Ecolab Inc.	1i	Elect Director Lionel L. Nowell, III	No	For	For	For	For
Ecolab Inc.	1j	Elect Director Victoria J. Reich	No	For	For	For	For
Ecolab Inc.	1k	Elect Director Suzanne M. Vautrinot	No	For	For	For	For
Ecolab Inc.	1l	Elect Director John J. Zillmer	No	For	For	For	For
Ecolab Inc.	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Ecolab Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Ecolab Inc.	4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	No	Against	Against	Against	Against

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Enel SpA	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Enel SpA	2	Approve Allocation of Income	No	For	For	For	For
Enel SpA	3	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	For	For	For
Enel SpA	4.1	Slate 1 Submitted by Ministry of the Economy and Finance	No	None	For	For	For
Enel SpA	4.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	No	None	Against	Against	Against
Enel SpA	5	Approve Internal Statutory Auditors' Remuneration	No	None	For	For	For
Enel SpA	6	Approve Long Term Incentive Plan	No	For	For	For	For
Enel SpA	7.1	Approve Remuneration Policy	No	For	For	For	For
Enel SpA	7.2	Approve Second Section of the Remuneration Report	No	For	For	For	For
Enel SpA	A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	No	None	Against	Against	Against
Enphase Energy, Inc.	1.1	Elect Director Steven J. Gomo	No	For	For	For	For
Enphase Energy, Inc.	1.2	Elect Director Thurman John "T.J." Rodgers	No	For	For	For	For
Enphase Energy, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	Against	Against	Against
Enphase Energy, Inc.	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Essential Utilities, Inc.	1.1	Elect Director Elizabeth B. Amato	No	For	For	For	For
Essential Utilities, Inc.	1.2	Elect Director David A. Ciesinski	No	For	For	For	For
Essential Utilities, Inc.	1.3	Elect Director Christopher H. Franklin	No	For	For	For	For
Essential Utilities, Inc.	1.4	Elect Director Daniel J. Hilferty	No	For	For	For	For
Essential Utilities, Inc.	1.5	Elect Director Edwina Kelly	No	For	For	For	For
Essential Utilities, Inc.	1.6	Elect Director Ellen T. Ruff	No	For	For	For	For
Essential Utilities, Inc.	1.7	Elect Director Lee C. Stewart	No	For	For	For	For
Essential Utilities, Inc.	1.8	Elect Director Christopher C. Womack	No	For	For	For	For
Essential Utilities, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Essential Utilities, Inc.	3	Ratify the Amendment to the Bylaws to Require Shareholder Disclosure of Certain Derivative Securities Holdings	No	For	For	For	For
Essential Utilities, Inc.	4	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Evoqua Water Technologies Corp.	1.1	Elect Director Harbhajan (Nick) Bhambri	No	For	Withhold	Withhold	Withhold
Evoqua Water Technologies Corp.	1.2	Elect Director Sherrese Clarke Soares	No	For	For	For	For
Evoqua Water Technologies Corp.	1.3	Elect Director Lynn C. Swann	No	For	Withhold	Withhold	Withhold
Evoqua Water Technologies Corp.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Evoqua Water Technologies Corp.	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
FMC Corporation	1a	Elect Director Pierre Brondeau	No	For	For	For	For
FMC Corporation	1b	Elect Director Eduardo E. Cordeiro	No	For	For	For	For
FMC Corporation	1c	Elect Director Carol Anthony ("John") Davidson	No	For	For	For	For
FMC Corporation	1d	Elect Director Mark Douglas	No	For	For	For	For
FMC Corporation	1e	Elect Director Kathy L. Fortmann	No	For	For	For	For
FMC Corporation	1f	Elect Director C. Scott Greer	No	For	For	For	For
FMC Corporation	1g	Elect Director K'Lynne Johnson	No	For	For	For	For
FMC Corporation	1h	Elect Director Dirk A. Kempthorne	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
FMC Corporation	1i	Elect Director Paul J. Norris	No	For	For	For	For
FMC Corporation	1j	Elect Director Margareth Ovrum	No	For	For	For	For
FMC Corporation	1k	Elect Director Robert C. Pallash	No	For	For	For	For
FMC Corporation	1l	Elect Director Vincent R. Volpe, Jr.	No	For	For	For	For
FMC Corporation	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
FMC Corporation	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Farmers Edge Inc.	1.1	Elect Director R. William McFarland	No	For	For	For	For
Farmers Edge Inc.	1.2	Elect Director Wade Barnes	No	For	For	For	For
Farmers Edge Inc.	1.3	Elect Director Steven Mills	No	For	For	For	For
Farmers Edge Inc.	1.4	Elect Director James Borel	No	For	Withhold	Withhold	For
Farmers Edge Inc.	1.5	Elect Director Quinn McLean	No	For	For	For	For
Farmers Edge Inc.	1.6	Elect Director Natacha Mainville	No	For	For	For	For
Farmers Edge Inc.	2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Farmers Edge Inc.	3	Approve Continuance of Company [MCA to CBCA]	No	For	Against	Against	Against
Ferguson Plc	1	Approve Transfer of the Company's Category of Listing from a Premium Listing to a Standard Listing	No	For	For	For	For
First Solar, Inc.	1.1	Elect Director Michael J. Ahearn	No	For	For	For	For
First Solar, Inc.	1.2	Elect Director Richard D. Chapman	No	For	For	For	For
First Solar, Inc.	1.3	Elect Director Anita Marangoly George	No	For	For	For	For
First Solar, Inc.	1.4	Elect Director George A. (Chip) Hambro	No	For	For	For	For
First Solar, Inc.	1.5	Elect Director Molly E. Joseph	No	For	For	For	For
First Solar, Inc.	1.6	Elect Director Craig Kennedy	No	For	For	For	For
First Solar, Inc.	1.7	Elect Director Lisa A. Kro	No	For	For	For	For
First Solar, Inc.	1.8	Elect Director William J. Post	No	For	For	For	For
First Solar, Inc.	1.9	Elect Director Paul H. Stebbins	No	For	For	For	For
First Solar, Inc.	1.1	Elect Director Michael T. Sweeney	No	For	For	For	For
First Solar, Inc.	1.11	Elect Director Mark R. Widmar	No	For	For	For	For
First Solar, Inc.	1.12	Elect Director Norman L. Wright	No	For	For	For	For
First Solar, Inc.	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Fortune Brands Home & Security, Inc.	1a	Elect Director Susan S. Kilsby	No	For	For	For	For
Fortune Brands Home & Security, Inc.	1b	Elect Director Amit Banati	No	For	For	For	For
Fortune Brands Home & Security, Inc.	1c	Elect Director Irial Finan	No	For	For	For	For
Fortune Brands Home & Security, Inc.	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Fortune Brands Home & Security, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Fortune Brands Home & Security, Inc.	4	Approve Omnibus Stock Plan	No	For	For	For	For
Friedrich Vorwerk Group SE	2	Approve Allocation of Income and Dividends of EUR 0.20 per Share	No	For	For	For	For
Friedrich Vorwerk Group SE	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For	For
Friedrich Vorwerk Group SE	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	For	For
Friedrich Vorwerk Group SE	5	Ratify RSM GmbH as Auditors for Fiscal Year 2022	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Friedrich Vorwerk Group SE	6	Approve Remuneration Policy	No	For	Against	Against	Against
Friedrich Vorwerk Group SE	7	Approve Remuneration Report	No	For	Against	Against	Against
Friedrich Vorwerk Group SE	8	Approve Remuneration of Supervisory Board	No	For	For	For	For
Gladstone Land Corporation	1.1	Elect Director Terry L. Brubaker	No	For	For	For	For
Gladstone Land Corporation	1.2	Elect Director Walter H. Wilkinson, Jr.	No	For	Withhold	Withhold	Withhold
Gladstone Land Corporation	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Greencoat Renewables PLC	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Greencoat Renewables PLC	2a	Re-elect Ronan Murphy as Director	No	For	For	For	For
Greencoat Renewables PLC	2b	Re-elect Emer Gilvarry as Director	No	For	For	For	For
Greencoat Renewables PLC	2c	Re-elect Kevin McNamara as Director	No	For	For	For	For
Greencoat Renewables PLC	2d	Re-elect Marco Graziano as Director	No	For	Against	Against	For
Greencoat Renewables PLC	3	Ratify BDO as Auditors	No	For	For	For	For
Greencoat Renewables PLC	4	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Greencoat Renewables PLC	5	Authorise Issue of Equity	No	For	For	For	For
Greencoat Renewables PLC	6	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Greencoat Renewables PLC	7	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Greencoat Renewables PLC	8	Determine the Price Range at which Treasury Shares may be Re-issued Off-Market	No	For	For	For	For
Guangdong Investment Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Guangdong Investment Limited	2	Approve Final Dividend	No	For	For	For	For
Guangdong Investment Limited	3.1	Elect Lin Tiejun as Director	No	For	For	For	For
Guangdong Investment Limited	3.2	Elect Tsang Hon Nam as Director	No	For	For	For	For
Guangdong Investment Limited	3.3	Elect Cai Yong as Director	No	For	For	For	For
Guangdong Investment Limited	3.4	Authorize Board to Fix Remuneration of Directors	No	For	For	For	For
Guangdong Investment Limited	4	Approve KPMG as Auditor and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Guangdong Investment Limited	5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	Against
Guangdong Investment Limited	6	Authorize Repurchase of Issued Share Capital	No	For	For	For	For
ICL Group Ltd.	1	Elect Dafna Gruber as External Director	No	For	For	For	For
ICL Group Ltd.	A	Vote FOR if you are a controlling shareholder or have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	No	None	Against	Against	Against
ICL Group Ltd.	B1	If you are an Interest Holder as defined in Section 1 of the Securities Law, 1968, vote FOR. Otherwise, vote against.	No	None	Against	Against	Against
ICL Group Ltd.	B2	If you are a Senior Officer as defined in Section 37(D) of the Securities Law, 1968, vote FOR. Otherwise, vote against.	No	None	Against	Against	Against
ICL Group Ltd.	B3	If you are an Institutional Investor as defined in Regulation 1 of the Supervision Financial Services Regulations 2009 or a Manager of a Joint Investment Trust Fund as defined in the Joint Investment Trust Law, 1994, vote FOR. Otherwise, vote against.	No	None	Against	Against	Against
ICL Group Ltd.	1.1	Reelect Yoav Doppelt as Director	No	For	For	For	For
ICL Group Ltd.	1.2	Reelect Aviad Kaufman as Director	No	For	For	For	For

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### KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
ICL Group Ltd.	1.3	Reelect Avisar Paz as Director	No	For	For	For	For
ICL Group Ltd.	1.4	Reelect Sagi Kabla as Director	No	For	For	For	For
ICL Group Ltd.	1.5	Reelect Ovadia Eli as Director	No	For	For	For	For
ICL Group Ltd.	1.6	Reelect Reem Aminoach as Director	No	For	For	For	For
ICL Group Ltd.	1.7	Reelect Lior Reitblatt as Director	No	For	For	For	For
ICL Group Ltd.	1.8	Reelect Tzipi Ozer as Director	No	For	For	For	For
ICL Group Ltd.	1.9	Reelect Gadi Lesin as Director	No	For	For	For	For
ICL Group Ltd.	2	Reappoint Somekh Chaikin (KPMG) as Auditors	No	For	For	For	For
ICL Group Ltd.	3	Approve New Compensation Policy for the Directors and Officers of the Company	No	For	For	For	For
ICL Group Ltd.	4	Approve Amended Compensation Terms of Yoav Doppelt, Chairman (Subject to the Approval of Items #1.1 and #3)	No	For	For	For	For
ICL Group Ltd.	5	Approve Grant of Options to Yoav Doppelt, Chairman (Subject to the Approval of Item #1.1)	No	For	For	For	For
ICL Group Ltd.	6	Approve Grant of Options to Raviv Zoller, President and CEO	No	For	For	For	For
ICL Group Ltd.	A	Vote FOR if you are a controlling shareholder or have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	No	None	Against	Against	Against
ICL Group Ltd.	B1	If you are an Interest Holder as defined in Section 1 of the Securities Law, 1968, vote FOR. Otherwise, vote against.	No	None	Against	Against	Against
ICL Group Ltd.	B2	If you are a Senior Officer as defined in Section 37(D) of the Securities Law, 1968, vote FOR. Otherwise, vote against.	No	None	Against	Against	Against
ICL Group Ltd.	B3	If you are an Institutional Investor as defined in Regulation 1 of the Supervision Financial Services Regulations 2009 or a Manager of a Joint Investment Trust Fund as defined in the Joint Investment Trust Law, 1994, vote FOR. Otherwise, vote against.	No	None	Against	Against	Against
IDEX Corporation	1a	Elect Director Livingston L. Satterthwaite	No	For	For	For	For
IDEX Corporation	1b	Elect Director David C. Parry	No	For	For	For	For
IDEX Corporation	1c	Elect Director Eric D. Ashleman	No	For	For	For	For
IDEX Corporation	1d	Elect Director L. Paris Watts-Stanfield	No	For	For	For	For
IDEX Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
IDEX Corporation	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Iberdrola SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For	For	For
Iberdrola SA	2	Approve Consolidated and Standalone Management Reports	No	For	For	For	For
Iberdrola SA	3	Approve Non-Financial Information Statement	No	For	For	For	For
Iberdrola SA	4	Approve Discharge of Board	No	For	For	For	For
Iberdrola SA	5	Renew Appointment of KPMG Auditores as Auditor	No	For	For	For	For
Iberdrola SA	6	Amend Preamble and Article 7 Re: Company's Purpose, Values and Social Dividend	No	For	For	For	For
Iberdrola SA	7	Amend Article 16 Re: Engagement Dividend	No	For	For	For	For
Iberdrola SA	8	Amend Article 11 of General Meeting Regulations Re: Engagement Dividend	No	For	For	For	For
Iberdrola SA	9	Approve Engagement Dividend	No	For	For	For	For
Iberdrola SA	10	Approve Allocation of Income and Dividends	No	For	For	For	For



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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Iberdrola SA	11	Approve Scrip Dividends	No	For	For	For	For
Iberdrola SA	12	Approve Scrip Dividends	No	For	For	For	For
Iberdrola SA	13	Approve Reduction in Share Capital via Amortization of Treasury Shares	No	For	For	For	For
Iberdrola SA	14	Advisory Vote on Remuneration Report	No	For	For	For	For
Iberdrola SA	15	Reelect Anthony L. Gardner as Director	No	For	For	For	For
Iberdrola SA	16	Ratify Appointment of and Elect Maria Angeles Alcala Diaz as Director	No	For	For	For	For
Iberdrola SA	17	Ratify Appointment of and Elect Isabel Garcia Tejerina as Director	No	For	For	For	For
Iberdrola SA	18	Fix Number of Directors at 14	No	For	For	For	For
Iberdrola SA	19	Authorize Share Repurchase Program	No	For	For	For	For
Iberdrola SA	20	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	For
Ittron, Inc.	1a	Elect Director Lynda L. Ziegler	No	For	For	For	For
Ittron, Inc.	1b	Elect Director Diana D. Tremblay	No	For	For	For	For
Ittron, Inc.	1c	Elect Director Santiago Perez	No	For	For	For	For
Ittron, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Ittron, Inc.	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Johnson Controls International plc	1a	Elect Director Jean Blackwell	No	For	For	For	For
Johnson Controls International plc	1b	Elect Director Pierre Cohade	No	For	For	For	For
Johnson Controls International plc	1c	Elect Director Michael E. Daniels	No	For	For	For	For
Johnson Controls International plc	1d	Elect Director W. Roy Dunbar	No	For	For	For	For
Johnson Controls International plc	1e	Elect Director Gretchen R. Haggerty	No	For	For	For	For
Johnson Controls International plc	1f	Elect Director Simone Menne	No	For	For	For	For
Johnson Controls International plc	1g	Elect Director George R. Oliver	No	For	For	For	For
Johnson Controls International plc	1h	Elect Director Jurgen Tinggren	No	For	For	For	For
Johnson Controls International plc	1i	Elect Director Mark Vergnano	No	For	For	For	For
Johnson Controls International plc	1j	Elect Director R. David Yost	No	For	For	For	For
Johnson Controls International plc	1k	Elect Director John D. Young	No	For	For	For	For
Johnson Controls International plc	2a	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Johnson Controls International plc	2b	Authorize Board to Fix Remuneration of Auditors	No	For	For	For	For
Johnson Controls International plc	3	Authorize Market Purchases of Company Shares	No	For	For	For	For
Johnson Controls International plc	4	Determine Price Range for Reissuance of Treasury Shares	No	For	For	For	For
Johnson Controls International plc	5	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Johnson Controls International plc	6	Approve the Directors' Authority to Allot Shares	No	For	For	For	For
Johnson Controls International plc	7	Approve the Disapplication of Statutory Pre-Emption Rights	No	For	For	For	For
K+S AG	2	Approve Allocation of Income and Dividends of EUR 0.20 per Share	No	For	For	For	For
K+S AG	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For	For
K+S AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	For	For
K+S AG	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022	No	For	For	For	For
K+S AG	6	Elect Thomas Koelbl to the Supervisory Board	No	For	For	For	For
K+S AG	7	Approve Remuneration Report	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Kerry Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Kerry Group Plc	2	Approve Final Dividend	No	For	For	For	For
Kerry Group Plc	3a	Elect Fiona Dawson as Director	No	For	For	For	For
Kerry Group Plc	3b	Elect Michael Kerr as Director	No	For	For	For	For
Kerry Group Plc	4a	Re-elect Gerry Behan as Director	No	For	For	For	For
Kerry Group Plc	4b	Re-elect Dr Hugh Brady as Director	No	For	For	For	For
Kerry Group Plc	4c	Re-elect Dr Karin Dorrepaal as Director	No	For	For	For	For
Kerry Group Plc	4d	Re-elect Emer Gilvarry as Director	No	For	For	For	For
Kerry Group Plc	4e	Re-elect Marguerite Larkin as Director	No	For	For	For	For
Kerry Group Plc	4f	Re-elect Tom Moran as Director	No	For	For	For	For
Kerry Group Plc	4g	Re-elect Christopher Rogers as Director	No	For	For	For	For
Kerry Group Plc	4h	Re-elect Edmond Scanlon as Director	No	For	For	For	For
Kerry Group Plc	4i	Re-elect Jinlong Wang as Director	No	For	For	For	For
Kerry Group Plc	5	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Kerry Group Plc	6	Approve Increase in the Limit for Non-executive Directors' Fees	No	For	For	For	For
Kerry Group Plc	7	Approve Remuneration Report	No	For	For	For	For
Kerry Group Plc	8	Authorise Issue of Equity	No	For	For	For	For
Kerry Group Plc	9	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Kerry Group Plc	10	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Specified Capital Investment	No	For	For	For	For
Kerry Group Plc	11	Authorise Market Purchase of A Ordinary Shares	No	For	For	For	For
Kerry Group Plc	12	Adopt New Memorandum of Association	No	For	For	For	For
Koninklijke DSM NV	3	Approve Remuneration Report	No	For	For	For	For
Koninklijke DSM NV	4	Adopt Financial Statements and Statutory Reports	No	For	For	For	For
Koninklijke DSM NV	5.b	Approve Dividends of EUR 2.50 Per Share	No	For	For	For	For
Koninklijke DSM NV	6.a	Approve Discharge of Management Board	No	For	For	For	For
Koninklijke DSM NV	6.b	Approve Discharge of Supervisory Board	No	For	For	For	For
Koninklijke DSM NV	7	Reelect Geraldine Matchett to Management Board	No	For	For	For	For
Koninklijke DSM NV	8	Reelect Eileen Kennedy to Supervisory Board	No	For	For	For	For
Koninklijke DSM NV	9	Ratify KPMG Accountants N.V as Auditors	No	For	For	For	For
Koninklijke DSM NV	10.a	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights	No	For	For	For	For
Koninklijke DSM NV	10.b	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital in Connection with a Rights Issue	No	For	For	For	For
Koninklijke DSM NV	11	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Koninklijke DSM NV	12	Approve Reduction in Share Capital through Cancellation of Shares	No	For	For	For	For
Kubota Corp.	1	Amend Articles to Amend Business Lines - Disclose Shareholder Meeting Materials on Internet - Amend Provisions on Number of Directors	No	For	For	For	For
Kubota Corp.	2.1	Elect Director Kimata, Masatoshi	No	For	For	For	For
Kubota Corp.	2.2	Elect Director Kitao, Yuichi	No	For	For	For	For
Kubota Corp.	2.3	Elect Director Yoshikawa, Masato	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Kubota Corp.	2.4	Elect Director Kurosawa, Toshihiko	No	For	For	For	For
Kubota Corp.	2.5	Elect Director Watanabe, Dai	No	For	For	For	For
Kubota Corp.	2.6	Elect Director Kimura, Hiroto	No	For	For	For	For
Kubota Corp.	2.7	Elect Director Matsuda, Yuzuru	No	For	For	For	For
Kubota Corp.	2.8	Elect Director Ina, Koichi	No	For	For	For	For
Kubota Corp.	2.9	Elect Director Shintaku, Yutaro	No	For	For	For	For
Kubota Corp.	2.1	Elect Director Arakane, Kumi	No	For	For	For	For
Kubota Corp.	3.1	Appoint Statutory Auditor Fukuyama, Toshikazu	No	For	For	For	For
Kubota Corp.	3.2	Appoint Statutory Auditor Hiyama, Yasuhiko	No	For	For	For	For
Kubota Corp.	3.3	Appoint Statutory Auditor Tsunematsu, Masashi	No	For	For	For	For
Kubota Corp.	3.4	Appoint Statutory Auditor Kimura, Keijiro	No	For	For	For	For
Kubota Corp.	4	Appoint Alternate Statutory Auditor Fujiwara, Masaki	No	For	For	For	For
Kubota Corp.	5	Approve Annual Bonus	No	For	For	For	For
Kubota Corp.	6	Approve Compensation Ceiling and Annual Bonus Ceiling for Directors	No	For	For	For	For
Kubota Corp.	7	Approve Compensation Ceiling for Statutory Auditors	No	For	For	For	For
Kubota Corp.	8	Approve Trust-Type Equity Compensation Plan	No	For	For	For	For
Kurita Water Industries Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 36	No	For	For	For	For
Kurita Water Industries Ltd.	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For	For
Kurita Water Industries Ltd.	3.1	Elect Director Kadota, Michiya	No	For	For	For	For
Kurita Water Industries Ltd.	3.2	Elect Director Ejiri, Hirohiko	No	For	For	For	For
Kurita Water Industries Ltd.	3.3	Elect Director Yamada, Yoshio	No	For	For	For	For
Kurita Water Industries Ltd.	3.4	Elect Director Suzuki, Yasuo	No	For	For	For	For
Kurita Water Industries Ltd.	3.5	Elect Director Shirode, Shuji	No	For	For	For	For
Kurita Water Industries Ltd.	3.6	Elect Director Amano, Katsuya	No	For	For	For	For
Kurita Water Industries Ltd.	3.7	Elect Director Sugiyama, Ryoko	No	For	For	For	For
Kurita Water Industries Ltd.	3.8	Elect Director Tanaka, Keiko	No	For	For	For	For
Kurita Water Industries Ltd.	3.9	Elect Director Kamai, Kenichiro	No	For	For	For	For
Kurita Water Industries Ltd.	3.1	Elect Director Miyazaki, Masahiro	No	For	For	For	For
Kurita Water Industries Ltd.	4	Appoint Alternate Statutory Auditor Nagasawa, Tetsuya	No	For	For	For	For
Landis+Gyr Group AG	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Landis+Gyr Group AG	2.1	Approve Treatment of Net Loss	No	For	For	For	For
Landis+Gyr Group AG	2.2	Approve Dividends of CHF 2.15 per Share from Capital Contribution Reserves	No	For	For	For	For
Landis+Gyr Group AG	3	Approve Discharge of Board and Senior Management	No	For	For	For	For
Landis+Gyr Group AG	4.1	Approve Remuneration Report	No	For	For	For	For
Landis+Gyr Group AG	4.2	Approve Remuneration of Directors in the Amount of CHF 1.7 Million	No	For	For	For	For
Landis+Gyr Group AG	4.3	Approve Remuneration of Executive Committee in the Amount of CHF 8.5 Million	No	For	For	For	For
Landis+Gyr Group AG	5.1.1	Reelect Andreas Umbach as Director	No	For	Against	Against	Against
Landis+Gyr Group AG	5.1.2	Reelect Eric Elzvik as Director	No	For	For	For	For
Landis+Gyr Group AG	5.1.3	Reelect Peter Mainz as Director	No	For	For	For	For

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KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Landis+Gyr Group AG	5.1.4	Reelect Soren Sorensen as Director	No	For	For	For	For
Landis+Gyr Group AG	5.1.5	Reelect Andreas Spreiter as Director	No	For	For	For	For
Landis+Gyr Group AG	5.1.6	Reelect Christina Stercken as Director	No	For	For	For	For
Landis+Gyr Group AG	5.1.7	Reelect Laureen Tolson as Director	No	For	For	For	For
Landis+Gyr Group AG	5.2	Reelect Andreas Umbach as Board Chair	No	For	Against	Against	Against
Landis+Gyr Group AG	5.3.1	Reappoint Eric Elzvik as Member of the Compensation Committee	No	For	For	For	For
Landis+Gyr Group AG	5.3.2	Reappoint Peter Mainz as Member of the Compensation Committee	No	For	For	For	For
Landis+Gyr Group AG	5.3.3	Reappoint Laureen Tolson as Member of the Compensation Committee	No	For	For	For	For
Landis+Gyr Group AG	5.4	Ratify PricewaterhouseCoopers AG as Auditors	No	For	For	For	For
Landis+Gyr Group AG	5.5	Designate ADROIT Anwaelte as Independent Proxy	No	For	For	For	For
Landis+Gyr Group AG	6	Approve Renewal of CHF 28.9 Million Pool of Authorized Capital with or without Exclusion of Preemptive Rights	No	For	For	For	For
Landis+Gyr Group AG	7	Transact Other Business (Voting)	No	For	Against	Against	Against
Lindsay Corporation	1.1	Elect Director Pablo Di Si	No	For	For	For	For
Lindsay Corporation	1.2	Elect Director Å??Mary A. Lindsey	No	For	For	For	For
Lindsay Corporation	1.3	Elect Director Consuelo E. Madere	No	For	For	For	For
Lindsay Corporation	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
Lindsay Corporation	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Livent Corporation	1a	Elect Director Michael F. Barry	No	For	For	For	For
Livent Corporation	1b	Elect Director Steven T. Merkt	No	For	For	For	For
Livent Corporation	1c	Elect Director Pablo Marcet	No	For	For	For	For
Livent Corporation	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
Livent Corporation	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Livent Corporation	4	Declassify the Board of Directors	No	For	For	For	For
Livent Corporation	5	Eliminate Supermajority Vote Requirements	No	For	For	For	For
Livent Corporation	6	Amend Certificate of Incorporation to Eliminate Obsolete Provisions	No	For	For	For	For
Masco Corporation	1a	Elect Director Donald R. Parfet	No	For	For	For	For
Masco Corporation	1b	Elect Director Lisa A. Payne	No	For	For	For	For
Masco Corporation	1c	Elect Director Reginald M. Turner	No	For	For	For	For
Masco Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Masco Corporation	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Mueller Water Products, Inc.	1.1	Elect Director Shirley C. Franklin	No	For	For	For	For
Mueller Water Products, Inc.	1.2	Elect Director J. Scott Hall	No	For	For	Against	For
Mueller Water Products, Inc.	1.3	Elect Director Thomas J. Hansen	No	For	For	Against	For
Mueller Water Products, Inc.	1.4	Elect Director Mark J. O'Brien	No	For	For	Against	For
Mueller Water Products, Inc.	1.5	Elect Director Christine Ortiz	No	For	For	For	For
Mueller Water Products, Inc.	1.6	Elect Director Bernard G. Rethore	No	For	For	Against	For
Mueller Water Products, Inc.	1.7	Elect Director Jeffery S. Sharritts	No	For	For	For	For
Mueller Water Products, Inc.	1.8	Elect Director Lydia W. Thomas	No	For	For	For	For
Mueller Water Products, Inc.	1.9	Elect Director Michael T. Tokarz	No	For	For	Against	For

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KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Mueller Water Products, Inc.	1.1	Elect Director Stephen C. Van Arsdell	No	For	For	For	For
Mueller Water Products, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Mueller Water Products, Inc.	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
NORMA Group SE	2	Approve Allocation of Income and Dividends of EUR 0.75 per Share	No	For	For	For	For
NORMA Group SE	3.1	Approve Discharge of Management Board Member Michael Schneider for Fiscal Year 2021	No	For	For	For	For
NORMA Group SE	3.2	Approve Discharge of Management Board Member Friedrich Klein for Fiscal Year 2021	No	For	For	For	For
NORMA Group SE	3.3	Approve Discharge of Management Board Member Annette Stieve for Fiscal Year 2021	No	For	For	For	For
NORMA Group SE	4.1	Approve Discharge of Supervisory Board Member Guenter Hauptmann for Fiscal Year 2021	No	For	For	For	For
NORMA Group SE	4.2	Approve Discharge of Supervisory Board Member Erika Schulte for Fiscal Year 2021	No	For	For	For	For
NORMA Group SE	4.3	Approve Discharge of Supervisory Board Member Rita Forst for Fiscal Year 2021	No	For	For	For	For
NORMA Group SE	4.4	Approve Discharge of Supervisory Board Member Miguel Borrego for Fiscal Year 2021	No	For	For	For	For
NORMA Group SE	4.5	Approve Discharge of Supervisory Board Member Knut Michelberger for Fiscal Year 2021	No	For	For	For	For
NORMA Group SE	4.6	Approve Discharge of Supervisory Board Member Mark Wilhelms for Fiscal Year 2021	No	For	For	For	For
NORMA Group SE	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022	No	For	For	For	For
NORMA Group SE	6	Approve Remuneration Report	No	For	Against	Against	Against
NXP Semiconductors N.V.	1	Adopt Financial Statements and Statutory Reports	No	For	For	For	For
NXP Semiconductors N.V.	2	Approve Discharge of Board Members	No	For	For	For	For
NXP Semiconductors N.V.	3a	Reelect Kurt Sievers as Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3b	Reelect Peter Bonfield as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3c	Reelect Annette Clayton as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3d	Reelect Anthony Foxx as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3e	Elect Chunyuan Gu as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3f	Reelect Lena Olving as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3g	Reelect Julie Southern as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3h	Reelect Jasmin Staiblin as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3i	Reelect Gregory Summe as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3j	Reelect Karl-Henrik Sundstrom as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	4	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital	No	For	For	For	For
NXP Semiconductors N.V.	5	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
NXP Semiconductors N.V.	6	Authorize Share Repurchase Program	No	For	For	For	For
NXP Semiconductors N.V.	7	Approve Cancellation of Ordinary Shares	No	For	For	For	For
NXP Semiconductors N.V.	8	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
NextEra Energy, Inc.	1a	Elect Director Sherry S. Barrat	No	For	Against	Against	For
NextEra Energy, Inc.	1b	Elect Director James L. Camaren	No	For	For	For	For
NextEra Energy, Inc.	1c	Elect Director Kenneth B. Dunn	No	For	For	For	For



## B.1.a

## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
NextEra Energy, Inc.	1d	Elect Director Naren K. Gursahaney	No	For	For	For	For
NextEra Energy, Inc.	1e	Elect Director Kirk S. Hachigian	No	For	For	For	For
NextEra Energy, Inc.	1f	Elect Director John W. Ketchum	No	For	For	For	For
NextEra Energy, Inc.	1g	Elect Director Amy B. Lane	No	For	For	For	For
NextEra Energy, Inc.	1h	Elect Director David L. Porges	No	For	For	For	For
NextEra Energy, Inc.	1i	Elect Director James L. Robo	No	For	Against	Against	For
NextEra Energy, Inc.	1j	Elect Director Rudy E. Schupp	No	For	For	For	For
NextEra Energy, Inc.	1k	Elect Director John L. Skolds	No	For	For	For	For
NextEra Energy, Inc.	1l	Elect Director John Arthur Stall	No	For	For	For	For
NextEra Energy, Inc.	1m	Elect Director Darryl L. Wilson	No	For	For	For	For
NextEra Energy, Inc.	2	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
NextEra Energy, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
NextEra Energy, Inc.	4	Disclose a Board Diversity and Qualifications Matrix	No	Against	For	For	Against
NextEra Energy, Inc.	5	Report on Effectiveness of Diversity, Equity and Inclusion Efforts and Metrics	No	Against	For	For	For
Northland Power Inc.	1	Elect Director John W. Brace	No	For	For	For	For
Northland Power Inc.	2	Elect Director Linda L. Bertoldi	No	For	For	For	For
Northland Power Inc.	3	Elect Director Lisa Colnett	No	For	For	For	For
Northland Power Inc.	4	Elect Director Kevin Glass	No	For	For	For	For
Northland Power Inc.	5	Elect Director Russell Goodman	No	For	For	For	For
Northland Power Inc.	6	Elect Director Keith Halbert	No	For	For	For	For
Northland Power Inc.	7	Elect Director Helen Mallovy Hicks	No	For	For	For	For
Northland Power Inc.	8	Elect Director Ian Pearce	No	For	For	For	For
Northland Power Inc.	9	Elect Director Eckhardt Ruemmler	No	For	For	For	For
Northland Power Inc.	10	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Northland Power Inc.	11	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
Nutrien Ltd.	1.1	Elect Director Christopher M. Burley	No	For	For	For	For
Nutrien Ltd.	1.2	Elect Director Maura J. Clark	No	For	For	For	For
Nutrien Ltd.	1.3	Elect Director Russell K. Girling	No	For	For	For	For
Nutrien Ltd.	1.4	Elect Director Michael J. Hennigan	No	For	For	For	For
Nutrien Ltd.	1.5	Elect Director Miranda C. Hubbs	No	For	For	For	For
Nutrien Ltd.	1.6	Elect Director Raj S. Kushwaha	No	For	For	For	For
Nutrien Ltd.	1.7	Elect Director Alice D. Laberge	No	For	For	For	For
Nutrien Ltd.	1.8	Elect Director Consuelo E. Madere	No	For	For	For	For
Nutrien Ltd.	1.9	Elect Director Keith G. Martell	No	For	For	For	For
Nutrien Ltd.	1.1	Elect Director Aaron W. Regent	No	For	For	For	For
Nutrien Ltd.	1.11	Elect Director Nelson L. C. Silva	No	For	For	For	For
Nutrien Ltd.	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
Nutrien Ltd.	3	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
ON Semiconductor Corporation	1a	Elect Director Atsushi Abe	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
ON Semiconductor Corporation	1b	Elect Director Alan Campbell	No	For	For	For	For
ON Semiconductor Corporation	1c	Elect Director Susan K. Carter	No	For	For	For	For
ON Semiconductor Corporation	1d	Elect Director Thomas L. Deitrich	No	For	For	For	For
ON Semiconductor Corporation	1e	Elect Director Gilles Delfassy	No	For	For	For	For
ON Semiconductor Corporation	1f	Elect Director Hassane El-Khoury	No	For	For	For	For
ON Semiconductor Corporation	1g	Elect Director Bruce E. Kiddoo	No	For	For	For	For
ON Semiconductor Corporation	1h	Elect Director Paul A. Mascarenas	No	For	For	For	For
ON Semiconductor Corporation	1i	Elect Director Gregory L. Waters	No	For	For	For	For
ON Semiconductor Corporation	1j	Elect Director Christine Y. Yan	No	For	For	For	For
ON Semiconductor Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
ON Semiconductor Corporation	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.1	Accept CEO's Report and Board's Report on Operations and Results	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.2	Accept Individual and Consolidated Financial Statements	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.3	Accept Report on Compliance of Fiscal Obligations	No	For	For	For	For
Orbia Advance Corporation SAB de CV	2	Accept Report of Audit Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	3	Accept Report of Corporate Practices and Sustainability Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.1	Approve Allocation of Individual Net Profit in the Amount of USD 606.07 Million	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2	Approve Allocation of Consolidated Net Profits in the Amount of USD 657.15 Million	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.3	Approve Allocation of Individual and/or Consolidated Profits and or Losses Referred to in Previous Items 4.1 and 4.2 to Accumulated Net Income Account	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.4	Approve Ordinary Cash Dividends of USD 240 Million and Extraordinary Cash Dividends of USD 60 Million	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.1	Ratify Antonio Del Valle Ruiz as Honorary and Lifetime Board Chairman	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2a	Elect or Ratify Juan Pablo Del Valle Perochena as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2b	Elect or Ratify Antonio Del Valle Perochena as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2c	Elect or Ratify Maria de Guadalupe Del Valle Perochena as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2d	Elect or Ratify Francisco Javier Del Valle Perochena as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2e	Elect or Ratify Eduardo Tricio Haro as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2f	Elect or Ratify Guillermo Ortiz Martinez as Board Member	No	For	Against	Against	Against
Orbia Advance Corporation SAB de CV	5.2g	Elect or Ratify Divo Milan Haddad as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2h	Elect or Ratify Alma Rosa Moreno Razo as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2i	Elect or Ratify Maria Teresa Altagracia Arnal Machado as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2j	Elect or Ratify Jack Goldstein Ring as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2k	Elect or Ratify Edward Mark Rajkowski as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.2l	Elect or Ratify Mihir Arvind Desai as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.3a	Elect or Ratify Juan Pablo Del Valle Perochena as Chairman of Board of Directors	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.3b	Elect or Ratify Juan Pablo Del Rio Benitez as Secretary (Non-Member) of Board	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.3c	Elect or Ratify Sheldon Vincent Hirt as Alternate Secretary (Non-Member) of Board	No	For	For	For	For

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KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Orbia Advance Corporation SAB de CV	5.4a	Elect or Ratify Edward Mark Rajkowski as Chairman of Audit Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5.4b	Elect or Ratify Maria Teresa Altagracia Arnal Machado as Chairman of Corporate Practices and Sustainability Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	6	Approve Remuneration of Chairman and Members of Board and Key Committees	No	For	Against	Against	Against
Orbia Advance Corporation SAB de CV	7.1	Approve Cancellation of Balance of Amount Approved to be Used for Acquisition of Company's Shares	No	For	For	For	For
Orbia Advance Corporation SAB de CV	7.2	Set Aggregate Nominal Amount of Share Repurchase Reserve	No	For	Against	Against	Against
Orbia Advance Corporation SAB de CV	8	Accept Report on Adoption or Modification of Policies in Share Repurchases of Company	No	For	For	For	For
Orbia Advance Corporation SAB de CV	9	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	For
Ormat Technologies, Inc.	1A	Elect Director Isaac Angel	No	For	For	For	For
Ormat Technologies, Inc.	1B	Elect Director Karin Corfee	No	For	For	For	For
Ormat Technologies, Inc.	1C	Elect Director David Granot	No	For	For	For	For
Ormat Technologies, Inc.	1D	Elect Director Michal Marom	No	For	For	For	For
Ormat Technologies, Inc.	1E	Elect Director Mike Nikkel	No	For	For	For	For
Ormat Technologies, Inc.	1F	Elect Director Dafna Sharir	No	For	For	For	For
Ormat Technologies, Inc.	1G	Elect Director Stanley B. Stern	No	For	For	For	For
Ormat Technologies, Inc.	1H	Elect Director Hidetake Takahashi	No	For	For	For	For
Ormat Technologies, Inc.	1I	Elect Director Byron G. Wong	No	For	For	For	For
Ormat Technologies, Inc.	2	Ratify Kesselman & Kesselman as Auditors	No	For	For	For	For
Ormat Technologies, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Ormat Technologies, Inc.	4	Amend Omnibus Stock Plan	No	For	For	For	For
Orsted A/S	2	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Orsted A/S	3	Approve Remuneration Report (Advisory Vote)	No	For	For	For	For
Orsted A/S	4	Approve Discharge of Management and Board	No	For	For	For	For
Orsted A/S	5	Approve Allocation of Income and Dividends of DKK 12.50 Per Share	No	For	For	For	For
Orsted A/S	7.1	Approve Guidelines for Incentive-Based Compensation for Executive Management and Board	No	For	For	For	For
Orsted A/S	7.2	Employees of all the Company Foreign Subsidiaries are Eligible to be Elected and Entitled to Vote at Elections of Group Representatives to the Board of Directors	No	For	For	For	For
Orsted A/S	7.3	Approve on Humanitarian Donation to the Ukrainian People	No	For	For	For	For
Orsted A/S	7.4	Approve Creation of DKK 840.1 Million Pool of Capital without Preemptive Rights	No	For	For	For	For
Orsted A/S	7.5	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	No	For	For	For	For
Orsted A/S	9.1	Reelect Thomas Thune Andersen (Chair) as Director	No	For	For	For	For
Orsted A/S	9.2	Reelect Lene Skole (Vice Chair) as Director	No	For	For	For	For
Orsted A/S	9.3.a	Reelect Lynda Armstrong as Director	No	For	For	For	For
Orsted A/S	9.3.b	Reelect Jorgen Kildah as Director	No	For	For	For	For
Orsted A/S	9.3.c	Reelect Peter Korsholm as Director	No	For	For	For	For
Orsted A/S	9.3.d	Reelect Dieter Wemmer as Director	No	For	For	For	For
Orsted A/S	9.3.e	Reelect Julia King as Director	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Orsted A/S	9.3.f	Reelect Henrik Poulsen as Director	No	For	For	For	For
Orsted A/S	10	Approve Remuneration of Directors in the Amount of DKK 1.2 Million for Chairman, DKK 800,000 for Deputy Chairman and DKK 400,000 for Other Directors; Approve Remuneration for Committee Work	No	For	For	For	For
Orsted A/S	11	Ratify PricewaterhouseCoopers as Auditor	No	For	For	For	For
Owens Corning	1a	Elect Director Brian D. Chambers	No	For	For	For	For
Owens Corning	1b	Elect Director Eduardo E. Cordeiro	No	For	For	For	For
Owens Corning	1c	Elect Director Adrienne D. Elsner	No	For	For	For	For
Owens Corning	1d	Elect Director Alfred E. Festa	No	For	For	For	For
Owens Corning	1e	Elect Director Edward F. Lonergan	No	For	For	For	For
Owens Corning	1f	Elect Director Maryann T. Mannen	No	For	For	For	For
Owens Corning	1g	Elect Director Paul E. Martin	No	For	For	For	For
Owens Corning	1h	Elect Director W. Howard Morris	No	For	For	For	For
Owens Corning	1i	Elect Director Suzanne P. Nimocks	No	For	For	For	For
Owens Corning	1j	Elect Director John D. Williams	No	For	For	For	For
Owens Corning	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Owens Corning	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Pentair Plc	1a	Elect Director Mona Abutaleb Stephenson	No	For	For	For	For
Pentair Plc	1b	Elect Director Melissa Barra	No	For	For	For	For
Pentair Plc	1c	Elect Director Glynis A. Bryan	No	For	For	For	For
Pentair Plc	1d	Elect Director T. Michael Glenn	No	For	For	For	For
Pentair Plc	1e	Elect Director Theodore L. Harris	No	For	For	For	For
Pentair Plc	1f	Elect Director David A. Jones	No	For	For	For	For
Pentair Plc	1g	Elect Director Gregory E. Knight	No	For	For	For	For
Pentair Plc	1h	Elect Director Michael T. Speetzen	No	For	For	For	For
Pentair Plc	1i	Elect Director John L. Stauch	No	For	For	For	For
Pentair Plc	1j	Elect Director Billie I. Williamson	No	For	For	For	For
Pentair Plc	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Pentair Plc	3	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Pentair Plc	4	Renew the Board's Authority to Issue Shares Under Irish Law	No	For	For	For	For
Pentair Plc	5	Renew the Board's Authority to Opt-Out of Statutory Preemption Rights Under Irish Law	No	For	For	For	For
Pentair Plc	6	Determine Price Range for Reissuance of Treasury Shares	No	For	For	For	For
Quanta Services, Inc.	1.1	Elect Director Earl C. (Duke) Austin, Jr.	No	For	For	For	For
Quanta Services, Inc.	1.2	Elect Director Doyle N. Beneby	No	For	For	For	For
Quanta Services, Inc.	1.3	Elect Director Vincent D. Foster	No	For	For	For	For
Quanta Services, Inc.	1.4	Elect Director Bernard Fried	No	For	For	For	For
Quanta Services, Inc.	1.5	Elect Director Worthing F. Jackman	No	For	For	For	For
Quanta Services, Inc.	1.6	Elect Director Holli C. Ladhani	No	For	For	For	For
Quanta Services, Inc.	1.7	Elect Director David M. McClanahan	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Quanta Services, Inc.	1.8	Elect Director Margaret B. Shannon	No	For	For	For	For
Quanta Services, Inc.	1.9	Elect Director Martha B. Wyrsh	No	For	For	For	For
Quanta Services, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Quanta Services, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Quanta Services, Inc.	4	Amend Omnibus Stock Plan	No	For	For	For	For
RWE AG	2	Approve Allocation of Income and Dividends of EUR 0.90 per Share	No	For	For	For	For
RWE AG	3.1	Approve Discharge of Management Board Member Markus Krebber for Fiscal Year 2021	No	For	For	For	For
RWE AG	3.2	Approve Discharge of Management Board Member Michael Mueller for Fiscal Year 2021	No	For	For	For	For
RWE AG	3.3	Approve Discharge of Management Board Member Rolf Schmitz (until April 30, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	3.4	Approve Discharge of Management Board Member Zvezdana Seeger for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.1	Approve Discharge of Supervisory Board Member Werner Brandt for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.2	Approve Discharge of Supervisory Board Member Ralf Sikorski for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.3	Approve Discharge of Supervisory Board Member Michael Bochinsky for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.4	Approve Discharge of Supervisory Board Member Sandra Bossemeyer for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.5	Approve Discharge of Supervisory Board Member Martin Broeker (until September 15, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.6	Approve Discharge of Supervisory Board Member Frank Bsirske (until September 15, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.7	Approve Discharge of Supervisory Board Member Hans Buenting (from April 28, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.8	Approve Discharge of Supervisory Board Member Anja Dubbert (until September 15, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.9	Approve Discharge of Supervisory Board Member Matthias Duerbaum for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.1	Approve Discharge of Supervisory Board Member Ute Gerbaulet for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.11	Approve Discharge of Supervisory Board Member Hans-Peter Keitel for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.12	Approve Discharge of Supervisory Board Member Monika Kircher for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.13	Approve Discharge of Supervisory Board Member Thomas Kufen (from October 18, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.14	Approve Discharge of Supervisory Board Member Reiner van Limbeck (from September 15, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.15	Approve Discharge of Supervisory Board Member Harald Louis for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.16	Approve Discharge of Supervisory Board Member Dagmar Muehlenfeld (until April 28, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.17	Approve Discharge of Supervisory Board Member Peter Ottmann (until April 28, 2021) for Fiscal Year 2021	No	For	For	For	For



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### KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
RWE AG	4.18	Approve Discharge of Supervisory Board Member Dagmar Paasch (from September 15, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.19	Approve Discharge of Supervisory Board Member Guenther Scharzt (until September 30, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.2	Approve Discharge of Supervisory Board Member Erhard Schipporeit for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.21	Approve Discharge of Supervisory Board Member Dirk Schumacher (from September 15, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.22	Approve Discharge of Supervisory Board Member Wolfgang Schuessel (until April 28, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.23	Approve Discharge of Supervisory Board Member Ullrich Sierau for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.24	Approve Discharge of Supervisory Board Member Hauke Stars (from April 28, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.25	Approve Discharge of Supervisory Board Member Helle Valentin (from April 28, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.26	Approve Discharge of Supervisory Board Member Andreas Wagner (from September 15, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.27	Approve Discharge of Supervisory Board Member Marion Weckes for Fiscal Year 2021	No	For	For	For	For
RWE AG	4.28	Approve Discharge of Supervisory Board Member Leonhard Zubrowski (until September 15, 2021) for Fiscal Year 2021	No	For	For	For	For
RWE AG	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2022	No	For	For	For	For
RWE AG	6	Approve Remuneration Report	No	For	For	For	For
RWE AG	7	Elect Thomas Kufen to the Supervisory Board	No	For	For	For	For
RWE AG	8	Approve Binding Instruction to Prepare Spin-Off of RWE Power AG	No	Against	Against	Against	Against
Renewable Energy Group, Inc.	1	Approve Merger Agreement	No	For	For	For	For
Renewable Energy Group, Inc.	2	Advisory Vote on Golden Parachutes	No	For	For	For	For
Renewable Energy Group, Inc.	3a	Elect Director Randolph L. Howard	No	For	For	For	For
Renewable Energy Group, Inc.	3b	Elect Director Debora M. Frodl	No	For	For	For	For
Renewable Energy Group, Inc.	3c	Elect Director Dylan Glenn	No	For	For	For	For
Renewable Energy Group, Inc.	4	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Renewable Energy Group, Inc.	5	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Renewable Energy Group, Inc.	6	Adjourn Meeting	No	For	For	For	For
Roper Technologies, Inc.	1.1	Elect Director Shellye L. Archambeau	No	For	For	For	For
Roper Technologies, Inc.	1.2	Elect Director Amy Woods Brinkley	No	For	For	For	For
Roper Technologies, Inc.	1.3	Elect Director Irene M. Esteves	No	For	For	For	For
Roper Technologies, Inc.	1.4	Elect Director L. Neil Hunn	No	For	For	For	For
Roper Technologies, Inc.	1.5	Elect Director Robert D. Johnson	No	For	For	For	For
Roper Technologies, Inc.	1.6	Elect Director Thomas P. Joyce, Jr.	No	For	For	For	For
Roper Technologies, Inc.	1.7	Elect Director Laura G. Thatcher	No	For	For	For	For
Roper Technologies, Inc.	1.8	Elect Director Richard F. Wallman	No	For	For	For	For
Roper Technologies, Inc.	1.9	Elect Director Christopher Wright	No	For	For	For	For

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KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Roper Technologies, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Roper Technologies, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
SJW Group	1a	Elect Director Walter J. Bishop	No	For	For	For	For
SJW Group	1b	Elect Director Carl Guardino	No	For	For	For	For
SJW Group	1c	Elect Director Mary Ann Hanley	No	For	For	For	For
SJW Group	1d	Elect Director Heather Hunt	No	For	For	For	For
SJW Group	1e	Elect Director Rebecca A. Klein	No	For	For	For	For
SJW Group	1f	Elect Director Gregory P. Landis	No	For	For	For	For
SJW Group	1g	Elect Director Daniel B. More	No	For	For	For	For
SJW Group	1h	Elect Director Eric W. Thornburg	No	For	For	For	For
SJW Group	1i	Elect Director Carol P. Wallace	No	For	For	For	For
SJW Group	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
SJW Group	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
SPX Corporation	1.1	Elect Director Eugene J. Lowe, III	No	For	For	For	For
SPX Corporation	1.2	Elect Director Patrick J. O'Leary	No	For	For	For	For
SPX Corporation	1.3	Elect Director David A. Roberts	No	For	For	For	For
SPX Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
SPX Corporation	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Samsung SDI Co., Ltd.	1	Approve Financial Statements and Allocation of Income	No	For	For	For	For
Samsung SDI Co., Ltd.	2	Elect Choi Yoon-ho as Inside Director	No	For	For	For	For
Samsung SDI Co., Ltd.	3	Approve Total Remuneration of Inside Directors and Outside Directors	No	For	For	For	For
Shoals Technologies Group, Inc.	1.1	Elect Director Peter Wilver	No	For	Withhold	Withhold	Withhold
Shoals Technologies Group, Inc.	1.2	Elect Director Ty Daul	No	For	Withhold	Withhold	Withhold
Shoals Technologies Group, Inc.	1.3	Elect Director Toni Volpe	No	For	Withhold	Withhold	Withhold
Shoals Technologies Group, Inc.	2	Ratify BDO USA, LLP as Auditors	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	2	Designate Auditors	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	3	Designate Risk Assessment Companies	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	4	Designate Account Inspectors	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	5	Approve Investment Policy	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	6	Approve Financing Policy	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	7	Approve Dividends	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	8.A	Elect Directors	No	For	Abstain	Abstain	Abstain
Sociedad Quimica y Minera de Chile SA	8.B	Elect Laurence Golborne as Director Representing Series B Shareholders	No	For	Abstain	Abstain	Abstain
Sociedad Quimica y Minera de Chile SA	8.C	Elect Antonio Gil Nieves as Director Representing Series B Shareholders	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	9	Approve Remuneration of Board of Directors and Board Committees	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	10	Designate Newspaper to Publish Meeting Announcements, Other Business and Execution of Shareholders' Meeting Resolutions	No	For	For	For	For
SolarEdge Technologies, Inc.	1a	Elect Director Betsy Atkins	No	For	Against	Against	Against
SolarEdge Technologies, Inc.	1b	Elect Director Dirk Carsten Hoke	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
SolarEdge Technologies, Inc.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
SolarEdge Technologies, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Stantec Inc.	1.1	Elect Director Douglas K. Ammerman	No	For	For	For	For
Stantec Inc.	1.2	Elect Director Martin A. a Porta	No	For	For	For	For
Stantec Inc.	1.3	Elect Director Richard C. Bradeen	No	For	For	For	For
Stantec Inc.	1.4	Elect Director Shelley A. M. Brown	No	For	For	For	For
Stantec Inc.	1.5	Elect Director Patricia D. Galloway	No	For	For	For	For
Stantec Inc.	1.6	Elect Director Robert J. Gomes	No	For	For	For	For
Stantec Inc.	1.7	Elect Director Gordon A. Johnston	No	For	For	For	For
Stantec Inc.	1.8	Elect Director Donald J. Lowry	No	For	For	For	For
Stantec Inc.	1.9	Elect Director Marie-Lucie Morin	No	For	For	For	For
Stantec Inc.	2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Stantec Inc.	3	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
SunRun Inc.	1.1	Elect Director Lynn Jurich	No	For	Withhold	Withhold	Withhold
SunRun Inc.	1.2	Elect Director Alan Ferber	No	For	Withhold	Withhold	Withhold
SunRun Inc.	1.3	Elect Director Manjula Talreja	No	For	For	For	For
SunRun Inc.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
SunRun Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
SunRun Inc.	4	Report on Risks Associated with Use of Concealment Clauses	No	For	For	For	For
Sunnova Energy International Inc.	1.1	Elect Director Anne Slaughter Andrew	No	For	Withhold	Withhold	Withhold
Sunnova Energy International Inc.	1.2	Elect Director Akbar Mohamed	No	For	Withhold	Withhold	Withhold
Sunnova Energy International Inc.	1.3	Elect Director Mary Yang	No	For	For	For	For
Sunnova Energy International Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Sunnova Energy International Inc.	3	Approve Qualified Employee Stock Purchase Plan	No	For	For	For	For
Sunnova Energy International Inc.	4	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Tate & Lyle Plc	1	Approve Special Dividend	No	For	For	For	For
Tate & Lyle Plc	2	Approve Share Consolidation and Share Sub-Division	No	For	For	For	For
Tate & Lyle Plc	3	Authorise Issue of Equity	No	For	For	For	For
Tate & Lyle Plc	4	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Tate & Lyle Plc	5	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Tate & Lyle Plc	6	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Tetra Tech, Inc.	1a	Elect Director Dan L. Batrack	No	For	For	For	For
Tetra Tech, Inc.	1b	Elect Director Gary R. Birkenbeuel	No	For	For	For	For
Tetra Tech, Inc.	1c	Elect Director J. Christopher Lewis	No	For	For	For	For
Tetra Tech, Inc.	1d	Elect Director Joanne M. Maguire	No	For	Against	Against	For
Tetra Tech, Inc.	1e	Elect Director Kimberly E. Ritrievi	No	For	For	For	For
Tetra Tech, Inc.	1f	Elect Director J. Kenneth Thompson	No	For	For	For	For
Tetra Tech, Inc.	1g	Elect Director Kirsten M. Volpi	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Tetra Tech, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Tetra Tech, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
The Mosaic Company	1a	Elect Director Cheryl K. Beebe	No	For	For	For	For
The Mosaic Company	1b	Elect Director Gregory L. Ebel	No	For	For	For	For
The Mosaic Company	1c	Elect Director Timothy S. Gitzel	No	For	For	For	For
The Mosaic Company	1d	Elect Director Denise C. Johnson	No	For	For	For	For
The Mosaic Company	1e	Elect Director Emery N. Koenig	No	For	For	For	For
The Mosaic Company	1f	Elect Director James (Joc) C. O'Rourke	No	For	For	For	For
The Mosaic Company	1g	Elect Director David T. Seaton	No	For	For	For	For
The Mosaic Company	1h	Elect Director Steven M. Seibert	No	For	For	For	For
The Mosaic Company	1i	Elect Director Luciano Siani Pires	No	For	For	For	For
The Mosaic Company	1j	Elect Director Gretchen H. Watkins	No	For	For	For	For
The Mosaic Company	1k	Elect Director Kelvin R. Westbrook	No	For	For	For	For
The Mosaic Company	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
The Mosaic Company	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
The Mosaic Company	4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	No	Against	For	For	For
The Toro Company	1.1	Elect Director Eric P. Hansotia	No	For	For	For	For
The Toro Company	1.2	Elect Director Jeffrey L. Harmening	No	For	For	For	For
The Toro Company	1.3	Elect Director Joyce A. Mullen	No	For	For	For	For
The Toro Company	1.4	Elect Director Richard M. Olson	No	For	For	For	For
The Toro Company	1.5	Elect Director James C. O'Rourke	No	For	For	For	For
The Toro Company	1.6	Elect Director Jill M. Pemberton	No	For	For	For	For
The Toro Company	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
The Toro Company	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
The Toro Company	4	Approve Omnibus Stock Plan	No	For	For	For	For
The Weir Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
The Weir Group Plc	2	Approve Remuneration Report	No	For	For	For	For
The Weir Group Plc	3	Approve Remuneration Policy	No	For	For	For	For
The Weir Group Plc	4	Approve Final Dividend	No	For	For	For	For
The Weir Group Plc	5	Re-elect Jon Stanton as Director	No	For	For	For	For
The Weir Group Plc	6	Re-elect John Heasley as Director	No	For	For	For	For
The Weir Group Plc	7	Re-elect Barbara Jeremiah as Director	No	For	Against	Against	For
The Weir Group Plc	8	Re-elect Clare Chapman as Director	No	For	For	For	For
The Weir Group Plc	9	Re-elect Engelbert Haan as Director	No	For	For	For	For
The Weir Group Plc	10	Re-elect Mary Jo Jacobi as Director	No	For	Against	Against	For
The Weir Group Plc	11	Re-elect Ben Magara as Director	No	For	For	For	For
The Weir Group Plc	12	Re-elect Sir Jim McDonald as Director	No	For	Against	Against	For
The Weir Group Plc	13	Re-elect Srinivasan Venkatakrishnan as Director	No	For	For	For	For
The Weir Group Plc	14	Re-elect Stephen Young as Director	No	For	For	For	For

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## KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
The Weir Group Plc	15	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
The Weir Group Plc	16	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
The Weir Group Plc	17	Authorise Issue of Equity	No	For	For	For	For
The Weir Group Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
The Weir Group Plc	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
The Weir Group Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
The Weir Group Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Trimble Inc.	1.1	Elect Director Steven W. Berglund	No	For	For	For	For
Trimble Inc.	1.2	Elect Director James C. Dalton	No	For	For	For	For
Trimble Inc.	1.3	Elect Director Borje Ekholm	No	For	For	For	For
Trimble Inc.	1.4	Elect Director Ann Fandozzi	No	For	For	For	For
Trimble Inc.	1.5	Elect Director Kaigham (Ken) Gabriel	No	For	For	For	For
Trimble Inc.	1.6	Elect Director Meaghan Lloyd	No	For	For	For	For
Trimble Inc.	1.7	Elect Director Sandra MacQuillan	No	For	For	For	For
Trimble Inc.	1.8	Elect Director Robert G. Painter	No	For	For	For	For
Trimble Inc.	1.9	Elect Director Mark S. Peek	No	For	For	For	For
Trimble Inc.	1.1	Elect Director Thomas Sweet	No	For	For	For	For
Trimble Inc.	1.11	Elect Director Johan Wibergh	No	For	For	For	For
Trimble Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Trimble Inc.	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Universal Display Corporation	1a	Elect Director Steven V. Abramson	No	For	For	For	For
Universal Display Corporation	1b	Elect Director Cynthia J. Comparin	No	For	For	For	For
Universal Display Corporation	1c	Elect Director Richard C. Elias	No	For	For	For	For
Universal Display Corporation	1d	Elect Director Elizabeth H. Gemmill	No	For	For	For	For
Universal Display Corporation	1e	Elect Director C. Keith Hartley	No	For	For	For	For
Universal Display Corporation	1f	Elect Director Celia M. Joseph	No	For	For	For	For
Universal Display Corporation	1g	Elect Director Lawrence Lacerte	No	For	For	For	For
Universal Display Corporation	1h	Elect Director Sidney D. Rosenblatt	No	For	For	For	For
Universal Display Corporation	1i	Elect Director Sherwin I. Seligsohn	No	For	For	For	For
Universal Display Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	Against	Against	Against
Universal Display Corporation	3	Ratify KPMG LLP as Auditors	No	For	For	For	For
VA Tech Wabag Limited	1	Approve Reclassification of Shiv Narayan Saraf from Promoter and Promoter Group to Public Category	No	For	Against	Against	Against
VARTA AG	2	Approve Allocation of Income and Dividends of EUR 2.48 per Share	No	For	For	For	For
VARTA AG	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For	For
VARTA AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	For	For
VARTA AG	5	Approve Remuneration Report	No	For	For	For	For
VARTA AG	6	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022 and for the Review of Interim Financial Statements	No	For	Against	Against	Against



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### KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
VARTA AG	7	Approve Creation of EUR 8.1 Million Pool of Authorized Capital 2022 I with or without Exclusion of Preemptive Rights	No	For	For	For	For
VARTA AG	8	Approve Creation of EUR 1 Million Pool of Authorized Capital II for Employee Stock Purchase Plan	No	For	For	For	For
VARTA AG	9	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 1 Billion; Approve Creation of EUR 8.1 Million Pool of Capital to Guarantee Conversion Rights	No	For	For	For	For
VARTA AG	10	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	No	For	For	For	For
Valmont Industries, Inc.	1.1	Elect Director Kaj den Daas	No	For	For	For	For
Valmont Industries, Inc.	1.2	Elect Director James B. Milliken	No	For	For	For	For
Valmont Industries, Inc.	1.3	Elect Director Catherine James Paglia	No	For	For	For	For
Valmont Industries, Inc.	1.4	Elect Director Ritu Favre	No	For	For	For	For
Valmont Industries, Inc.	2	Approve Omnibus Stock Plan	No	For	For	For	For
Valmont Industries, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Valmont Industries, Inc.	4	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Veolia Environnement SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For	For
Veolia Environnement SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	For
Veolia Environnement SA	3	Approve Non-Deductible Expenses	No	For	For	For	For
Veolia Environnement SA	4	Approve Allocation of Income and Dividends of EUR 1 per Share	No	For	For	For	For
Veolia Environnement SA	5	Approve Auditors' Special Report on Related-Party Transactions	No	For	For	For	For
Veolia Environnement SA	6	Reelect Antoine Frerot as Director	No	For	For	For	For
Veolia Environnement SA	7	Elect Estelle Brachianoff as Director	No	For	For	For	For
Veolia Environnement SA	8	Elect Agata Mazurek-Bak as Director	No	For	For	For	For
Veolia Environnement SA	9	Approve Compensation of Antoine Frerot, Chairman and CEO	No	For	For	For	For
Veolia Environnement SA	10	Approve Compensation Report of Corporate Officers	No	For	For	For	For
Veolia Environnement SA	11	Approve Remuneration Policy of Chairman and CEO From 1 January 2022 to 30 June 2022	No	For	For	For	For
Veolia Environnement SA	12	Approve Remuneration Policy of Chairman and CEO From 1 January 2022 to 30 June 2022 (Stock Bonus)	No	For	Against	Against	Against
Veolia Environnement SA	13	Approve Remuneration Policy of Chairman of the Board From 1 July to 31 December 2022	No	For	For	For	For
Veolia Environnement SA	14	Approve Remuneration Policy of CEO From 1 July to 31 December 2022	No	For	For	For	For
Veolia Environnement SA	15	Approve Remuneration Policy of Corporate Officers	No	For	For	For	For
Veolia Environnement SA	16	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Veolia Environnement SA	17	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 1,049,587,899	No	For	For	For	For
Veolia Environnement SA	18	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 349,862,633	No	For	For	For	For
Veolia Environnement SA	19	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 349,862,633	No	For	For	For	For
Veolia Environnement SA	20	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For	For	For

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### KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Veolia Environnement SA	21	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 17 and 18	No	For	For	For	For
Veolia Environnement SA	22	Authorize Capitalization of Reserves of Up to EUR 400 Million for Bonus Issue or Increase in Par Value	No	For	For	For	For
Veolia Environnement SA	23	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For	For
Veolia Environnement SA	24	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries	No	For	For	For	For
Veolia Environnement SA	25	Authorize up to 0.35 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	For	For	For
Veolia Environnement SA	26	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For	For
Veolia Environnement SA	27	Authorize Filing of Required Documents/Other Formalities	No	For	For	For	For
Vestas Wind Systems A/S	2	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Vestas Wind Systems A/S	3	Approve Allocation of Income and Dividends of DKK 0.37 Per Share	No	For	For	For	For
Vestas Wind Systems A/S	4	Approve Remuneration Report (Advisory Vote)	No	For	For	For	For
Vestas Wind Systems A/S	5	Approve Remuneration of Directors in the Amount of DKK 1.365 Million for Chairman, DKK 910,350 for Vice Chairman and DKK 455,175 for Other Directors; Approve Remuneration for Committee Work	No	For	For	For	For
Vestas Wind Systems A/S	6.a	Reelect Anders Runevad as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.b	Reelect Bert Nordberg as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.c	Reelect Bruce Grant as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.d	Reelect Eva Merete Sofelde Berneke as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.e	Reelect Helle Thorning-Schmidt as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.f	Reelect Karl-Henrik Sundstrom as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.g	Reelect Kentaro Hosomi as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.h	Elect Lena Olving as New Director	No	For	For	For	For
Vestas Wind Systems A/S	7	Ratify PricewaterhouseCoopers as Auditors	No	For	For	For	For
Vestas Wind Systems A/S	8	Authorize Share Repurchase Program	No	For	For	For	For
Vestas Wind Systems A/S	9	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	No	For	For	For	For
Willdan Group, Inc.	1.1	Elect Director Thomas D. Brisbin	No	For	For	For	For
Willdan Group, Inc.	1.2	Elect Director Steven A. Cohen	No	For	For	For	For
Willdan Group, Inc.	1.3	Elect Director Cynthia A. Downes	No	For	For	For	For
Willdan Group, Inc.	1.4	Elect Director Dennis V. McGinn	No	For	For	For	For
Willdan Group, Inc.	1.5	Elect Director Wanda K. Reder	No	For	For	For	For
Willdan Group, Inc.	1.6	Elect Director Keith W. Renken	No	For	For	For	For
Willdan Group, Inc.	1.7	Elect Director Mohammad Shahidehpour	No	For	For	For	For
Willdan Group, Inc.	2	Ratify Crowe LLP as Auditors	No	For	For	For	For
Willdan Group, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	Against	Against	Against
Willdan Group, Inc.	4	Amend Omnibus Stock Plan	No	For	For	For	For
Wilmar International Limited	1	Adopt Financial Statements and Directors' and Auditors' Reports	No	For	For	For	For
Wilmar International Limited	2	Approve Final Dividend	No	For	For	For	For
Wilmar International Limited	3	Approve Directors' Fees	No	For	For	For	For
Wilmar International Limited	4	Elect Teo La-Mei as Director	No	For	For	For	For

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KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Wilmar International Limited	5	Elect Raymond Guy Young as Director	No	For	For	For	For
Wilmar International Limited	6	Elect Teo Siong Seng as Director	No	For	For	For	For
Wilmar International Limited	7	Elect Soh Gim Teik as Director	No	For	For	For	For
Wilmar International Limited	8	Elect Chong Yoke Sin as Director	No	For	For	For	For
Wilmar International Limited	9	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Wilmar International Limited	10	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	No	For	For	For	For
Wilmar International Limited	11	Approve Grant of Options and Issuance of Shares Under the Wilmar Executives Share Option Scheme 2019	No	For	Against	Against	Against
Wilmar International Limited	12	Approve Renewal of Mandate for Interested Person Transactions	No	For	For	For	For
Wilmar International Limited	13	Authorize Share Repurchase Program	No	For	For	For	For
Xylem Inc.	1a	Elect Director Jeanne Beliveau-Dunn	No	For	For	For	For
Xylem Inc.	1b	Elect Director Patrick K. Decker	No	For	For	For	For
Xylem Inc.	1c	Elect Director Robert F. Friel	No	For	For	For	For
Xylem Inc.	1d	Elect Director Jorge M. Gomez	No	For	For	For	For
Xylem Inc.	1e	Elect Director Victoria D. Harker	No	For	For	For	For
Xylem Inc.	1f	Elect Director Steven R. Loranger	No	For	For	For	For
Xylem Inc.	1g	Elect Director Mark D. Morelli	No	For	For	For	For
Xylem Inc.	1h	Elect Director Jerome A. Peribere	No	For	For	For	For
Xylem Inc.	1i	Elect Director Markos I. Tambakeras	No	For	For	For	For
Xylem Inc.	1j	Elect Director Lila Tretikov	No	For	For	For	For
Xylem Inc.	1k	Elect Director Uday Yadav	No	For	For	For	For
Xylem Inc.	2	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Xylem Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Yara International ASA	1	Approve Notice of Meeting and Agenda	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	3	Approve Remuneration of Auditors	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	4	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of NOK 30.00 Per Share	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	5.1	Approve Remuneration Policy And Other Terms of Employment For Executive Management	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	5.2	Approve Remuneration Statement	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	6	Approve Company's Corporate Governance Statement	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	7	Elect Trond Berger, John Thuestad, Birgitte Ringstad Vartdal, Hakon Reistad Fure, Tove Feld and Jannicke Hilland as Directors	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	8	Elect Otto Soberg (Chair), Thorunn Kathrine Bakke, Ann Kristin Brautaset and Ottar Ertzeid as Members of Nominating Committee	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	9	Approve Remuneration of Directors in the Amount of NOK 713,500 for the Chairman, NOK 426,000 for the Vice Chairman, and NOK 375,500 for the Other Directors; Approve Committee Fees	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	10	Approve Remuneration of Nominating Committee	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	11	Authorize Share Repurchase Program and Cancellation of Repurchased Shares	No	For	Do Not Vote	Do Not Vote	Do Not Vote

## B.1.a

### KBIGI - Proxy Votes - January through June 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Zurn Water Solutions Corporation	1.1	Elect Director Mark S. Bartlett	No	For	For	For	For
Zurn Water Solutions Corporation	1.2	Elect Director Jacques Donavon "Don" Butler	No	For	For	For	For
Zurn Water Solutions Corporation	1.3	Elect Director David C. Longren	No	For	For	For	For
Zurn Water Solutions Corporation	1.4	Elect Director George C. Moore	No	For	For	For	For
Zurn Water Solutions Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	Against	Against	Against
Zurn Water Solutions Corporation	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Zurn Water Solutions Corporation	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For

Morgan Stanley - Proxy Votes - January through June 2022 - Compared with ISS Recommendation							B.1.a	
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
adidas AG	5/12/2022	Management	2	Approve Allocation of Income and Dividends of EUR 3.30 per Share	For	For	For	No
adidas AG	5/12/2022	Management	3	Approve Discharge of Management Board for Fiscal Year 2021	For	For	For	No
adidas AG	5/12/2022	Management	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	For	For	For	No
adidas AG	5/12/2022	Management	5	Approve Remuneration Report	For	For	For	No
adidas AG	5/12/2022	Management	6	Approve Remuneration of Supervisory Board	For	For	For	No
adidas AG	5/12/2022	Management	7	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 4 Billion; Approve Creation of EUR 12.5 Million Pool of Capital to Guarantee Conversion Rights	For	For	For	No
adidas AG	5/12/2022	Management	8	Ratify KPMG AG as Auditors for Fiscal Year 2022 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2022	For	For	For	No
adidas AG	5/12/2022	Management	9	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2023 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2023	For	For	For	No
AIA Group Limited	5/19/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
AIA Group Limited	5/19/2022	Management	2	Approve Final Dividend	For	For	For	No
AIA Group Limited	5/19/2022	Management	3	Elect Sun Jie (Jane) as Director	For	For	For	No
AIA Group Limited	5/19/2022	Management	4	Elect George Yong-Boon Yeo as Director	For	For	For	No
AIA Group Limited	5/19/2022	Management	5	Elect Swee-Lian Teo as Director	For	For	For	No
AIA Group Limited	5/19/2022	Management	6	Elect Narongchai Akrasanee as Director	For	For	For	No
AIA Group Limited	5/19/2022	Management	7	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	For	For	For	No
AIA Group Limited	5/19/2022	Management	8A	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	For	For	No
AIA Group Limited	5/19/2022	Management	8B	Authorize Repurchase of Issued Share Capital	For	For	For	No
Alcon Inc.	4/27/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
Alcon Inc.	4/27/2022	Management	2	Approve Discharge of Board and Senior Management	For	For	For	No
Alcon Inc.	4/27/2022	Management	3	Approve Allocation of Income and Dividends of CHF 0.20 per Share	For	For	For	No
Alcon Inc.	4/27/2022	Management	4.1	Approve Remuneration Report (Non-Binding)	For	For	For	No
Alcon Inc.	4/27/2022	Management	4.2	Approve Remuneration of Directors in the Amount of CHF 3.6 Million	For	For	For	No
Alcon Inc.	4/27/2022	Management	4.3	Approve Remuneration of Executive Committee in the Amount of CHF 38.4 Million	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.1	Reelect Michael Ball as Director and Board Chair	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.10	Reelect Dieter Spaelti as Director	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.11	Elect Raquel Bono as Director	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.2	Reelect Lynn Bleil as Director	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.3	Reelect Arthur Cummings as Director	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.4	Reelect David Endicott as Director	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.5	Reelect Thomas Glanzmann as Director	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.6	Reelect Keith Grossman as Director	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.7	Reelect Scott Maw as Director	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.8	Reelect Karen May as Director	For	For	For	No
Alcon Inc.	4/27/2022	Management	5.9	Reelect Ines Poeschel as Director	For	For	For	No
Alcon Inc.	4/27/2022	Management	6.1	Reappoint Thomas Glanzmann as Member of the Compensation Committee	For	For	For	No



Morgan Stanley - Proxy Votes - January through June 2022 - Compared with ISS Recommendation								B.1.a
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Alcon Inc.	4/27/2022	Management	6.2	Reappoint Karen May as Member of the Compensation Committee	For	For	For	No
Alcon Inc.	4/27/2022	Management	6.3	Reappoint Ines Poeschel as Member of the Compensation Committee	For	For	For	No
Alcon Inc.	4/27/2022	Management	6.4	Appoint Scott Maw as Member of the Compensation Committee	For	For	For	No
Alcon Inc.	4/27/2022	Management	7	Designate Hartmann Dreyer Attorneys-at-Law as Independent Proxy	For	For	For	No
Alcon Inc.	4/27/2022	Management	8	Ratify PricewaterhouseCoopers SA as Auditors	For	For	For	No
Alcon Inc.	4/27/2022	Management	9	Transact Other Business (Voting)	For	Against	Against	No
Aristocrat Leisure Limited	2/24/2022	Management	1	Elect Arlene Tansey as Director	For	For	For	No
Aristocrat Leisure Limited	2/24/2022	Management	2	Elect Sylvia Summers Couder as Director	For	For	For	No
Aristocrat Leisure Limited	2/24/2022	Management	3	Approve Grant of Performance Rights to Trevor Croker	For	Against	Against	No
Aristocrat Leisure Limited	2/24/2022	Management	4	Approve Aristocrat Equity Scheme	For	For	For	No
Aristocrat Leisure Limited	2/24/2022	Management	5	Approve Remuneration Report	For	For	Against	Yes
Aristocrat Leisure Limited	2/24/2022	Management	6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	2	Approve Dividends	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	3	Reappoint PricewaterhouseCoopers LLP as Auditors	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	4	Authorise Board to Fix Remuneration of Auditors	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	6	Approve Remuneration Report	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	7	Authorise UK Political Donations and Expenditure	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	8	Authorise Issue of Equity	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	9	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	10	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	11	Authorise Market Purchase of Ordinary Shares	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	12	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes
AstraZeneca Plc	4/29/2022	Management	13	Approve Savings Related Share Option Scheme	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5a	Re-elect Leif Johansson as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5b	Re-elect Pascal Soriot as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5c	Elect Aradhana Sarin as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5d	Re-elect Philip Broadley as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5e	Re-elect Euan Ashley as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5f	Re-elect Michel Demare as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5g	Re-elect Deborah DiSanzo as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5h	Re-elect Diana Layfield as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5i	Re-elect Sheri McCoy as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5j	Re-elect Tony Mok as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5k	Re-elect Nazneen Rahman as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5l	Elect Andreas Rummelt as Director	For	For	For	No
AstraZeneca Plc	4/29/2022	Management	5m	Re-elect Marcus Wallenberg as Director	For	For	For	No
Atlas Copco AB	4/26/2022	Management	1	Opening of Meeting; Elect Chairman of Meeting	For	For	For	No
Atlas Copco AB	4/26/2022	Management	2	Prepare and Approve List of Shareholders	For	For	For	No
Atlas Copco AB	4/26/2022	Management	3	Approve Agenda of Meeting	For	For	For	No
Atlas Copco AB	4/26/2022	Management	4	Designate Inspector(s) of Minutes of Meeting	For	For	For	No
Atlas Copco AB	4/26/2022	Management	5	Acknowledge Proper Convening of Meeting	For	For	For	No

Morgan Stanley - Proxy Votes - January through June 2022 - Compared with ISS Recommendation							B.1.a	
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Atlas Copco AB	4/26/2022	Management	14	Amend Articles Re: Notice of General Meeting; Editorial Changes	For	For	For	No
Atlas Copco AB	4/26/2022	Management	15	Approve 4:1 Stock Split; Reduction of Share Capital Through Redemption of Shares; Increase of Share Capital through a Bonus Issue without the Issuance of New Shares	For	For	For	No
Atlas Copco AB	4/26/2022	Management	10.a1	Reelect Staffan Bohman as Director	For	Against	Against	No
Atlas Copco AB	4/26/2022	Management	10.a2	Reelect Johan Forssell as Director	For	Against	Against	No
Atlas Copco AB	4/26/2022	Management	10.a3	Reelect Anna Ohlsson-Leijon as Director	For	For	For	No
Atlas Copco AB	4/26/2022	Management	10.a4	Reelect Mats Rahmstrom as Director	For	For	For	No
Atlas Copco AB	4/26/2022	Management	10.a5	Reelect Gordon Riske as Director	For	For	For	No
Atlas Copco AB	4/26/2022	Management	10.a6	Reelect Hans Straberg as Director	For	Against	Against	No
Atlas Copco AB	4/26/2022	Management	10.a7	Reelect Peter Wallenberg Jr as Director	For	Against	Against	No
Atlas Copco AB	4/26/2022	Management	10.b	Elect Helene Mellquist as New Director	For	Against	Against	No
Atlas Copco AB	4/26/2022	Management	10.c	Reelect Hans Straberg as Board Chair	For	Against	Against	No
Atlas Copco AB	4/26/2022	Management	10.d	Ratify Ernst & Young as Auditors	For	For	For	No
Atlas Copco AB	4/26/2022	Management	11.a	Approve Remuneration of Directors in the Amount of SEK 3.1 Million to Chair and SEK 1 Million to Other Directors; Approve Remuneration for Committee Work; Approve Delivering Part of Remuneration in form of Synthetic Shares	For	Against	Against	No
Atlas Copco AB	4/26/2022	Management	11.b	Approve Remuneration of Auditors	For	For	For	No
Atlas Copco AB	4/26/2022	Management	12.a	Approve Remuneration Report	For	For	For	No
Atlas Copco AB	4/26/2022	Management	12.b	Approve Stock Option Plan 2022 for Key Employees	For	For	For	No
Atlas Copco AB	4/26/2022	Management	13.a	Acquire Class A Shares Related to Personnel Option Plan for 2022	For	For	For	No
Atlas Copco AB	4/26/2022	Management	13.b	Acquire Class A Shares Related to Remuneration of Directors in the Form of Synthetic Shares	For	For	For	No
Atlas Copco AB	4/26/2022	Management	13.c	Transfer Class A Shares Related to Personnel Option Plan for 2022	For	For	For	No
Atlas Copco AB	4/26/2022	Management	13.d	Sell Class A Shares to Cover Costs Related to Synthetic Shares to the Board	For	For	For	No
Atlas Copco AB	4/26/2022	Management	13.e	Sell Class A to Cover Costs in Relation to the Personnel Option Plans for 2016, 2017, 2018 and 2019	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.a	Accept Financial Statements and Statutory Reports	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b1	Approve Discharge of Staffan Bohman	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b10	Approve Discharge of Benny Larsson	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b11	Approve Discharge of CEO Mats Rahmstrom	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b2	Approve Discharge of Tina Donikowski	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b3	Approve Discharge of Johan Forssell	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b4	Approve Discharge of Anna Ohlsson-Leijon	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b5	Approve Discharge of Mats Rahmstrom	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b6	Approve Discharge of Gordon Riske	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b7	Approve Discharge of Hans Straberg	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b8	Approve Discharge of Peter Wallenberg Jr	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.b9	Approve Discharge of Mikael Bergstedt	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.c	Approve Allocation of Income and Dividends of SEK 7.60 Per Share	For	For	For	No
Atlas Copco AB	4/26/2022	Management	8.d	Approve Record Date for Dividend Payment	For	For	For	No
Atlas Copco AB	4/26/2022	Management	9.a	Determine Number of Members (8) and Deputy Members of Board (0)	For	For	For	No
Atlas Copco AB	4/26/2022	Management	9.b	Determine Number of Auditors (1) and Deputy Auditors (0)	For	For	For	No

Morgan Stanley - Proxy Votes - January through June 2022 - Compared with ISS Recommendation								B.1.a
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
AXA SA	4/28/2022	Management	1	Approve Financial Statements and Statutory Reports	For	For	For	No
AXA SA	4/28/2022	Management	2	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No
AXA SA	4/28/2022	Management	3	Approve Allocation of Income and Dividends of EUR 1.54 per Share	For	For	For	No
AXA SA	4/28/2022	Management	4	Approve Compensation Report of Corporate Officers	For	For	For	No
AXA SA	4/28/2022	Management	5	Approve Compensation of Denis Duverne, Chairman of the Board	For	For	For	No
AXA SA	4/28/2022	Management	6	Approve Compensation of Thomas Buberl, CEO	For	For	For	No
AXA SA	4/28/2022	Management	7	Approve Remuneration Policy of CEO	For	Against	For	Yes
AXA SA	4/28/2022	Management	8	Approve Remuneration Policy of Chairman of the Board	For	For	For	No
AXA SA	4/28/2022	Management	9	Approve Remuneration Policy of Directors	For	For	For	No
AXA SA	4/28/2022	Management	10	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	For	For	For	No
AXA SA	4/28/2022	Management	11	Reelect Thomas Buberl as Director	For	For	For	No
AXA SA	4/28/2022	Management	12	Reelect Rachel Duan as Director	For	For	For	No
AXA SA	4/28/2022	Management	13	Reelect Andre Francois-Poncet as Director	For	For	For	No
AXA SA	4/28/2022	Management	14	Ratify Appointment of Clotilde Delbos as Director	For	For	For	No
AXA SA	4/28/2022	Management	15	Elect Gerald Harlin as Director	For	For	For	No
AXA SA	4/28/2022	Management	16	Elect Rachel Picard as Director	For	For	For	No
AXA SA	4/28/2022	Management	17	Appoint Ernst & Young Audit as Auditor	For	For	For	No
AXA SA	4/28/2022	Management	18	Appoint Picarle et Associes as Alternate Auditor	For	For	For	No
AXA SA	4/28/2022	Management	19	Approve Remuneration of Directors in the Aggregate Amount of EUR 2.1 Million	For	For	For	No
AXA SA	4/28/2022	Management	20	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No
AXA SA	4/28/2022	Management	21	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No
AXA SA	4/28/2022	Management	22	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees of the Group's Subsidiaries	For	For	For	No
AXA SA	4/28/2022	Management	23	Authorize up to 1 Percent of Issued Capital for Use in Restricted Stock Plans with Performance Conditions Attached	For	For	For	No
AXA SA	4/28/2022	Management	24	Authorize up to 0.40 Percent of Issued Capital for Use in Restricted Stock Plans Reserved for Pension Contribution	For	For	For	No
AXA SA	4/28/2022	Management	25	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No
AXA SA	4/28/2022	Management	26	Amend Article 10 of Bylaws Re: Directors Length of Term	For	For	For	No
AXA SA	4/28/2022	Management	27	Amend Article 3 of Bylaws Re: Corporate Purpose	For	For	For	No
AXA SA	4/28/2022	Management	28	Authorize Filing of Required Documents/Other Formalities	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	1.1	Elect Director Mark Bristow	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	1.10	Elect Director Loreto Silva	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	1.11	Elect Director John L. Thornton	For	For	Withhold	Yes
Barrick Gold Corporation	5/3/2022	Management	1.2	Elect Director Helen Cai	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	1.3	Elect Director Gustavo A. Cisneros	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	1.4	Elect Director Christopher L. Coleman	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	1.5	Elect Director J. Michael Evans	For	For	For	No

Morgan Stanley - Proxy Votes - January through June 2022 - Compared with ISS Recommendation								B.1.a
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Barrick Gold Corporation	5/3/2022	Management	1.6	Elect Director Brian L. Greenspun	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	1.7	Elect Director J. Brett Harvey	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	1.8	Elect Director Anne Kabagambe	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	1.9	Elect Director Andrew J. Quinn	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	No
Barrick Gold Corporation	5/3/2022	Management	3	Advisory Vote on Executive Compensation Approach	For	For	For	No
British American Tobacco plc	4/28/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
British American Tobacco plc	4/28/2022	Management	2	Approve Remuneration Policy	For	For	Against	Yes
British American Tobacco plc	4/28/2022	Management	3	Approve Remuneration Report	For	For	Against	Yes
British American Tobacco plc	4/28/2022	Management	4	Reappoint KPMG LLP as Auditors	For	For	For	No
British American Tobacco plc	4/28/2022	Management	5	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No
British American Tobacco plc	4/28/2022	Management	6	Re-elect Luc Jobin as Director	For	For	For	No
British American Tobacco plc	4/28/2022	Management	7	Re-elect Jack Bowles as Director	For	For	For	No
British American Tobacco plc	4/28/2022	Management	8	Re-elect Tadeu Marroco as Director	For	For	For	No
British American Tobacco plc	4/28/2022	Management	9	Re-elect Sue Farr as Director	For	For	For	No
British American Tobacco plc	4/28/2022	Management	10	Re-elect Karen Guerra as Director	For	For	For	No
British American Tobacco plc	4/28/2022	Management	11	Re-elect Holly Keller Koepfel as Director	For	For	For	No
British American Tobacco plc	4/28/2022	Management	12	Re-elect Savio Kwan as Director	For	For	For	No
British American Tobacco plc	4/28/2022	Management	13	Re-elect Dimitri Panayotopoulos as Director	For	For	For	No
British American Tobacco plc	4/28/2022	Management	14	Re-elect Darrell Thomas as Director	For	For	For	No
British American Tobacco plc	4/28/2022	Management	15	Elect Kandy Anand as Director	For	For	For	No
British American Tobacco plc	4/28/2022	Management	16	Authorise UK Political Donations and Expenditure	For	For	For	No
British American Tobacco plc	4/28/2022	Management	17	Authorise Issue of Equity	For	For	For	No
British American Tobacco plc	4/28/2022	Management	18	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
British American Tobacco plc	4/28/2022	Management	19	Authorise Market Purchase of Ordinary Shares	For	For	For	No
British American Tobacco plc	4/28/2022	Management	20	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes
Cameco Corporation	5/10/2022	Management	A1	Elect Director Leontine Atkins	For	For	For	No
Cameco Corporation	5/10/2022	Management	A2	Elect Director Ian Bruce	For	For	For	No
Cameco Corporation	5/10/2022	Management	A3	Elect Director Daniel Camus	For	For	For	No
Cameco Corporation	5/10/2022	Management	A4	Elect Director Donald Deranger	For	For	For	No
Cameco Corporation	5/10/2022	Management	A5	Elect Director Catherine Gignac	For	For	For	No
Cameco Corporation	5/10/2022	Management	A6	Elect Director Tim Gitzel	For	For	For	No
Cameco Corporation	5/10/2022	Management	A7	Elect Director Jim Gowans	For	For	For	No
Cameco Corporation	5/10/2022	Management	A8	Elect Director Kathryn (Kate) Jackson	For	For	For	No
Cameco Corporation	5/10/2022	Management	A9	Elect Director Don Kayne	For	For	For	No
Cameco Corporation	5/10/2022	Management	B	Ratify KPMG LLP as Auditors	For	For	For	No
Cameco Corporation	5/10/2022	Management	C	Advisory Vote on Executive Compensation Approach	For	For	Against	Yes
Cameco Corporation	5/10/2022	Management	D	The Undersigned Hereby Certifies that the Shares Represented by this Proxy are Owned and Controlled by a Resident of Canada. Vote FOR = Yes and ABSTAIN = No. A Vote Against will be treated as not voted.	None	Refer	Abstain	No
Carlsberg A/S	3/14/2022	Management	2	Accept Financial Statements and Statutory Reports; Approve Discharge of Management and Board	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Carlsberg A/S	3/14/2022	Management	3	Approve Allocation of Income and Dividends of DKK 24 Per Share	For	For	For	No
Carlsberg A/S	3/14/2022	Management	4	Approve Remuneration Report (Advisory Vote)	For	For	For	No
Carlsberg A/S	3/14/2022	Management	7	Ratify PricewaterhouseCoopers as Auditors	For	For	For	No
Carlsberg A/S	3/14/2022	Management	5.A	Approve Remuneration of Directors in the Amount of DKK 1.99 Million for Chairman, DKK 660,000 for Vice Chair and DKK 440,000 for Other Directors; Approve Remuneration for Committee Work	For	For	For	No
Carlsberg A/S	3/14/2022	Management	5.B	Approve DKK 68 Million Reduction in Share Capital via Share Cancellation	For	For	For	No
Carlsberg A/S	3/14/2022	Management	5.C	Authorize Share Repurchase Program	For	For	For	No
Carlsberg A/S	3/14/2022	Management	5.D	Authorize Board to Decide on the Distribution of Extraordinary Dividends	For	For	For	No
Carlsberg A/S	3/14/2022	Management	6.a	Reelect Henrik Poulsen as Director	For	For	For	No
Carlsberg A/S	3/14/2022	Management	6.b	Reelect Carl Bache as Director	For	For	For	No
Carlsberg A/S	3/14/2022	Management	6.c	Reelect Magdi Batato as Director	For	For	For	No
Carlsberg A/S	3/14/2022	Management	6.d	Reelect Lilian Fossum Biner as Director	For	For	For	No
Carlsberg A/S	3/14/2022	Management	6.e	Reelect Richard Burrows as Director	For	For	For	No
Carlsberg A/S	3/14/2022	Management	6.f	Reelect Soren-Peter Fuchs Olesen as Director	For	For	For	No
Carlsberg A/S	3/14/2022	Management	6.g	Reelect Majken Schultz as Director	For	For	For	No
Carlsberg A/S	3/14/2022	Management	6.h	Elect Punita Lal as New Director	For	For	For	No
Carlsberg A/S	3/14/2022	Management	6.i	Elect Mikael Aro as New Director	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.1	Elect Director Jeff Bender	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.10	Elect Director Donna Parr	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.11	Elect Director Andrew Pastor	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.12	Elect Director Dexter Salna	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.13	Elect Director Laurie Schultz	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.14	Elect Director Barry Symons	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.15	Elect Director Robin Van Poelje	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.2	Elect Director John Billowits	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.3	Elect Director Lawrence Cunningham	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.4	Elect Director Susan Gayner	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.5	Elect Director Claire Kennedy	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.6	Elect Director Robert Kittel	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.7	Elect Director Mark Leonard	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.8	Elect Director Mark Miller	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	1.9	Elect Director Lori O'Neill	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	2	Approve KPMG LLP Auditors and Authorize Board to Fix Their Remuneration	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	3	Approve Increase in Size of Board from Fifteen to Twenty	For	For	For	No
Constellation Software Inc.	5/5/2022	Management	4	Advisory Vote to Ratify Named Executive Officer's Compensation	For	For	For	No
Constellation Software Inc.	5/5/2022	Shareholder	5	SP: Report on Racial Diversity in the Workplace	Against	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	1	Adopt Financial Statements and Directors' and Auditors' Reports	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	2	Approve Final Dividend	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	3	Approve Directors' Remuneration	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	4	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	5	Elect Bonghan Cho as Director	For	For	For	No



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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
DBS Group Holdings Ltd.	3/31/2022	Management	6	Elect Olivier Lim Tse Ghow as Director	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	7	Elect Tham Sai Choy as Director	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	8	Elect Chng Kai Fong as Director	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	9	Elect Judy Lee as Director	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	10	Approve Grant of Awards and Issuance of Shares Under the DBSH Share Plan	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	11	Approve Grant of Awards and Issuance of Shares Under the California Sub-Plan to the DBSH Share Plan	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	12	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	13	Approve Issuance of Shares Pursuant to the DBSH Scrip Dividend Scheme	For	For	For	No
DBS Group Holdings Ltd.	3/31/2022	Management	14	Authorize Share Repurchase Program	For	For	For	No
Deutsche Boerse AG	5/18/2022	Management	2	Approve Allocation of Income and Dividends of EUR 3.20 per Share	For	For	For	No
Deutsche Boerse AG	5/18/2022	Management	3	Approve Discharge of Management Board for Fiscal Year 2021	For	For	For	No
Deutsche Boerse AG	5/18/2022	Management	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	For	For	For	No
Deutsche Boerse AG	5/18/2022	Management	5	Elect Shannon Johnston to the Supervisory Board	For	For	For	No
Deutsche Boerse AG	5/18/2022	Management	6	Approve Creation of EUR 19 Million Pool of Capital with Preemptive Rights	For	For	For	No
Deutsche Boerse AG	5/18/2022	Management	7	Approve Remuneration Report	For	For	For	No
Deutsche Boerse AG	5/18/2022	Management	8	Approve Remuneration of Supervisory Board	For	For	For	No
Deutsche Boerse AG	5/18/2022	Management	9	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2022	For	For	For	No
Deutsche Post AG	5/6/2022	Management	2	Approve Allocation of Income and Dividends of EUR 1.80 per Share	For	For	For	No
Deutsche Post AG	5/6/2022	Management	3	Approve Discharge of Management Board for Fiscal Year 2021	For	For	For	No
Deutsche Post AG	5/6/2022	Management	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	For	For	For	No
Deutsche Post AG	5/6/2022	Management	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022	For	For	For	No
Deutsche Post AG	5/6/2022	Management	6	Ratify Deloitte GmbH as Auditors for Fiscal Year 2023 and for the Review of Interim Financial Statements for the Period from January 1, 2023, until 2024 AGM	For	For	For	No
Deutsche Post AG	5/6/2022	Management	7.1	Elect Luise Hoelscher to the Supervisory Board	For	For	For	No
Deutsche Post AG	5/6/2022	Management	7.2	Elect Stefan Wintels to the Supervisory Board	For	For	For	No
Deutsche Post AG	5/6/2022	Management	8	Approve Stock Option Plan for Key Employees; Approve Creation of EUR 20 Million Pool of Conditional Capital to Guarantee Conversion Rights	For	For	For	No
Deutsche Post AG	5/6/2022	Management	9	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 2 Billion; Approve Creation of EUR 40 Million Pool of Capital to Guarantee Conversion Rights	For	For	For	No
Deutsche Post AG	5/6/2022	Management	10	Approve Remuneration Report	For	For	Against	Yes
Deutsche Post AG	5/6/2022	Management	11	Approve Remuneration of Supervisory Board	For	For	For	No
Epiroc AB	4/25/2022	Management	1	Elect Chairman of Meeting	For	For	For	No
Epiroc AB	4/25/2022	Management	2	Designate Inspector(s) of Minutes of Meeting	For	For	For	No
Epiroc AB	4/25/2022	Management	4	Approve Agenda of Meeting	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Epiroc AB	4/25/2022	Management	5	Acknowledge Proper Convening of Meeting	For	For	For	No
Epiroc AB	4/25/2022	Management	12	Approve Stock Option Plan 2022 for Key Employees	For	For	Against	Yes
Epiroc AB	4/25/2022	Management	14	Approve Nominating Committee Procedures	For	For	For	No
Epiroc AB	4/25/2022	Management	10.a1	Elect Anthea Bath as New Director	For	For	For	No
Epiroc AB	4/25/2022	Management	10.a2	Reelect Lennart Evrell as Director	For	For	For	No
Epiroc AB	4/25/2022	Management	10.a3	Reelect Johan Forssell as Director	For	For	Against	Yes
Epiroc AB	4/25/2022	Management	10.a4	Reelect Helena Hedblom as Director	For	For	For	No
Epiroc AB	4/25/2022	Management	10.a5	Reelect Jeane Hull as Director	For	For	For	No
Epiroc AB	4/25/2022	Management	10.a6	Reelect Ronnie Leten as Director	For	For	For	No
Epiroc AB	4/25/2022	Management	10.a7	Reelect Ulla Litzen as Director	For	For	For	No
Epiroc AB	4/25/2022	Management	10.a8	Reelect Sigurd Mareels as Director	For	For	For	No
Epiroc AB	4/25/2022	Management	10.a9	Reelect Astrid Skarheim Onsum as Director	For	For	For	No
Epiroc AB	4/25/2022	Management	10.b	Reelect Ronnie Leten as Board Chair	For	For	For	No
Epiroc AB	4/25/2022	Management	10.c	Ratify Ernst & Young as Auditors	For	For	For	No
Epiroc AB	4/25/2022	Management	10.a10	Reelect Anders Ullberg as Director	For	For	For	No
Epiroc AB	4/25/2022	Management	11.a	Approve Remuneration of Directors in the Amount of SEK 2.47 Million for Chair and SEK 775,000 for Other Directors; Approve Partly Remuneration in Synthetic Shares; Approve Remuneration for Committee Work	For	For	For	No
Epiroc AB	4/25/2022	Management	11.b	Approve Remuneration of Auditors	For	For	For	No
Epiroc AB	4/25/2022	Management	13.a	Approve Equity Plan Financing Through Repurchase of Class A Shares	For	For	For	No
Epiroc AB	4/25/2022	Management	13.b	Approve Repurchase of Shares to Pay 50 Percent of Director's Remuneration in Synthetic Shares	For	For	For	No
Epiroc AB	4/25/2022	Management	13.c	Approve Equity Plan Financing Through Transfer of Class A Shares to Participants	For	For	For	No
Epiroc AB	4/25/2022	Management	13.d	Approve Sale of Class A Shares to Finance Director Remuneration in Synthetic Shares	For	For	For	No
Epiroc AB	4/25/2022	Management	13.e	Approve Sale of Class A Shares to Finance Stock Option Plan 2016, 2017, 2018 and 2019	For	For	For	No
Epiroc AB	4/25/2022	Management	8.a	Accept Financial Statements and Statutory Reports	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b1	Approve Discharge of Lennart Evrell	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b10	Approve Discharge of Niclas Bergstrom	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b11	Approve Discharge of Gustav El Rachidi	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b12	Approve Discharge of Kristina Kanestad	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b13	Approve Discharge of Daniel Rundgren	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b14	Approve Discharge of CEO Helena Hedblom	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b2	Approve Discharge of Johan Forssell	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b3	Approve Discharge of Helena Hedblom (as Board Member)	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b4	Approve Discharge of Jeane Hull	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b5	Approve Discharge of Ronnie Leten	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b6	Approve Discharge of Ulla Litzen	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b7	Approve Discharge of Sigurd Mareels	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b8	Approve Discharge of Astrid Skarheim Onsum	For	For	For	No
Epiroc AB	4/25/2022	Management	8.b9	Approve Discharge of Anders Ullberg	For	For	For	No
Epiroc AB	4/25/2022	Management	8.c	Approve Allocation of Income and Dividends of SEK 3 Per Share	For	For	For	No
Epiroc AB	4/25/2022	Management	8.d	Approve Remuneration Report	For	For	Against	Yes
Epiroc AB	4/25/2022	Management	9.a	Determine Number of Members (10) and Deputy Members of Board	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Epiroc AB	4/25/2022	Management	9.b	Determine Number of Auditors (1) and Deputy Auditors	For	For	For	No
FANUC Corp.	6/29/2022	Management	1	Approve Allocation of Income, with a Final Dividend of JPY 239.68	For	For	For	No
FANUC Corp.	6/29/2022	Management	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	For	For	For	No
FANUC Corp.	6/29/2022	Management	3.1	Elect Director Inaba, Yoshiharu	For	For	For	No
FANUC Corp.	6/29/2022	Management	3.2	Elect Director Yamaguchi, Kenji	For	For	For	No
FANUC Corp.	6/29/2022	Management	3.3	Elect Director Michael J. Cicco	For	For	For	No
FANUC Corp.	6/29/2022	Management	3.4	Elect Director Tsukuda, Kazuo	For	For	For	No
FANUC Corp.	6/29/2022	Management	3.5	Elect Director Yamazaki, Naoko	For	For	For	No
FANUC Corp.	6/29/2022	Management	3.6	Elect Director Uozumi, Hiroto	For	For	For	No
FANUC Corp.	6/29/2022	Management	4	Elect Alternate Director and Audit Committee Member Yamazaki, Naoko	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	1	Accept Financial Statements and Statutory Reports for Fiscal Year 2021	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	2	Approve Allocation of Income and Dividends of EUR 0.92 per Share	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	3	Approve Discharge of Personally Liable Partner for Fiscal Year 2021	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022 and for the Review of Interim Financial Statements for Fiscal Year 2022	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	6	Approve Remuneration Report	For	For	Against	Yes
Fresenius SE & Co. KGaA	5/13/2022	Management	7.1	Elect Susanne Zeidler to the Supervisory Board	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	7.2	Elect Christoph Zindel to the Supervisory Board	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	8	Elect Susanne Zeidler as Member of the Joint Committee	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	9	Approve Creation of EUR 125 Million Pool of Authorized Capital with or without Exclusion of Preemptive Rights	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	10	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 2.5 Billion; Approve Creation of EUR 49 Million Pool of Capital to Guarantee Conversion Rights	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	11	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	For	For	For	No
Fresenius SE & Co. KGaA	5/13/2022	Management	12	Authorize Use of Financial Derivatives when Repurchasing Shares	For	For	For	No
Grifols SA	6/9/2022	Management	1	Approve Standalone Financial Statements and Allocation of Income	For	For	For	No
Grifols SA	6/9/2022	Management	2	Approve Consolidated Financial Statements	For	For	For	No
Grifols SA	6/9/2022	Management	3	Approve Non-Financial Information Statement	For	For	For	No
Grifols SA	6/9/2022	Management	4	Approve Discharge of Board	For	For	For	No
Grifols SA	6/9/2022	Management	5	Renew Appointment of KPMG Auditores as Auditor of Consolidated Financial Statements	For	For	For	No
Grifols SA	6/9/2022	Management	6.1	Dismiss Belen Villalonga Morenes as Director	For	For	For	No
Grifols SA	6/9/2022	Management	6.2	Dismiss Marla E. Salmon as Director	For	For	For	No
Grifols SA	6/9/2022	Management	6.3	Elect Montserrat Munoz Abellana as Director	For	For	For	No
Grifols SA	6/9/2022	Management	6.4	Elect Susana Gonzalez Rodriguez as Director	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Grifols SA	6/9/2022	Management	7.1	Amend Article 16 and 17.bis Re: Allow Shareholder Meetings to be Held in Virtual-Only Format	For	For	For	No
Grifols SA	6/9/2022	Management	7.2	Amend Article 20.bis Re: Director Remuneration	For	For	For	No
Grifols SA	6/9/2022	Management	7.3	Amend Article 24.ter Re: Audit Committee	For	For	For	No
Grifols SA	6/9/2022	Management	7.4	Amend Article 25 Re: Annual Accounts	For	For	For	No
Grifols SA	6/9/2022	Management	8.1	Amend Article 9 of General Meeting Regulations Re: Right to Information Prior to the Meeting	For	For	For	No
Grifols SA	6/9/2022	Management	8.2	Amend Articles of General Meeting Regulations Re: Allow Shareholder Meetings to be Held in Virtual-Only Format	For	For	For	No
Grifols SA	6/9/2022	Management	10	Advisory Vote on Remuneration Report	For	For	For	No
Grifols SA	6/9/2022	Management	11	Approve Remuneration Policy	For	For	For	No
Grifols SA	6/9/2022	Management	12	Authorize Company to Call EGM with 15 Days' Notice	For	For	Against	Yes
Grifols SA	6/9/2022	Management	13	Authorize Board to Ratify and Execute Approved Resolutions	For	For	For	No
Heineken NV	4/21/2022	Management	3	Amend Remuneration Policy for Management Board	For	For	For	No
Heineken NV	4/21/2022	Management	5	Ratify Deloitte Accountants B.V. as Auditors	For	For	For	No
Heineken NV	4/21/2022	Management	1.b	Approve Remuneration Report	For	Against	Against	No
Heineken NV	4/21/2022	Management	1.c	Adopt Financial Statements	For	For	For	No
Heineken NV	4/21/2022	Management	1.e	Approve Dividends	For	For	For	No
Heineken NV	4/21/2022	Management	1.f	Approve Discharge of Management Board	For	For	For	No
Heineken NV	4/21/2022	Management	1.g	Approve Discharge of Supervisory Board	For	For	For	No
Heineken NV	4/21/2022	Management	2.a	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No
Heineken NV	4/21/2022	Management	2.b	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital	For	For	For	No
Heineken NV	4/21/2022	Management	2.c	Authorize Board to Exclude Preemptive Rights from Share Issuances	For	For	For	No
Heineken NV	4/21/2022	Management	4.a	Reelect J.M. Huet to Supervisory Board	For	For	For	No
Heineken NV	4/21/2022	Management	4.b	Reelect J.A. Fernandez Carbajal to Supervisory Board	For	Against	For	Yes
Heineken NV	4/21/2022	Management	4.c	Reelect M. Helmes to Supervisory Board	For	For	For	No
Heineken NV	4/21/2022	Management	4.d	Elect F.J. Camacho Beltran to Supervisory Board	For	For	For	No
Hexagon AB	4/29/2022	Management	1	Elect Chairman of Meeting	For	For	For	No
Hexagon AB	4/29/2022	Management	2	Prepare and Approve List of Shareholders	For	For	For	No
Hexagon AB	4/29/2022	Management	3	Approve Agenda of Meeting	For	For	For	No
Hexagon AB	4/29/2022	Management	4.1	Designate Johannes Wingborg as Inspector of Minutes of Meeting	For	For	For	No
Hexagon AB	4/29/2022	Management	4.2	Designate Fredrik Skoglund Inspector of Minutes of Meeting	For	For	For	No
Hexagon AB	4/29/2022	Management	5	Acknowledge Proper Convening of Meeting	For	For	For	No
Hexagon AB	4/29/2022	Management	8	Determine Number of Members (10) and Deputy Members (0) of Board	For	For	For	No
Hexagon AB	4/29/2022	Management	9.1	Approve Remuneration of Directors in the Amount of SEK 2 Million for Chairman, and SEK 670,000 for Other Directors; Approve Remuneration for Committee Work	For	For	For	No
Hexagon AB	4/29/2022	Management	9.2	Approve Remuneration of Auditors	For	For	For	No
Hexagon AB	4/29/2022	Management	10.1	Reelect Marta Schorling Andreen as Director	For	For	For	No
Hexagon AB	4/29/2022	Management	10.10	Reelect Erik Huggers as Director	For	For	For	No
Hexagon AB	4/29/2022	Management	10.11	Elect Gun Nilsson as Board Chair	For	Against	Against	No
Hexagon AB	4/29/2022	Management	10.12	Ratify PricewaterhouseCoopers AB as Auditors	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Hexagon AB	4/29/2022	Management	10.2	Reelect John Brandon as Director	For	For	For	No
Hexagon AB	4/29/2022	Management	10.3	Reelect Sofia Schorling Hogberg as Director	For	Against	Against	No
Hexagon AB	4/29/2022	Management	10.4	Reelect Ulrika Francke as Director	For	Against	Against	No
Hexagon AB	4/29/2022	Management	10.5	Reelect Henrik Henriksson as Director	For	For	For	No
Hexagon AB	4/29/2022	Management	10.6	Reelect Ola Rollen as Director	For	For	For	No
Hexagon AB	4/29/2022	Management	10.7	Reelect Gun Nilsson as Director	For	Against	Against	No
Hexagon AB	4/29/2022	Management	10.8	Reelect Patrick Soderlund as Director	For	For	For	No
Hexagon AB	4/29/2022	Management	10.9	Reelect Brett Watson as Director	For	For	For	No
Hexagon AB	4/29/2022	Management	11	Elect Mikael Ekdahl, Jan Dworsky, Anders Oscarsson and Liselott Ledin as Members of Nominating Committee	For	For	For	No
Hexagon AB	4/29/2022	Management	12	Approve Remuneration Report	For	For	Against	Yes
Hexagon AB	4/29/2022	Management	13	Approve Performance Share Program 2022/20225 for Key Employees	For	For	For	No
Hexagon AB	4/29/2022	Management	14	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	For	For	For	No
Hexagon AB	4/29/2022	Management	15	Approve Issuance of up to 10 Percent of Issued Shares without Preemptive Rights	For	For	For	No
Hexagon AB	4/29/2022	Management	7.a	Accept Financial Statements and Statutory Reports	For	For	For	No
Hexagon AB	4/29/2022	Management	7.b	Approve Allocation of Income and Dividends of EUR 0.11 Per Share	For	For	For	No
Hexagon AB	4/29/2022	Management	7.c1	Approve Discharge of Gun Nilsson	For	For	For	No
Hexagon AB	4/29/2022	Management	7.c10	Approve Discharge of Ola Rollen	For	For	For	No
Hexagon AB	4/29/2022	Management	7.c2	Approve Discharge of Marta Schorling Andreen	For	For	For	No
Hexagon AB	4/29/2022	Management	7.c3	Approve Discharge of John Brandon	For	For	For	No
Hexagon AB	4/29/2022	Management	7.c4	Approve Discharge of Sofia Schorling Hogberg	For	For	For	No
Hexagon AB	4/29/2022	Management	7.c5	Approve Discharge of Ulrika Francke	For	For	For	No
Hexagon AB	4/29/2022	Management	7.c6	Approve Discharge of Henrik Henriksson	For	For	For	No
Hexagon AB	4/29/2022	Management	7.c7	Approve Discharge of Patrick Soderlund	For	For	For	No
Hexagon AB	4/29/2022	Management	7.c8	Approve Discharge of Brett Watson	For	For	For	No
Hexagon AB	4/29/2022	Management	7.c9	Approve Discharge of Erik Huggers	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	2	Approve Remuneration Report	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	3	Approve Final Dividend	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	4	Re-elect Robert Childs as Director	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	5	Elect Donna DeMaio as Director	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	6	Re-elect Michael Goodwin as Director	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	7	Re-elect Thomas Hurlimann as Director	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	8	Re-elect Hamayou Akbar Hussain as Director	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	9	Re-elect Colin Keogh as Director	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	10	Re-elect Anne MacDonald as Director	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	11	Re-elect Constantinos Miranthis as Director	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	12	Re-elect Joanne Musselle as Director	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	13	Re-elect Lynn Pike as Director	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	14	Reappoint PricewaterhouseCoopers Ltd as Auditors	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	15	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	16	Amend Performance Share Plan	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	17	Approve Scrip Dividend Scheme	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	18	Authorise the Directors to Capitalise Sums in Connection with the Scrip Dividend Scheme	For	For	For	No



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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Hiscox Ltd.	5/12/2022	Management	19	Authorise Issue of Equity	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	20	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No
Hiscox Ltd.	5/12/2022	Management	22	Authorise Market Purchase of Ordinary Shares	For	For	For	No
HOYA Corp.	6/28/2022	Management	1.1	Elect Director Urano, Mitsudo	For	For	For	No
HOYA Corp.	6/28/2022	Management	1.2	Elect Director Kaihori, Shuzo	For	For	For	No
HOYA Corp.	6/28/2022	Management	1.3	Elect Director Yoshihara, Hiroaki	For	For	For	No
HOYA Corp.	6/28/2022	Management	1.4	Elect Director Abe, Yasuyuki	For	For	For	No
HOYA Corp.	6/28/2022	Management	1.5	Elect Director Hasegawa, Takayo	For	For	For	No
HOYA Corp.	6/28/2022	Management	1.6	Elect Director Nishimura, Mika	For	For	For	No
HOYA Corp.	6/28/2022	Management	1.7	Elect Director Ikeda, Eiichiro	For	For	For	No
HOYA Corp.	6/28/2022	Management	1.8	Elect Director Hiroka, Ryo	For	For	For	No
HOYA Corp.	6/28/2022	Management	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	2	Approve Remuneration Report	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	3	Approve Final Dividend	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	4	Re-elect Stefan Bomhard as Director	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	5	Re-elect Susan Clark as Director	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	6	Elect Ngozi Edozien as Director	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	7	Re-elect Therese Esperdy as Director	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	8	Re-elect Alan Johnson as Director	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	9	Re-elect Robert Kunze-Concewitz as Director	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	10	Re-elect Simon Langelier as Director	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	11	Elect Lukas Paravicini as Director	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	12	Elect Diane de Saint Victor as Director	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	13	Re-elect Jonathan Stanton as Director	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	14	Reappoint Ernst & Young LLP as Auditors	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	15	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	16	Authorise UK Political Donations and Expenditure	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	17	Authorise Issue of Equity	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	18	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	19	Authorise Market Purchase of Ordinary Shares	For	For	For	No
Imperial Brands Plc	2/2/2022	Management	20	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes
Infineon Technologies AG	2/17/2022	Management	2	Approve Allocation of Income and Dividends of EUR 0.27 per Share	For	For	For	No
Infineon Technologies AG	2/17/2022	Management	3.1	Approve Discharge of Management Board Member Reinhard Ploss for Fiscal Year 2021	For	For	For	No
Infineon Technologies AG	2/17/2022	Management	3.2	Approve Discharge of Management Board Member Helmut Gassel for Fiscal Year 2021	For	For	For	No
Infineon Technologies AG	2/17/2022	Management	3.3	Approve Discharge of Management Board Member Jochen Hanebeck for Fiscal Year 2021	For	For	For	No
Infineon Technologies AG	2/17/2022	Management	3.4	Approve Discharge of Management Board Member Constanze Hufenbecher (from April 15, 2021) for Fiscal Year 2021	For	For	For	No
Infineon Technologies AG	2/17/2022	Management	3.5	Approve Discharge of Management Board Member Sven Schneider for Fiscal Year 2021	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Infiniteon Technologies AG	2/17/2022	Management	4.1	Approve Discharge of Supervisory Board Member Wolfgang Eder for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.10	Approve Discharge of Supervisory Board Member Manfred Puffer for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.11	Approve Discharge of Supervisory Board Member Melanie Riedl for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.12	Approve Discharge of Supervisory Board Member Juergen Scholz for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.13	Approve Discharge of Supervisory Board Member Kerstin Schulzendorf for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.14	Approve Discharge of Supervisory Board Member Ulrich Spiesshofer for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.15	Approve Discharge of Supervisory Board Member Margret Suckale for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.16	Approve Discharge of Supervisory Board Member Diana Vitale for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.2	Approve Discharge of Supervisory Board Member Xiaoqun Clever for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.3	Approve Discharge of Supervisory Board Member Johann Dechant for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.4	Approve Discharge of Supervisory Board Member Friedrich Eichiner for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.5	Approve Discharge of Supervisory Board Member Annette Engelfried for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.6	Approve Discharge of Supervisory Board Member Peter Gruber for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.7	Approve Discharge of Supervisory Board Member Hans-Ulrich Holdenried for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.8	Approve Discharge of Supervisory Board Member Susanne Lachenmann for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	4.9	Approve Discharge of Supervisory Board Member Geraldine Picaud for Fiscal Year 2021	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	5	Ratify KPMG AG as Auditors for Fiscal Year 2022	For	For	For	No
Infiniteon Technologies AG	2/17/2022	Management	6	Elect Geraldine Picaud to the Supervisory Board	For	For	For	No
KBC Group SA/NV	5/5/2022	Management	4	Approve Financial Statements, Allocation of Income, and Dividends of EUR 10.60 per Share	For	For	For	No
KBC Group SA/NV	5/5/2022	Management	5	Approve Remuneration Report	For	For	For	No
KBC Group SA/NV	5/5/2022	Management	6	Approve Remuneration Policy	For	For	For	No
KBC Group SA/NV	5/5/2022	Management	7	Approve Discharge of Directors	For	For	For	No
KBC Group SA/NV	5/5/2022	Management	8	Approve Discharge of Auditors	For	For	For	No
KBC Group SA/NV	5/5/2022	Management	9	Approve Auditors' Remuneration	For	For	For	No
KBC Group SA/NV	5/5/2022	Management	10	Ratify PricewaterhouseCoopers as Auditors and Approve Auditors' Remuneration	For	For	For	No
KBC Group SA/NV	5/5/2022	Management	11.1	Reelect Christine Van Rijseghem as Director	For	Against	Against	No
KBC Group SA/NV	5/5/2022	Management	11.2	Reelect Marc Wittemans as Director	For	Against	Against	No
KBC Group SA/NV	5/5/2022	Management	11.3	Elect Alicia Reyes Revuelta as Independent Director	For	For	For	No
KBC Group SA/NV	5/5/2022	Management	12	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	1	Approve Allocation of Income, with a Final Dividend of JPY 100	For	For	For	No

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KEYENCE Corp.	6/10/2022	Management	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	3.1	Elect Director Takizaki, Takemitsu	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	3.2	Elect Director Nakata, Yu	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	3.3	Elect Director Yamaguchi, Akiji	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	3.4	Elect Director Miki, Masayuki	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	3.5	Elect Director Yamamoto, Hiroaki	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	3.6	Elect Director Yamamoto, Akinori	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	3.7	Elect Director Taniguchi, Seiichi	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	3.8	Elect Director Suenaga, Kumiko	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	3.9	Elect Director Yoshioka, Michifumi	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	4	Appoint Alternate Statutory Auditor Yamamoto, Masaharu	For	For	For	No
KEYENCE Corp.	6/10/2022	Management	5	Approve Compensation Ceiling for Directors	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	1	Approve Allocation of Income, with a Final Dividend of JPY 32.5	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	2	Amend Articles to Amend Business Lines - Disclose Shareholder Meeting Materials on Internet - Indemnify Directors - Indemnify Statutory Auditors	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.1	Elect Director Isozaki, Yoshinori	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.10	Elect Director Rod Eddington	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.11	Elect Director George Olcott	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.12	Elect Director Kato, Kaoru	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.2	Elect Director Nishimura, Keisuke	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.3	Elect Director Miyoshi, Toshiya	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.4	Elect Director Yokota, Noriya	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.5	Elect Director Minamikata, Takeshi	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.6	Elect Director Mori, Masakatsu	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.7	Elect Director Yanagi, Hiroyuki	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.8	Elect Director Matsuda, Chieko	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	3.9	Elect Director Shiono, Noriko	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	4.1	Appoint Statutory Auditor Nishitani, Shobu	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	4.2	Appoint Statutory Auditor Fujinawa, Kenichi	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	5	Approve Compensation Ceiling for Directors	For	For	For	No
Kirin Holdings Co., Ltd.	3/30/2022	Management	6	Approve Trust-Type Equity Compensation Plan and Phantom Stock Plan	For	Against	For	Yes
Kirin Holdings Co., Ltd.	3/30/2022	Management	7	Approve Compensation Ceiling for Statutory Auditors	For	For	For	No
Knorr-Bremse AG	5/24/2022	Management	2	Approve Allocation of Income and Dividends of EUR 1.85 per Share	For	For	For	No
Knorr-Bremse AG	5/24/2022	Management	3	Approve Discharge of Management Board for Fiscal Year 2021	For	For	For	No
Knorr-Bremse AG	5/24/2022	Management	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	For	For	For	No
Knorr-Bremse AG	5/24/2022	Management	5	Ratify KPMG AG as Auditors for Fiscal Year 2022 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2022	For	For	For	No
Knorr-Bremse AG	5/24/2022	Management	6	Approve Remuneration Report	For	Against	Against	No
Knorr-Bremse AG	5/24/2022	Management	7.1	Elect Reinhard Ploss to the Supervisory Board	For	For	For	No
Knorr-Bremse AG	5/24/2022	Management	7.2	Elect Sigrid Nikutta to the Supervisory Board	For	For	For	No
Knorr-Bremse AG	5/24/2022	Management	8	Approve Remuneration of Supervisory Board	For	For	For	No
Knorr-Bremse AG	5/24/2022	Management	9	Amend Articles Re: Participation of Supervisory Board Members in the Annual General Meeting by Means of Audio and Video Transmission	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Legal & General Group Plc	5/26/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	2	Approve Final Dividend	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	3	Elect Laura Wade-Gery as Director	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	4	Re-elect Henrietta Baldock as Director	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	5	Re-elect Nilufer Von Bismarck as Director	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	6	Re-elect Philip Broadley as Director	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	7	Re-elect Jeff Davies as Director	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	8	Re-elect Sir John Kingman as Director	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	9	Re-elect Lesley Knox as Director	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	10	Re-elect George Lewis as Director	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	11	Re-elect Ric Lewis as Director	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	12	Re-elect Sir Nigel Wilson as Director	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	13	Reappoint KPMG LLP as Auditors	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	14	Authorise Board to Fix Remuneration of Auditors	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	15	Approve Remuneration Report	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	16	Authorise Issue of Equity	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	17	Authorise Issue of Equity in Connection with the Issue of Contingent Convertible Securities	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	18	Authorise UK Political Donations and Expenditure	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	19	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	21	Authorise Issue of Equity without Pre-emptive Rights in Connection with the Issue of Contingent Convertible Securities	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	22	Authorise Market Purchase of Ordinary Shares	For	For	For	No
Legal & General Group Plc	5/26/2022	Management	23	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes
Legrand SA	5/25/2022	Management	1	Approve Financial Statements and Statutory Reports	For	For	For	No
Legrand SA	5/25/2022	Management	2	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No
Legrand SA	5/25/2022	Management	3	Approve Allocation of Income and Dividends of EUR 1.65 per Share	For	For	For	No
Legrand SA	5/25/2022	Management	4	Renew Appointment of PricewaterhouseCoopers Audit as Auditor	For	For	For	No
Legrand SA	5/25/2022	Management	5	Acknowledge of Mandate of Jean-Christophe Georghiou as Alternate Auditor and Decision Not to Renew	For	For	For	No
Legrand SA	5/25/2022	Management	6	Approve Compensation Report	For	For	For	No
Legrand SA	5/25/2022	Management	7	Approve Compensation of Angeles Garcia-Poveda, Chairman of the Board	For	For	For	No
Legrand SA	5/25/2022	Management	8	Approve Compensation of Benoit Coquart, CEO	For	For	For	No
Legrand SA	5/25/2022	Management	9	Approve Remuneration Policy of Chairman of the Board	For	For	For	No
Legrand SA	5/25/2022	Management	10	Approve Remuneration Policy of CEO	For	For	For	No
Legrand SA	5/25/2022	Management	11	Approve Remuneration Policy of Directors	For	For	For	No
Legrand SA	5/25/2022	Management	12	Reelect Olivier Bazil as Director	For	For	For	No
Legrand SA	5/25/2022	Management	13	Reelect Edward A. Gilhuly as Director	For	Against	Against	No
Legrand SA	5/25/2022	Management	14	Reelect Patrick Koller as Director	For	For	For	No
Legrand SA	5/25/2022	Management	15	Elect Florent Menegaux as Director	For	For	For	No
Legrand SA	5/25/2022	Management	16	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Legrand SA	5/25/2022	Management	17	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No
Legrand SA	5/25/2022	Management	18	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 200 Million	For	For	For	No
Legrand SA	5/25/2022	Management	19	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 100 Million	For	For	For	No
Legrand SA	5/25/2022	Management	20	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 100 Million	For	For	For	No
Legrand SA	5/25/2022	Management	21	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	For	For	For	No
Legrand SA	5/25/2022	Management	22	Authorize Capitalization of Reserves of Up to EUR 100 Million for Bonus Issue or Increase in Par Value	For	For	For	No
Legrand SA	5/25/2022	Management	23	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No
Legrand SA	5/25/2022	Management	24	Authorize Capital Increase of up to 5 Percent of Issued Capital for Contributions in Kind	For	For	For	No
Legrand SA	5/25/2022	Management	25	Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 18-21 and 23-24 at EUR 200 Million	For	For	For	No
Legrand SA	5/25/2022	Management	26	Authorize Filing of Required Documents/Other Formalities	For	For	For	No
L'Oreal SA	4/21/2022	Management	1	Approve Financial Statements and Statutory Reports	For	For	For	No
L'Oreal SA	4/21/2022	Management	2	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No
L'Oreal SA	4/21/2022	Management	3	Approve Allocation of Income and Dividends of EUR 4.80 per Share and an Extra of EUR 0.48 per Share to Long Term Registered Shares	For	For	For	No
L'Oreal SA	4/21/2022	Management	4	Reelect Jean-Paul Agon as Director	For	For	For	No
L'Oreal SA	4/21/2022	Management	5	Reelect Patrice Caine as Director	For	For	For	No
L'Oreal SA	4/21/2022	Management	6	Reelect Belen Garijo as Director	For	For	For	No
L'Oreal SA	4/21/2022	Management	7	Renew Appointment of Deloitte & Associates as Auditor	For	For	For	No
L'Oreal SA	4/21/2022	Management	8	Appoint Ernst & Young as Auditor	For	For	For	No
L'Oreal SA	4/21/2022	Management	9	Approve Compensation Report of Corporate Officers	For	For	For	No
L'Oreal SA	4/21/2022	Management	10	Approve Compensation of Jean-Paul Agon, Chairman and CEO from 1 January 2021 to 30 April 2021	For	Against	For	Yes
L'Oreal SA	4/21/2022	Management	11	Approve Compensation of Jean-Paul Agon, Chairman of the Board from 1 May 2021 to 31 December 2021	For	For	For	No
L'Oreal SA	4/21/2022	Management	12	Approve Compensation of Nicolas Hieronimus, CEO from 1 May 2021 to 31 December 2021	For	For	For	No
L'Oreal SA	4/21/2022	Management	13	Approve Remuneration Policy of Directors	For	For	For	No
L'Oreal SA	4/21/2022	Management	14	Approve Remuneration Policy of Chairman of the Board	For	For	For	No
L'Oreal SA	4/21/2022	Management	15	Approve Remuneration Policy of CEO	For	For	For	No
L'Oreal SA	4/21/2022	Management	16	Approve Transaction with Nestle Re: Redemption Contract	For	For	For	No
L'Oreal SA	4/21/2022	Management	17	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No
L'Oreal SA	4/21/2022	Management	18	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No



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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
L'Oreal SA	4/21/2022	Management	19	Authorize up to 0.6 Percent of Issued Capital for Use in Restricted Stock Plans	For	For	For	No
L'Oreal SA	4/21/2022	Management	20	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No
L'Oreal SA	4/21/2022	Management	21	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees of International Subsidiaries	For	For	For	No
L'Oreal SA	4/21/2022	Management	22	Amend Article 9 of Bylaws Re: Age Limit of Chairman of the Board	For	For	For	No
L'Oreal SA	4/21/2022	Management	23	Amend Article 11 of Bylaws Re: Age Limit of CEO	For	For	For	No
L'Oreal SA	4/21/2022	Management	24	Amend Article 2 and 7 of Bylaws to Comply with Legal Changes	For	For	For	No
L'Oreal SA	4/21/2022	Management	25	Amend Article 8 of Bylaws Re: Shares Held by Directors	For	For	For	No
L'Oreal SA	4/21/2022	Management	26	Authorize Filing of Required Documents/Other Formalities	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	1	Approve Financial Statements and Statutory Reports	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	2	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	3	Approve Allocation of Income and Dividends of EUR 10 per Share	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	4	Approve Auditors' Special Report on Related-Party Transactions	For	Against	Against	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	5	Reelect Bernard Arnault as Director	For	Against	For	Yes
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	6	Reelect Sophie Chassat as Director	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	7	Reelect Clara Gaymard as Director	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	8	Reelect Hubert Vedrine as Director	For	Against	Against	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	9	Renew Appointment of Yann Arthus-Bertrand as Censor	For	Against	Against	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	10	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.45 Million	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	11	Renew Appointment of Mazars as Auditor	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	12	Appoint Deloitte as Auditor	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	13	Acknowledge End of Mandate of Auditex and Olivier Lenel as Alternate Auditors and Decision Not to Renew	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	14	Approve Compensation Report of Corporate Officers	For	Against	Against	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	15	Approve Compensation of Bernard Arnault, Chairman and CEO	For	Against	Against	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	16	Approve Compensation of Antonio Belloni, Vice-CEO	For	Against	Against	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	17	Approve Remuneration Policy of Directors	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	18	Approve Remuneration Policy of Chairman and CEO	For	Against	Against	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	19	Approve Remuneration Policy of Vice-CEO	For	Against	Against	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	20	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	21	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	22	Authorize up to 1 Percent of Issued Capital for Use in Restricted Stock Plans	For	Against	Against	No
LVMH Moet Hennessy Louis Vuitton SE	4/21/2022	Management	23	Amend Article 16 and 24 of Bylaws Re: Age Limit of CEO and Shareholding Disclosure Thresholds	For	Against	Against	No
M&G Plc	5/25/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
M&G Plc	5/25/2022	Management	2	Approve Remuneration Report	For	For	For	No
M&G Plc	5/25/2022	Management	3	Elect Edward Braham as Director	For	For	For	No
M&G Plc	5/25/2022	Management	4	Elect Kathryn McLeland as Director	For	For	For	No
M&G Plc	5/25/2022	Management	5	Elect Debasish Sanyal as Director	For	For	For	No
M&G Plc	5/25/2022	Management	6	Re-elect John Foley as Director	For	For	For	No
M&G Plc	5/25/2022	Management	7	Re-elect Clive Adamson as Director	For	For	For	No
M&G Plc	5/25/2022	Management	8	Re-elect Clare Chapman as Director	For	For	For	No
M&G Plc	5/25/2022	Management	9	Re-elect Fiona Clutterbuck as Director	For	For	For	No
M&G Plc	5/25/2022	Management	10	Re-elect Clare Thompson as Director	For	For	For	No
M&G Plc	5/25/2022	Management	11	Re-elect Massimo Tosato as Director	For	For	For	No
M&G Plc	5/25/2022	Management	12	Appoint PricewaterhouseCoopers LLP as Auditors	For	For	For	No
M&G Plc	5/25/2022	Management	13	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No
M&G Plc	5/25/2022	Management	14	Authorise UK Political Donations and Expenditure	For	For	For	No
M&G Plc	5/25/2022	Management	15	Approve Climate Transition Plan and Climate-Related Financial Disclosure	For	For	For	No
M&G Plc	5/25/2022	Management	16	Authorise Issue of Equity	For	For	For	No
M&G Plc	5/25/2022	Management	17	Authorise Issue of Equity in Connection with the Issue of Mandatory Convertible Securities	For	For	For	No
M&G Plc	5/25/2022	Management	18	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
M&G Plc	5/25/2022	Management	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with the Issue of Mandatory Convertible Securities	For	For	For	No
M&G Plc	5/25/2022	Management	20	Authorise Market Purchase of Ordinary Shares	For	For	For	No
M&G Plc	5/25/2022	Management	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes
Minth Group Limited	4/13/2022	Management	1	Approve Extension of the Validity Period of the Specific Mandate	For	For	For	No
Minth Group Limited	5/31/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
Minth Group Limited	4/13/2022	Management	2	Approve Extension of the Validity Period of the Authorization	For	For	For	No
Minth Group Limited	5/31/2022	Management	2	Approve Final Dividend	For	For	For	No
Minth Group Limited	5/31/2022	Management	3	Elect Chin Chien Ya as Director	For	For	For	No
Minth Group Limited	5/31/2022	Management	4	Elect Ye Guo Qiang as Director	For	For	For	No
Minth Group Limited	5/31/2022	Management	5	Approve and Confirm the Terms of Appointment, Including Remuneration, for Ye Guo Qiang	For	For	For	No
Minth Group Limited	5/31/2022	Management	6	Approve and Confirm the Terms of Appointment, Including Remuneration, for Wang Ching	For	For	For	No
Minth Group Limited	5/31/2022	Management	7	Approve and Confirm the Terms of Appointment, Including Remuneration, for Wu Tak Lung	For	Against	Against	No
Minth Group Limited	5/31/2022	Management	8	Approve and Confirm the Terms of Appointment, Including Remuneration, for Chen Quan Shi	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Minth Group Limited	5/31/2022	Management	9	Authorize Board to Fix Remuneration of Directors	For	For	For	No
Minth Group Limited	5/31/2022	Management	10	Approve Deloitte Touche Tohmatsu as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	No
Minth Group Limited	5/31/2022	Management	11	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	Against	Against	No
Minth Group Limited	5/31/2022	Management	12	Authorize Repurchase of Issued Share Capital	For	For	For	No
Minth Group Limited	5/31/2022	Management	13	Authorize Reissuance of Repurchased Shares	For	Against	Against	No
Minth Group Limited	5/31/2022	Management	14	Adopt New Share Option Scheme	For	Against	Against	No
Moncler SpA	4/21/2022	Management	1.1	Accept Financial Statements and Statutory Reports	For	For	For	No
Moncler SpA	4/21/2022	Management	1.2	Approve Allocation of Income	For	For	For	No
Moncler SpA	4/21/2022	Management	2.1	Approve Remuneration Policy	For	For	Against	Yes
Moncler SpA	4/21/2022	Management	2.2	Approve Second Section of the Remuneration Report	For	Against	Against	No
Moncler SpA	4/21/2022	Management	3	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	For	For	For	No
Moncler SpA	4/21/2022	Shareholder	4.1	Fix Number of Directors	None	For	For	No
Moncler SpA	4/21/2022	Shareholder	4.2	Fix Board Terms for Directors	None	For	For	No
Moncler SpA	4/21/2022	Management	4.4	Elect Board Chair	None	Against	Against	No
Moncler SpA	4/21/2022	Management	4.5	Elect Board Vice-Chairman	None	Against	Against	No
Moncler SpA	4/21/2022	Shareholder	4.6	Approve Remuneration of Directors	None	Against	Against	No
Moncler SpA	4/21/2022	Management	5	Approve Performance Shares Plan 2022	For	Against	Against	No
Moncler SpA	4/21/2022	Shareholder	4.3.1	Slate 1 Submitted by Double R Srl	None	For	For	No
Moncler SpA	4/21/2022	Shareholder	4.3.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	None	Against	Against	No
Moncler SpA	4/21/2022	Management	A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	None	Against	Against	No
Mowi ASA	6/13/2022	Management	1	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	2	Approve Notice of Meeting and Agenda	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	4	Accept Financial Statements and Statutory Reports; Approve Allocation of Income	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	6	Approve Remuneration Policy And Other Terms of Employment For Executive Management	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	7	Approve Equity Plan Financing	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	8	Approve Remuneration Statement	For	Against	Do Not Vote	No
Mowi ASA	6/13/2022	Management	9	Approve Remuneration of Directors	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	10	Approve Remuneration of Nomination Committee	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	11	Approve Remuneration of Auditors	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	14	Authorize Board to Distribute Dividends	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	15	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	17.1	Approve Demerger of Mowi ASA	For	For	Do Not Vote	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Mowi ASA	6/13/2022	Management	17.2	Approve Demerger of Mowi Hjelpeselskap AS	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	18	Approve Instructions for Nominating Committee	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	12a	Elect Kathrine Fredriksen as Director	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	12b	Elect Renate Larsen as Director	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	12c	Elect Peder Strand as Director	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	12d	Elect Michal Chalaczkiwicz as Director	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	13a	Elect Anne Lise Ellingsen Gryte as of Nominating Committee	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	16a	Approve Creation of NOK 387.8 Million Pool of Capital without Preemptive Rights	For	For	Do Not Vote	No
Mowi ASA	6/13/2022	Management	16b	Authorize Issuance of Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of NOK 3.2 Billion; Approve Creation of NOK 387.8 Million Pool of Capital to Guarantee Conversion Rights	For	For	Do Not Vote	No
MTU Aero Engines AG	5/5/2022	Management	2	Approve Allocation of Income and Dividends of EUR 2.10 per Share	For	For	For	No
MTU Aero Engines AG	5/5/2022	Management	3	Approve Discharge of Management Board for Fiscal Year 2021	For	For	For	No
MTU Aero Engines AG	5/5/2022	Management	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	For	For	For	No
MTU Aero Engines AG	5/5/2022	Management	5	Ratify Ernst & Young GmbH as Auditors for Fiscal Year 2022	For	For	For	No
MTU Aero Engines AG	5/5/2022	Management	6	Approve Remuneration of Supervisory Board	For	For	For	No
MTU Aero Engines AG	5/5/2022	Management	7	Elect Gordon Riske to the Supervisory Board	For	For	For	No
MTU Aero Engines AG	5/5/2022	Management	8	Approve Remuneration Report	For	For	Against	Yes
Novartis AG	3/4/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
Novartis AG	3/4/2022	Management	2	Approve Discharge of Board and Senior Management	For	For	For	No
Novartis AG	3/4/2022	Management	3	Approve Allocation of Income and Dividends of CHF 3.10 per Share	For	For	For	No
Novartis AG	3/4/2022	Management	4	Approve CHF 15.3 Million Reduction in Share Capital via Cancellation of Repurchased Shares	For	For	For	No
Novartis AG	3/4/2022	Management	5	Authorize Repurchase of up to CHF 10 Billion in Issued Share Capital	For	For	For	No
Novartis AG	3/4/2022	Management	6.1	Approve Remuneration of Directors in the Amount of CHF 8.6 Million	For	For	For	No
Novartis AG	3/4/2022	Management	6.2	Approve Maximum Remuneration of Executive Committee in the Amount of CHF 91 Million	For	For	For	No
Novartis AG	3/4/2022	Management	6.3	Approve Remuneration Report	For	For	For	No
Novartis AG	3/4/2022	Management	7.1	Reelect Joerg Reinhardt as Director and Board Chairman	For	For	For	No
Novartis AG	3/4/2022	Management	7.10	Reelect Charles Sawyers as Director	For	For	For	No
Novartis AG	3/4/2022	Management	7.11	Reelect William Winters as Director	For	For	For	No
Novartis AG	3/4/2022	Management	7.12	Elect Ana de Pro Gonzalo as Director	For	For	For	No
Novartis AG	3/4/2022	Management	7.13	Elect Daniel Hochstrasser as Director	For	For	For	No
Novartis AG	3/4/2022	Management	7.2	Reelect Nancy Andrews as Director	For	For	For	No
Novartis AG	3/4/2022	Management	7.3	Reelect Ton Buechner as Director	For	For	For	No
Novartis AG	3/4/2022	Management	7.4	Reelect Patrice Bula as Director	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Novartis AG	3/4/2022	Management	7.5	Reelect Elizabeth Doherty as Director	For	For	For	No
Novartis AG	3/4/2022	Management	7.6	Reelect Bridgette Heller as Director	For	For	For	No
Novartis AG	3/4/2022	Management	7.7	Reelect Frans van Houten as Director	For	For	For	No
Novartis AG	3/4/2022	Management	7.8	Reelect Simon Moroney as Director	For	For	For	No
Novartis AG	3/4/2022	Management	7.9	Reelect Andreas von Planta as Director	For	For	For	No
Novartis AG	3/4/2022	Management	8.1	Reappoint Patrice Bula as Member of the Compensation Committee	For	For	For	No
Novartis AG	3/4/2022	Management	8.2	Reappoint Bridgette Heller as Member of the Compensation Committee	For	For	For	No
Novartis AG	3/4/2022	Management	8.3	Reappoint Simon Moroney as Member of the Compensation Committee	For	For	For	No
Novartis AG	3/4/2022	Management	8.4	Reappoint William Winters as Member of the Compensation Committee	For	For	For	No
Novartis AG	3/4/2022	Management	9	Ratify KPMG AG as Auditors	For	For	For	No
Novartis AG	3/4/2022	Management	10	Designate Peter Zahn as Independent Proxy	For	For	For	No
Novartis AG	3/4/2022	Management	11	Transact Other Business (Voting)	For	Against	Against	No
Prudential Plc	5/26/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
Prudential Plc	5/26/2022	Management	2	Approve Remuneration Report	For	For	For	No
Prudential Plc	5/26/2022	Management	3	Elect George Sartorel as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	4	Re-elect Shriti Vadera as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	5	Re-elect Jeremy Anderson as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	6	Re-elect Mark Fitzpatrick as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	7	Re-elect Chua Sock Koong as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	8	Re-elect David Law as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	9	Re-elect Ming Lu as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	10	Re-elect Philip Remnant as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	11	Re-elect James Turner as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	12	Re-elect Thomas Watjen as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	13	Re-elect Jeanette Wong as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	14	Re-elect Amy Yip as Director	For	For	For	No
Prudential Plc	5/26/2022	Management	15	Reappoint KPMG LLP as Auditors	For	For	For	No
Prudential Plc	5/26/2022	Management	16	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No
Prudential Plc	5/26/2022	Management	17	Authorise UK Political Donations and Expenditure	For	For	For	No
Prudential Plc	5/26/2022	Management	18	Authorise Issue of Equity	For	For	For	No
Prudential Plc	5/26/2022	Management	19	Authorise Issue of Equity to Include Repurchased Shares	For	For	For	No
Prudential Plc	5/26/2022	Management	20	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
Prudential Plc	5/26/2022	Management	21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No
Prudential Plc	5/26/2022	Management	22	Approve International Savings-Related Share Option Scheme for Non-Employees	For	For	For	No
Prudential Plc	5/26/2022	Management	23	Authorise Market Purchase of Ordinary Shares	For	For	For	No
Prudential Plc	5/26/2022	Management	24	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes
QIAGEN NV	6/23/2022	Management	1	Adopt Financial Statements and Statutory Reports	For	For	For	No
QIAGEN NV	6/23/2022	Management	2	Approve Remuneration Report	For	For	For	No
QIAGEN NV	6/23/2022	Management	3	Approve Discharge of Management Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	4	Approve Discharge of Supervisory Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	7	Ratify KPMG Accountants N.V. as Auditors	For	For	For	No
QIAGEN NV	6/23/2022	Management	9	Authorize Repurchase of Shares	For	For	For	No



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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
QIAGEN NV	6/23/2022	Management	10	Approve Discretionary Rights for the Managing Board to Implement Capital Repayment by Means of Synthetic Share Repurchase	For	For	For	No
QIAGEN NV	6/23/2022	Management	11	Approve Cancellation of Shares	For	For	For	No
QIAGEN NV	6/23/2022	Management	5a	Elect Metin Colpan to Supervisory Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	5b	Elect Thomas Ebeling to Supervisory Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	5c	Elect Toralf Haag to Supervisory Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	5d	Elect Ross L. Levine to Supervisory Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	5e	Elect Elaine Mardis to Supervisory Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	5f	Elect Eva Pisa to Supervisory Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	5g	Elect Lawrence A. Rosen to Supervisory Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	5h	Elect Elizabeth E. Tallett to Supervisory Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	6a	Reelect Thierry Bernard to Management Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	6b	Reelect Roland Sackers to Management Board	For	For	For	No
QIAGEN NV	6/23/2022	Management	8a	Grant Supervisory Board Authority to Issue Shares	For	For	For	No
QIAGEN NV	6/23/2022	Management	8b	Authorize Supervisory Board to Exclude Preemptive Rights from Share Issuances	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	2	Approve Remuneration Report	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	3	Approve Remuneration Policy	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	4	Approve Final Dividend	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	5	Re-elect Andrew Bonfield as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	6	Re-elect Olivier Bohuon as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	7	Re-elect Jeff Carr as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	8	Re-elect Margherita Della Valle as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	9	Re-elect Nicandro Durante as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	10	Re-elect Mary Harris as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	11	Re-elect Mehmood Khan as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	12	Re-elect Pam Kirby as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	13	Re-elect Laxman Narasimhan as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	14	Re-elect Chris Sinclair as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	15	Re-elect Elane Stock as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	16	Elect Alan Stewart as Director	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	17	Reappoint KPMG LLP as Auditors	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	18	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	19	Authorise UK Political Donations and Expenditure	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	20	Authorise Issue of Equity	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	21	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	22	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	23	Authorise Market Purchase of Ordinary Shares	For	For	For	No
Reckitt Benckiser Group Plc	5/20/2022	Management	24	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes
RELX Plc	4/21/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
RELX Plc	4/21/2022	Management	2	Approve Remuneration Report	For	For	For	No
RELX Plc	4/21/2022	Management	3	Approve Final Dividend	For	For	For	No
RELX Plc	4/21/2022	Management	4	Reappoint Ernst & Young LLP as Auditors	For	For	For	No
RELX Plc	4/21/2022	Management	5	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No
RELX Plc	4/21/2022	Management	6	Re-elect Paul Walker as Director	For	For	For	No

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RELX Plc	4/21/2022	Management	7	Re-elect June Felix as Director	For	For	For	No
RELX Plc	4/21/2022	Management	8	Re-elect Erik Engstrom as Director	For	For	For	No
RELX Plc	4/21/2022	Management	9	Re-elect Wolfhart Hauser as Director	For	For	For	No
RELX Plc	4/21/2022	Management	10	Re-elect Charlotte Hogg as Director	For	For	For	No
RELX Plc	4/21/2022	Management	11	Re-elect Marike van Lier Lels as Director	For	For	For	No
RELX Plc	4/21/2022	Management	12	Re-elect Nick Luff as Director	For	For	For	No
RELX Plc	4/21/2022	Management	13	Re-elect Robert MacLeod as Director	For	For	For	No
RELX Plc	4/21/2022	Management	14	Re-elect Andrew Sukawaty as Director	For	For	For	No
RELX Plc	4/21/2022	Management	15	Re-elect Suzanne Wood as Director	For	For	For	No
RELX Plc	4/21/2022	Management	16	Authorise Issue of Equity	For	For	For	No
RELX Plc	4/21/2022	Management	17	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
RELX Plc	4/21/2022	Management	18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No
RELX Plc	4/21/2022	Management	19	Authorise Market Purchase of Ordinary Shares	For	For	For	No
RELX Plc	4/21/2022	Management	20	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes
Royal Dutch Shell Plc	5/24/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	2	Approve Remuneration Report	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	3	Elect Sinead Gorman as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	4	Re-elect Ben van Beurden as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	5	Re-elect Dick Boer as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	6	Re-elect Neil Carson as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	7	Re-elect Ann Godbehere as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	8	Re-elect Euleen Goh as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	9	Re-elect Jane Lute as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	10	Re-elect Catherine Hughes as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	11	Re-elect Martina Hund-Mejean as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	12	Re-elect Sir Andrew Mackenzie as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	13	Re-elect Abraham Schot as Director	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	14	Reappoint Ernst & Young LLP as Auditors	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	15	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	16	Authorise Issue of Equity	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	17	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	18	Authorise Market Purchase of Ordinary Shares	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	19	Authorise Off-Market Purchase of Ordinary Shares	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Management	20	Approve the Shell Energy Transition Progress Update	For	For	For	No
Royal Dutch Shell Plc	5/24/2022	Shareholder	21	Request Shell to Set and Publish Targets for Greenhouse Gas (GHG) Emissions	Against	Against	Against	No
Safran SA	5/25/2022	Management	1	Approve Financial Statements and Statutory Reports	For	For	For	No
Safran SA	5/25/2022	Management	2	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No
Safran SA	5/25/2022	Management	3	Approve Allocation of Income and Dividends of EUR 0.50 per Share	For	For	For	No
Safran SA	5/25/2022	Management	4	Reelect Monique Cohen as Director	For	For	For	No
Safran SA	5/25/2022	Management	5	Reelect F&P as Director	For	For	For	No
Safran SA	5/25/2022	Management	6	Renew Appointment of Mazars as Auditor	For	For	For	No
Safran SA	5/25/2022	Management	7	Renew Appointment of Ernst & Young et Autres as Auditor	For	For	For	No
Safran SA	5/25/2022	Management	8	Approve Compensation of Ross McInnes, Chairman of the Board	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Safran SA	5/25/2022	Management	9	Approve Compensation of Olivier Andries, CEO	For	For	For	No
Safran SA	5/25/2022	Management	10	Approve Compensation Report of Corporate Officers	For	For	For	No
Safran SA	5/25/2022	Management	11	Approve Remuneration of Directors in the Aggregate Amount of EUR 1,3 Million	For	For	For	No
Safran SA	5/25/2022	Management	12	Approve Remuneration Policy of Chairman of the Board	For	For	For	No
Safran SA	5/25/2022	Management	13	Approve Remuneration Policy of CEO	For	For	For	No
Safran SA	5/25/2022	Management	14	Approve Remuneration Policy of Directors	For	For	For	No
Safran SA	5/25/2022	Management	15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No
Safran SA	5/25/2022	Management	16	Amend Article 5 of Bylaws Re: Duration of the Company	For	For	For	No
Safran SA	5/25/2022	Management	17	Authorize Filing of Required Documents/Other Formalities	For	For	For	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	1	Approve Financial Statements and Allocation of Income	For	For	For	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	3	Approve Total Remuneration of Inside Directors and Outside Directors	For	For	For	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	2.1.1	Elect Kim Han-jo as Outside Director	For	Against	Against	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	2.1.2	Elect Han Hwa-jin as Outside Director	For	For	For	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	2.1.3	Elect Kim Jun-seong as Outside Director	For	For	For	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	2.2.1	Elect Gyeong Gye-hyeon as Inside Director	For	For	For	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	2.2.2	Elect Noh Tae-moon as Inside Director	For	For	For	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	2.2.3	Elect Park Hak-gyu as Inside Director	For	For	For	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	2.2.4	Elect Lee Jeong-bae as Inside Director	For	For	For	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	2.3.1	Elect Kim Han-jo as a Member of Audit Committee	For	Against	Against	No
Samsung Electronics Co., Ltd.	3/16/2022	Management	2.3.2	Elect Kim Jong-hun as a Member of Audit Committee	For	Against	Against	No
Sanofi	5/3/2022	Management	1	Approve Financial Statements and Statutory Reports	For	For	For	No
Sanofi	5/3/2022	Management	2	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No
Sanofi	5/3/2022	Management	3	Approve Allocation of Income and Dividends of EUR 3.33 per Share	For	For	For	No
Sanofi	5/3/2022	Management	4	Reelect Paul Hudson as Director	For	For	For	No
Sanofi	5/3/2022	Management	5	Reelect Christophe Babule as Director	For	For	For	No
Sanofi	5/3/2022	Management	6	Reelect Patrick Kron as Director	For	For	For	No
Sanofi	5/3/2022	Management	7	Reelect Gilles Schnepf as Director	For	For	For	No
Sanofi	5/3/2022	Management	8	Elect Carole Ferrand as Director	For	For	For	No
Sanofi	5/3/2022	Management	9	Elect Emile Voest as Director	For	For	For	No
Sanofi	5/3/2022	Management	10	Elect Antoine Yver as Director	For	For	For	No
Sanofi	5/3/2022	Management	11	Approve Compensation Report of Corporate Officers	For	For	For	No
Sanofi	5/3/2022	Management	12	Approve Compensation of Serge Weinberg, Chairman of the Board	For	For	For	No
Sanofi	5/3/2022	Management	13	Approve Compensation of Paul Hudson, CEO	For	For	Against	Yes
Sanofi	5/3/2022	Management	14	Approve Remuneration Policy of Directors	For	For	For	No
Sanofi	5/3/2022	Management	15	Approve Remuneration Policy of Chairman of the Board	For	For	For	No
Sanofi	5/3/2022	Management	16	Approve Remuneration Policy of CEO	For	For	Against	Yes
Sanofi	5/3/2022	Management	17	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No
Sanofi	5/3/2022	Management	18	Amend Article 25 of Bylaws Re: Dividends	For	For	For	No
Sanofi	5/3/2022	Management	19	Authorize Filing of Required Documents/Other Formalities	For	For	For	No
SAP SE	5/18/2022	Management	2	Approve Allocation of Income and Dividends of EUR 1.95 per Share and Special Dividends of EUR 0.50 per Share	For	For	For	No
SAP SE	5/18/2022	Management	3	Approve Discharge of Management Board for Fiscal Year 2021	For	For	For	No

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Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
SAP SE	5/18/2022	Management	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	For	For	For	No
SAP SE	5/18/2022	Management	5	Ratify KPMG AG as Auditors for Fiscal Year 2022	For	For	For	No
SAP SE	5/18/2022	Management	6	Ratify BDO AG as Auditors for Fiscal Year 2023	For	For	For	No
SAP SE	5/18/2022	Management	7	Approve Remuneration Report	For	For	Against	Yes
SAP SE	5/18/2022	Management	8.1	Elect Hasso Plattner to the Supervisory Board	For	For	For	No
SAP SE	5/18/2022	Management	8.2	Elect Rouven Westphal to the Supervisory Board	For	For	For	No
SAP SE	5/18/2022	Management	8.3	Elect Gunnar Wiedenfels to the Supervisory Board	For	For	For	No
SAP SE	5/18/2022	Management	8.4	Elect Jennifer Xin-Zhe Li to the Supervisory Board	For	For	For	No
SAP SE	5/18/2022	Management	9	Approve Remuneration of Supervisory Board	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	1	Approve Allocation of Income, with a Final Dividend of JPY 30	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	3.1	Elect Director Uotani, Masahiko	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	3.2	Elect Director Suzuki, Yukari	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	3.3	Elect Director Tadakawa, Norio	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	3.4	Elect Director Yokota, Takayuki	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	3.5	Elect Director Iwahara, Shinsaku	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	3.6	Elect Director Charles D. Lake II	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	3.7	Elect Director Oishi, Kanoko	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	3.8	Elect Director Tokuno, Mariko	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	4	Appoint Statutory Auditor Yoshida, Takeshi	For	For	For	No
Shiseido Co., Ltd.	3/25/2022	Management	5	Approve Performance Share Plan	For	For	For	No
St. James's Place Plc	5/19/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
St. James's Place Plc	5/19/2022	Management	2	Approve Final Dividend	For	For	For	No
St. James's Place Plc	5/19/2022	Management	3	Re-elect Andrew Croft as Director	For	For	For	No
St. James's Place Plc	5/19/2022	Management	4	Re-elect Craig Gentle as Director	For	For	For	No
St. James's Place Plc	5/19/2022	Management	5	Re-elect Emma Griffin as Director	For	For	For	No
St. James's Place Plc	5/19/2022	Management	6	Re-elect Rosemary Hilary as Director	For	For	For	No
St. James's Place Plc	5/19/2022	Management	7	Re-elect Simon Jeffreys as Director	For	For	For	No
St. James's Place Plc	5/19/2022	Management	8	Re-elect Roger Yates as Director	For	For	For	No
St. James's Place Plc	5/19/2022	Management	9	Re-elect Lesley-Ann Nash as Director	For	For	For	No
St. James's Place Plc	5/19/2022	Management	10	Re-elect Paul Manduca as Director	For	For	For	No
St. James's Place Plc	5/19/2022	Management	11	Elect John Hitchins as Director	For	For	For	No
St. James's Place Plc	5/19/2022	Management	12	Approve Remuneration Report	For	For	For	No
St. James's Place Plc	5/19/2022	Management	13	Reappoint PricewaterhouseCoopers LLP (PwC) as Auditors	For	For	For	No
St. James's Place Plc	5/19/2022	Management	14	Authorise Board to Fix Remuneration of Auditors	For	For	For	No
St. James's Place Plc	5/19/2022	Management	15	Authorise Issue of Equity	For	For	For	No
St. James's Place Plc	5/19/2022	Management	16	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No
St. James's Place Plc	5/19/2022	Management	17	Authorise Market Purchase of Ordinary Shares	For	For	For	No
St. James's Place Plc	5/19/2022	Management	18	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes
Svenska Handelsbanken AB	3/23/2022	Management	2	Elect Chairman of Meeting	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	3.1	Designate Maria Sjostedt as Inspector of Minutes of Meeting	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	3.2	Designate Carina Silberg as Inspector of Minutes of Meeting	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	4	Prepare and Approve List of Shareholders	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	5	Approve Agenda of Meeting	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	6	Acknowledge Proper Convening of Meeting	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	8	Accept Financial Statements and Statutory Reports	For	For	For	No

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Svenska Handelsbanken AB	3/23/2022	Management	9	Approve Allocation of Income and Dividends of SEK 5.00 Per Share	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	10	Approve Remuneration Report	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.1	Approve Discharge of Board Member Jon Fredrik Baksaas	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.10	Approve Discharge of Employee Representative Anna Hjelmberg	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.11	Approve Discharge of Employee Representative Lena Renstrom	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.12	Approve Discharge of Employee Representative, Deputy Stefan Henricson	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.13	Approve Discharge of Employee Representative, Deputy Charlotte Uriz	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.14	Approve Discharge of CEO Carina Akerstrom	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.2	Approve Discharge of Board Member Stina Bergfors	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.3	Approve Discharge of Board Member Hans Biorck	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.4	Approve Discharge of Board Chairman Par Boman	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.5	Approve Discharge of Board Member Kerstin Hessius	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.6	Approve Discharge of Board Member Fredrik Lundberg	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.7	Approve Discharge of Board Member Ulf Riese	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.8	Approve Discharge of Board Member Arja Taaveniku	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	11.9	Approve Discharge of Board Member Carina Akerstrom	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	12	Authorize Repurchase of up to 120 Million Class A and/or B Shares and Reissuance of Repurchased Shares	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	13	Authorize Share Repurchase Program	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	14	Approve Issuance of Convertible Capital Instruments Corresponding to a Maximum of 198 Million Shares without Preemptive Rights	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	15	Determine Number of Directors (10)	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	16	Determine Number of Auditors (2)	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	17.1	Approve Remuneration of Directors in the Amount of SEK 3.6 Million for Chairman, SEK 1 Million for Vice Chairman, and SEK 745,000 for Other Directors; Approve Remuneration for Committee Work	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	17.2	Approve Remuneration of Auditors	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	18.1	Reelect Jon-Fredrik Baksaas as Director	For	Against	For	Yes
Svenska Handelsbanken AB	3/23/2022	Management	18.10	Reelect Carina Akerstrom as Director	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	18.2	Elect Helene Barnekow as New Director	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	18.3	Reelect Stina Bergfors as Director	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	18.4	Reelect Hans Biorck as Director	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	18.5	Reelect Par Boman as Director	For	Against	For	Yes
Svenska Handelsbanken AB	3/23/2022	Management	18.6	Reelect Kerstin Hessius as Director	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	18.7	Reelect Fredrik Lundberg as Director	For	Against	Against	No
Svenska Handelsbanken AB	3/23/2022	Management	18.8	Reelect Ulf Riese as Director	For	Against	For	Yes
Svenska Handelsbanken AB	3/23/2022	Management	18.9	Reelect Arja Taaveniku as Director	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	19	Reelect Par Boman as Board Chair	For	Against	For	Yes
Svenska Handelsbanken AB	3/23/2022	Management	20.1	Ratify Ernst & Young as Auditors	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	20.2	Ratify PricewaterhouseCoopers as Auditors	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	21	Approve Nomination Committee Procedures	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Management	22	Approve Remuneration Policy And Other Terms of Employment For Executive Management	For	For	For	No



Morgan Stanley - Proxy Votes - January through June 2022 - Compared with ISS Recommendation							B.1.a	
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Svenska Handelsbanken AB	3/23/2022	Management	23	Approve Proposal Concerning the Appointment of Auditors in Foundations Without Own Management	For	For	For	No
Svenska Handelsbanken AB	3/23/2022	Shareholder	24	Amend Bank's Mainframe Computers Software	None	Against	Against	No
Svenska Handelsbanken AB	3/23/2022	Shareholder	25	Approve Formation of Integration Institute	None	Against	Against	No
Taiwan Semiconductor Manufacturing Co., Ltd.	6/8/2022	Management	1	Approve Business Operations Report and Financial Statements	For	For	For	No
Taiwan Semiconductor Manufacturing Co., Ltd.	6/8/2022	Management	2	Approve Amendments to Articles of Association	For	For	For	No
Taiwan Semiconductor Manufacturing Co., Ltd.	6/8/2022	Management	3	Amend Procedures Governing the Acquisition or Disposal of Assets	For	For	For	No
Taiwan Semiconductor Manufacturing Co., Ltd.	6/8/2022	Management	4	Approve Issuance of Restricted Stocks	For	For	For	No
Teleperformance SE	4/14/2022	Management	1	Approve Financial Statements and Statutory Reports	For	For	For	No
Teleperformance SE	4/14/2022	Management	2	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No
Teleperformance SE	4/14/2022	Management	3	Approve Allocation of Income and Dividends of EUR 3.30 per Share	For	For	For	No
Teleperformance SE	4/14/2022	Management	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	For	For	For	No
Teleperformance SE	4/14/2022	Management	5	Approve Compensation Report of Corporate Officers	For	For	For	No
Teleperformance SE	4/14/2022	Management	6	Approve Compensation of Daniel Julien, Chairman and CEO	For	For	For	No
Teleperformance SE	4/14/2022	Management	7	Approve Compensation of Olivier Rigaudy, Vice-CEO	For	For	For	No
Teleperformance SE	4/14/2022	Management	8	Approve Remuneration Policy of Directors	For	For	For	No
Teleperformance SE	4/14/2022	Management	9	Approve Remuneration Policy of Chairman and CEO	For	For	For	No
Teleperformance SE	4/14/2022	Management	10	Approve Remuneration Policy of Vice-CEO	For	For	For	No
Teleperformance SE	4/14/2022	Management	11	Elect Shelly Gupta as Director	For	For	For	No
Teleperformance SE	4/14/2022	Management	12	Elect Carole Toniutti as Director	For	For	For	No
Teleperformance SE	4/14/2022	Management	13	Reelect Pauline Ginestie as Director	For	For	For	No
Teleperformance SE	4/14/2022	Management	14	Reelect Wai Ping Leung as Director	For	For	For	No
Teleperformance SE	4/14/2022	Management	15	Reelect Patrick Thomas as Director	For	For	For	No
Teleperformance SE	4/14/2022	Management	16	Reelect Bernard Canetti as Director	For	For	For	No
Teleperformance SE	4/14/2022	Management	17	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.2 Million	For	For	For	No
Teleperformance SE	4/14/2022	Management	18	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No
Teleperformance SE	4/14/2022	Management	19	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 50 Million	For	For	For	No
Teleperformance SE	4/14/2022	Management	20	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights, with a Binding Priority Right up to Aggregate Nominal Amount of EUR 14.5 Million	For	For	For	No
Teleperformance SE	4/14/2022	Management	21	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 7.2 Million	For	For	For	No
Teleperformance SE	4/14/2022	Management	22	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 19-21	For	For	For	No
Teleperformance SE	4/14/2022	Management	23	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No

Morgan Stanley - Proxy Votes - January through June 2022 - Compared with ISS Recommendation							B.1.a	
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Teleperformance SE	4/14/2022	Management	24	Authorize up to 3 Percent of Issued Capital for Use in Restricted Stock Plans	For	For	For	No
Teleperformance SE	4/14/2022	Management	25	Authorize Filing of Required Documents/Other Formalities	For	For	For	No
Tencent Holdings Limited	5/18/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
Tencent Holdings Limited	5/18/2022	Management	1	Approve Refreshment of Scheme Mandate Limit Under the Share Option Plan	For	Against	Against	No
Tencent Holdings Limited	5/18/2022	Management	2	Approve Final Dividend	For	For	For	No
Tencent Holdings Limited	5/18/2022	Management	4	Approve Auditor and Authorize Board to Fix Their Remuneration	For	For	For	No
Tencent Holdings Limited	5/18/2022	Management	5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	Against	Against	No
Tencent Holdings Limited	5/18/2022	Management	6	Authorize Repurchase of Issued Share Capital	For	For	For	No
Tencent Holdings Limited	5/18/2022	Management	7	Authorize Reissuance of Repurchased Shares	For	Against	Against	No
Tencent Holdings Limited	5/18/2022	Management	8	Approve Proposed Amendments to the Second Amended and Restated Memorandum of Association and Articles of Association and Adopt the Third Amended and Restated Memorandum of Association and Articles of Association	For	For	For	No
Tencent Holdings Limited	5/18/2022	Management	3a	Elect Li Dong Sheng as Director	For	For	For	No
Tencent Holdings Limited	5/18/2022	Management	3b	Elect Ian Charles Stone as Director	For	For	For	No
Tencent Holdings Limited	5/18/2022	Management	3c	Authorize Board to Fix Remuneration of Directors	For	For	For	No
Thales SA	5/11/2022	Management	1	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No
Thales SA	5/11/2022	Management	2	Approve Financial Statements and Statutory Reports	For	For	For	No
Thales SA	5/11/2022	Management	3	Approve Allocation of Income and Dividends of EUR 2.56 per Share	For	For	For	No
Thales SA	5/11/2022	Management	4	Approve Transaction with a Dassault Systemes SE	For	For	For	No
Thales SA	5/11/2022	Management	5	Reelect Anne Claire Taittinger as Director	For	For	For	No
Thales SA	5/11/2022	Management	6	Reelect Charles Edelstenne as Director	For	Against	For	Yes
Thales SA	5/11/2022	Management	7	Reelect Eric Trappier as Director	For	Against	For	Yes
Thales SA	5/11/2022	Management	8	Reelect Loik Segalen as Director	For	Against	For	Yes
Thales SA	5/11/2022	Management	9	Reelect Marie-Francoise Walbaum as Director	For	Against	For	Yes
Thales SA	5/11/2022	Management	10	Reelect Patrice Caine as Director	For	Against	For	Yes
Thales SA	5/11/2022	Management	11	Approve Compensation of Patrice Caine, Chairman and CEO	For	For	For	No
Thales SA	5/11/2022	Management	12	Approve Compensation Report of Corporate Officers	For	For	For	No
Thales SA	5/11/2022	Management	13	Approve Remuneration Policy of Chairman and CEO	For	For	For	No
Thales SA	5/11/2022	Management	14	Approve Remuneration Policy of Directors	For	For	For	No
Thales SA	5/11/2022	Management	15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No
Thales SA	5/11/2022	Management	16	Authorize up to 1 Percent of Issued Capital for Use in Restricted Stock Plans	For	For	For	No
Thales SA	5/11/2022	Management	17	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 159 Million	For	Against	For	Yes
Thales SA	5/11/2022	Management	18	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights with a Binding Priority Right up to Aggregate Nominal Amount of EUR 60 Million	For	Against	For	Yes
Thales SA	5/11/2022	Management	19	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 60 Million	For	Against	For	Yes

Morgan Stanley - Proxy Votes - January through June 2022 - Compared with ISS Recommendation								B.1.a
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Thales SA	5/11/2022	Management	20	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	For	Against	For	Yes
Thales SA	5/11/2022	Management	21	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	For	Against	For	Yes
Thales SA	5/11/2022	Management	22	Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 17-21 at EUR 180 Million	For	For	For	No
Thales SA	5/11/2022	Management	23	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No
Thales SA	5/11/2022	Management	24	Authorize Filing of Required Documents/Other Formalities	For	For	For	No
Thales SA	5/11/2022	Management	25	Reelect Ann Taylor as Director	For	For	For	No
Tryg A/S	3/31/2022	Management	3	Approve Allocation of Income and Omission of Dividends	For	For	For	No
Tryg A/S	3/31/2022	Management	4	Approve Remuneration Report (Advisory Vote)	For	For	For	No
Tryg A/S	3/31/2022	Management	5	Approve Remuneration of Directors in the Amount of DKK 1.35 Million for Chairman, DKK 900,000 for Vice Chairman, and DKK 450,000 for Other Directors; Approve Remuneration for Committee Work	For	For	For	No
Tryg A/S	3/31/2022	Management	7.1	Reelect Jukka Pertola as Member of Board	For	For	For	No
Tryg A/S	3/31/2022	Management	7.2	Reelect Torben Nielsen as Member of Board	For	For	For	No
Tryg A/S	3/31/2022	Management	7.3	Reelect Mari Thjomoe as Member of Board	For	For	For	No
Tryg A/S	3/31/2022	Management	7.4	Reelect Carl-Viggo Ostlund as Member of Board	For	For	For	No
Tryg A/S	3/31/2022	Management	7.5	Elect Mengmeng Du as New Member of Board	For	For	For	No
Tryg A/S	3/31/2022	Management	7.6	Elect Thomas Hofman-Bang as New Member of Board	For	For	For	No
Tryg A/S	3/31/2022	Management	8	Ratify PricewaterhouseCoopers as Auditor	For	For	For	No
Tryg A/S	3/31/2022	Management	9	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	For	For	For	No
Tryg A/S	3/31/2022	Management	2.a	Accept Financial Statements and Statutory Reports	For	For	For	No
Tryg A/S	3/31/2022	Management	2.b	Approve Discharge of Management and Board	For	For	For	No
Tryg A/S	3/31/2022	Management	6.a	Approve Creation of DKK 327.3 Million Pool of Capital with Preemptive Rights; Approve Creation of DKK 327.3 Million Pool of Capital without Preemptive Rights; Maximum Increase in Share Capital under Both Authorizations up to DKK 327.3 Million	For	For	For	No
Tryg A/S	3/31/2022	Management	6.b	Authorize Share Repurchase Program	For	For	For	No
Tryg A/S	3/31/2022	Management	6.c	Amend Articles Re: Delete Authorization to Increase Share Capital	For	For	For	No
Tryg A/S	3/31/2022	Management	6.d	Fix Number of Employee-Elected Directors; Amend Articles Accordingly	For	For	For	No
Tryg A/S	3/31/2022	Management	6.e	Approve Indemnification of Members of the Board of Directors and Executive Management	For	For	For	No
Tryg A/S	3/31/2022	Management	6.f	Approve Guidelines for Incentive-Based Compensation for Executive Management and Board	For	For	For	No
UBS Group AG	4/6/2022	Management	1	Accept Financial Statements and Statutory Reports	For	For	For	No
UBS Group AG	4/6/2022	Management	2	Approve Remuneration Report	For	For	For	No
UBS Group AG	4/6/2022	Management	3	Approve Climate Action Plan	For	For	For	No
UBS Group AG	4/6/2022	Management	4	Approve Allocation of Income and Dividends of USD 0.50 per Share	For	For	For	No
UBS Group AG	4/6/2022	Management	5	Approve Discharge of Board and Senior Management for Fiscal Year 2021, excluding French Cross-Border Matter	For	For	For	No
UBS Group AG	4/6/2022	Management	6.1	Reelect Jeremy Anderson as Director	For	For	For	No

Morgan Stanley - Proxy Votes - January through June 2022 - Compared with ISS Recommendation							B.1.a	
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
UBS Group AG	4/6/2022	Management	6.10	Reelect Jeanette Wong as Director	For	For	For	No
UBS Group AG	4/6/2022	Management	6.2	Reelect Claudia Boeckstiegel as Director	For	For	For	No
UBS Group AG	4/6/2022	Management	6.3	Reelect William Dudley as Director	For	For	For	No
UBS Group AG	4/6/2022	Management	6.4	Reelect Patrick Firmenich as Director	For	For	For	No
UBS Group AG	4/6/2022	Management	6.5	Reelect Fred Hu as Director	For	For	For	No
UBS Group AG	4/6/2022	Management	6.6	Reelect Mark Hughes as Director	For	For	For	No
UBS Group AG	4/6/2022	Management	6.7	Reelect Nathalie Rachou as Director	For	For	For	No
UBS Group AG	4/6/2022	Management	6.8	Reelect Julie Richardson as Director	For	For	For	No
UBS Group AG	4/6/2022	Management	6.9	Reelect Dieter Wemmer as Director	For	For	For	No
UBS Group AG	4/6/2022	Management	7.1	Elect Lukas Gaehwiler as Director	For	For	For	No
UBS Group AG	4/6/2022	Management	7.2	Elect Colm Kelleher as Director and Board Chairman	For	For	For	No
UBS Group AG	4/6/2022	Management	8.1	Reappoint Julie Richardson as Member of the Compensation Committee	For	For	For	No
UBS Group AG	4/6/2022	Management	8.2	Reappoint Dieter Wemmer as Member of the Compensation Committee	For	For	For	No
UBS Group AG	4/6/2022	Management	8.3	Reappoint Jeanette Wong as Member of the Compensation Committee	For	For	For	No
UBS Group AG	4/6/2022	Management	9.1	Approve Remuneration of Directors in the Amount of CHF 13 Million	For	For	For	No
UBS Group AG	4/6/2022	Management	9.2	Approve Variable Remuneration of Executive Committee in the Amount of CHF 79.8 Million	For	For	For	No
UBS Group AG	4/6/2022	Management	9.3	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 33 Million	For	For	For	No
UBS Group AG	4/6/2022	Management	10.1	Designate ADB Altorfer Duss & Beilstein AG as Independent Proxy	For	For	For	No
UBS Group AG	4/6/2022	Management	10.2	Ratify Ernst & Young AG as Auditors	For	For	For	No
UBS Group AG	4/6/2022	Management	11	Approve CHF 17.8 Million Reduction in Share Capital as Part of the Share Buyback Program via Cancellation of Repurchased Shares	For	For	For	No
UBS Group AG	4/6/2022	Management	12	Authorize Repurchase of up to USD 6 Billion in Issued Share Capital	For	For	For	No
UBS Group AG	4/6/2022	Management	13	Transact Other Business (Voting)	None	Against	Against	No
Worldline SA	6/9/2022	Management	1	Amend Articles 25 and 28 of Bylaws To Comply With Legal Changes	For	For	For	No
Worldline SA	6/9/2022	Management	2	Amend Article 16 of Bylaws Re: Length of Term of Representative of Employee Shareholders to the Board	For	For	For	No
Worldline SA	6/9/2022	Management	3	Approve Financial Statements and Statutory Reports	For	For	For	No
Worldline SA	6/9/2022	Management	4	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No
Worldline SA	6/9/2022	Management	5	Approve Treatment of Losses	For	For	For	No
Worldline SA	6/9/2022	Management	6	Approve Standard Accounting Transfers	For	For	For	No
Worldline SA	6/9/2022	Management	7	Approve Transaction with Deutscher Sparkassen Verlag GmbH (DSV) Re: Business Combination Agreement	For	For	For	No
Worldline SA	6/9/2022	Management	8	Reelect Mette Kamsvag as Director	For	For	For	No
Worldline SA	6/9/2022	Management	9	Reelect Caroline Parot as Director	For	For	For	No
Worldline SA	6/9/2022	Management	10	Reelect Georges Pauget as Director	For	For	For	No
Worldline SA	6/9/2022	Management	11	Reelect Luc Remont as Director	For	For	For	No
Worldline SA	6/9/2022	Management	12	Reelect Michael Stollarz as Director	For	For	For	No
Worldline SA	6/9/2022	Management	13	Reelect Susan M. Tolson as Director	For	For	For	No

Morgan Stanley - Proxy Votes - January through June 2022 - Compared with ISS Recommendation							B.1.a	
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against ISS
Worldline SA	6/9/2022	Management	14	Renew Appointment of Johannes Dijsselhof as Censor	For	Against	Against	No
Worldline SA	6/9/2022	Management	15	Renew Appointment of Deloitte & Associates as Auditor	For	For	For	No
Worldline SA	6/9/2022	Management	16	Acknowledge End of Mandate of BEAS as Alternate Auditor and Decision Not to Replace and Renew	For	For	For	No
Worldline SA	6/9/2022	Management	17	Ratify Change Location of Registered Office to Puteaux 92800, 1 Place des Degres, Tour Voltaire and Amend Article 4 of Bylaws Accordingly	For	For	For	No
Worldline SA	6/9/2022	Management	18	Approve Compensation Report of Corporate Officers	For	For	For	No
Worldline SA	6/9/2022	Management	19	Approve Compensation of Bernard Bourigeaud, Chairman of the Board	For	For	For	No
Worldline SA	6/9/2022	Management	20	Approve Compensation of Gilles Grapinet, CEO (and Chairman of the Board Until Separation of Functions)	For	For	For	No
Worldline SA	6/9/2022	Management	21	Approve Compensation of Marc-Henri Desportes, Vice-CEO	For	For	For	No
Worldline SA	6/9/2022	Management	22	Approve Remuneration Policy of Chairman of the Board	For	For	For	No
Worldline SA	6/9/2022	Management	23	Approve Remuneration Policy of CEO	For	For	For	No
Worldline SA	6/9/2022	Management	24	Approve Remuneration Policy of Vice-CEO	For	For	For	No
Worldline SA	6/9/2022	Management	25	Approve Remuneration Policy of Directors	For	For	For	No
Worldline SA	6/9/2022	Management	26	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No
Worldline SA	6/9/2022	Management	27	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No
Worldline SA	6/9/2022	Management	28	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to 50 Percent of Issued Capital	For	For	For	No
Worldline SA	6/9/2022	Management	29	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights with a Binding Priority Right up to 10 Percent of Issued Capital	For	For	For	No
Worldline SA	6/9/2022	Management	30	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to 10 Percent of Issued Capital	For	For	For	No
Worldline SA	6/9/2022	Management	31	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 28 to 30	For	For	For	No
Worldline SA	6/9/2022	Management	32	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	For	For	For	No
Worldline SA	6/9/2022	Management	33	Authorize Capitalization of Reserves of Up to EUR 500 Million for Bonus Issue or Increase in Par Value	For	For	For	No
Worldline SA	6/9/2022	Management	34	Approve Issuance of Equity or Equity-Linked Securities Reserved for Specific Beneficiaries, up to Aggregate Nominal Amount of EUR 650,000	For	For	For	No
Worldline SA	6/9/2022	Management	35	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No
Worldline SA	6/9/2022	Management	36	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries	For	For	For	No
Worldline SA	6/9/2022	Management	37	Authorize up to 2 Percent of Issued Capital for Use in Stock Option Plans	For	For	For	No
Worldline SA	6/9/2022	Management	38	Authorize up to 0.7 Percent of Issued Capital for Use in Restricted Stock Plans With Performance Conditions Attached	For	For	For	No
Worldline SA	6/9/2022	Management	39	Authorize Filing of Required Documents/Other Formalities	For	For	For	No



State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
10X Genomics, Inc.	06/15/2022	Management	1	Yes	Elect Director Sri Kosaraju	For	Against	Against	Against	A vote AGAINST director nominees Sridhar (Sri) Kosaraju, Mathai Mammen, and Shehnaaz Suliman is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
10X Genomics, Inc.	06/15/2022	Management	2	Yes	Elect Director Mathai Mammen	For	Against	Against	Against	A vote AGAINST director nominees Sridhar (Sri) Kosaraju, Mathai Mammen, and Shehnaaz Suliman is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
10X Genomics, Inc.	06/15/2022	Management	3	Yes	Elect Director Shehnaaz Suliman	For	Against	Against	Against	A vote AGAINST director nominees Sridhar (Sri) Kosaraju, Mathai Mammen, and Shehnaaz Suliman is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
10X Genomics, Inc.	06/15/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
10X Genomics, Inc.	06/15/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
3M Company	05/10/2022	Management	1	Yes	Elect Director Thomas "Tony" K. Brown	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	2	Yes	Elect Director Pamela J. Craig	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	3	Yes	Elect Director David B. Dillon	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	4	Yes	Elect Director Michael L. Eskew	For	For	Against	Against	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	5	Yes	Elect Director James R. Fitterling	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	6	Yes	Elect Director Amy E. Hood	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	7	Yes	Elect Director Muhtar Kent	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	8	Yes	Elect Director Suzan Kereere	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	9	Yes	Elect Director Dambisa F. Moyo	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	10	Yes	Elect Director Gregory R. Page	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	11	Yes	Elect Director Michael F. Roman	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/10/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
3M Company	05/10/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The annual bonus was largely based on pre-set objective metrics with clearly disclosed performance targets that appear rigorous. In addition, half of the LTI program is in performance-conditioned equity with clearly disclosed forward-looking goals. A prior performance equity grant vested below target, which is largely in line with recent company performance.
3M Company	05/10/2022	Shareholder	14	Yes	Report on Environmental Costs and Impact on Diversified Shareholders	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on the environmental costs of the company's operations, as well as their effect on the economy and diversified shareholders would enable shareholders to understand and assess how the company is managing related risks.
3M Company	05/10/2022	Shareholder	15	Yes	Report on Operations in Communist China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides sufficient disclosure related to its policies, processes, and oversight mechanisms related to managing and mitigating risks of its operations and business activities in China.

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations											
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale	
A. O. Smith Corporation	04/12/2022	Management	1	Yes	Elect Director Victoria M. Holt	For	For	For	For	WITHHOLD votes for non-independent nominees Idelle Wolf and Gene Wulf are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
A. O. Smith Corporation	04/12/2022	Management	2	Yes	Elect Director Michael M. Larsen	For	For	For	For	WITHHOLD votes for non-independent nominees Idelle Wolf and Gene Wulf are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
A. O. Smith Corporation	04/12/2022	Management	3	Yes	Elect Director Idelle K. Wolf	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Idelle Wolf and Gene Wulf are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
A. O. Smith Corporation	04/12/2022	Management	4	Yes	Elect Director Gene C. Wulf	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Idelle Wolf and Gene Wulf are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
A. O. Smith Corporation	04/12/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:* The company maintains a severance plan for executives that provide for excise tax gross-ups on change-in-control payments;* The company maintains tax gross-up provision under the executive supplemental retirement plan; and* Equity awards allow for auto-accelerated vesting upon a change-in-control event.	
A. O. Smith Corporation	04/12/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Abbott Laboratories	04/29/2022	Management	1	Yes	Elect Director Robert J. Alpern	For	For	Against	Against	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	2	Yes	Elect Director Sally E. Blount	For	For	For	For	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	3	Yes	Elect Director Robert B. Ford	For	For	For	For	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	4	Yes	Elect Director Paola Gonzalez	For	For	For	For	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	5	Yes	Elect Director Michelle A. Kumbier	For	For	For	For	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	6	Yes	Elect Director Darren W. McDew	For	For	For	For	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	7	Yes	Elect Director Nancy McKinstry	For	For	For	For	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	8	Yes	Elect Director William A. Osborn	For	For	Against	Against	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	9	Yes	Elect Director Michael F. Roman	For	For	For	For	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	10	Yes	Elect Director Daniel J. Starks	For	For	For	For	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	11	Yes	Elect Director John G. Stratton	For	For	For	For	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	12	Yes	Elect Director Glenn F. Tilton	For	For	Against	Against	Votes AGAINST William Osborn, Robert Alpern and Glenn Tilton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Abbott Laboratories	04/29/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Abbott Laboratories	04/29/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of pay is conditioned on objective financial performance metrics resulting in an alignment between CEO pay and company performance.	
Abbott Laboratories	04/29/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.	

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Abbott Laboratories	04/29/2022	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director. A vote FOR the proposal is warranted. The proposed safeguards would improve the principles of the 10b5-1 plans held by the company and are not considered overly burdensome.
Abbott Laboratories	04/29/2022	Shareholder	17	Yes	Adopt Policy on 10b5-1 Plans	Against	For	For	For	A vote FOR this proposal is warranted as a more comprehensive disclosure of the company's lobbying-related oversight mechanisms and trade association payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Abbott Laboratories	04/29/2022	Shareholder	18	Yes	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: * Additional disclosure would benefit shareholders by increasing transparency regarding the company's efforts to address the risks related to the use of antimicrobial products; and * Disclosure of the requested information would serve to provide greater assurance to shareholders that the firm's initiatives and practices sufficiently guard against potential financial, litigation and operational risks to the firm.
Abbott Laboratories	04/29/2022	Shareholder	19	Yes	Report on Public Health Costs of Antimicrobial Resistance	Against	Against	For	For	A vote FOR the director nominees is warranted.
AbbVie Inc.	05/06/2022	Management	1	Yes	Elect Director William H.L. Burnside	For	For	For	For	A vote FOR the director nominees is warranted.
AbbVie Inc.	05/06/2022	Management	2	Yes	Elect Director Thomas C. Freyman	For	For	For	For	A vote FOR the director nominees is warranted.
AbbVie Inc.	05/06/2022	Management	3	Yes	Elect Director Brett J. Hart	For	For	For	For	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AbbVie Inc.	05/06/2022	Management	4	Yes	Elect Director Edward J. Rapp	For	For	For	For	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
AbbVie Inc.	05/06/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
AbbVie Inc.	05/06/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
AbbVie Inc.	05/06/2022	Management	7	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this item is warranted given that it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms, the proposal applies only to future severance arrangements, leaving current agreements unaffected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
AbbVie Inc.	05/06/2022	Shareholder	8	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to anticompetitive practices, particularly in light of AbbVie's involvement in related controversies.
AbbVie Inc.	05/06/2022	Shareholder	9	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this resolution is warranted, as more comprehensive information comparing the company's public policy statements and its political contributions and lobbying efforts would benefit shareholders in assessing its management of related risks.
AbbVie Inc.	05/06/2022	Shareholder	10	Yes	Report on Board Oversight of Risks Related to Anticompetitive Practices	Against	For	For	For	Votes AGAINST Reeve Waud are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee members Reeve Waud and William Grieco are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Jason R. Bernhard is warranted.
AbbVie Inc.	05/06/2022	Shareholder	11	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	Votes AGAINST Reeve Waud are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee members Reeve Waud and William Grieco are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Jason R. Bernhard is warranted.
Acadia Healthcare Company, Inc.	05/19/2022	Management	1	Yes	Elect Director Jason R. Bernhard	For	For	For	For	Votes AGAINST Reeve Waud are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee members Reeve Waud and William Grieco are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Jason R. Bernhard is warranted.
Acadia Healthcare Company, Inc.	05/19/2022	Management	2	Yes	Elect Director William F. Grieco	For	Against	Against	Against	Votes AGAINST Reeve Waud are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee members Reeve Waud and William Grieco are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Jason R. Bernhard is warranted.
Acadia Healthcare Company, Inc.	05/19/2022	Management	3	Yes	Elect Director Reeve B. Waud	For	Against	Against	Against	Votes AGAINST Reeve Waud are warranted for serving as a non-independent member of a key board committee. Votes AGAINST nominating committee members Reeve Waud and William Grieco are warranted for failure to establish racial or ethnic diversity on the board. A vote FOR Jason R. Bernhard is warranted.
Acadia Healthcare Company, Inc.	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Acadia Healthcare Company, Inc.	05/19/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Accenture plc	01/26/2022	Management	1	Yes	Elect Director Jaime Ardila	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture plc	01/26/2022	Management	2	Yes	Elect Director Nancy McKinstry	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture plc	01/26/2022	Management	3	Yes	Elect Director Beth E. Mooney	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture plc	01/26/2022	Management	4	Yes	Elect Director Gilles C. Pelisson	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture plc	01/26/2022	Management	5	Yes	Elect Director Paula A. Price	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture plc	01/26/2022	Management	6	Yes	Elect Director Venkata (Murthy) Renduchintala	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture plc	01/26/2022	Management	7	Yes	Elect Director Arun Sarin	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture plc	01/26/2022	Management	8	Yes	Elect Director Julie Sweet	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture plc	01/26/2022	Management	9	Yes	Elect Director Frank K. Tang	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture plc	01/26/2022	Management	10	Yes	Elect Director Tracey T. Travis	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture plc	01/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Accenture plc	01/26/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Accenture plc	01/26/2022	Management	13	Yes	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Accenture plc	01/26/2022	Management	14	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Accenture plc	01/26/2022	Management	15	Yes	Authorize Board to Opt-Out of Statutory Pre-Emption Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Accenture plc	01/26/2022	Management	16	Yes	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
Activision Blizzard, Inc.	04/28/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	While it is possible that the merger will not receive regulatory approval, shareholders face a potential downside risk of non-approval given ATV's outperformance against the market, recent disappointing financial results, and ongoing investigations by federal, state, and securities authorities. Additionally, the merger consideration delivers a premium, appears fair from a valuation standpoint, and provides liquidity and certainty of value for shareholders. On balance, a vote FOR the proposed transaction is warranted.
Activision Blizzard, Inc.	04/28/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	While there are some concerns regarding recent increases to the double-trigger severance entitlements for NEOs other than the CEO, the resulting amounts are not considered excessive, and no excise tax gross-ups are expected. Further, the entirety of outstanding equity awards are subject to double trigger vesting. Lastly, any additional incentive compensation that may be received by the CEO following the merger will require the board's assessment of sufficient progress on related goals. In balancing these factors, and given that the vast majority of NEOs' golden parachute payments are double-triggered, a vote FOR this proposal is warranted.
Activision Blizzard, Inc.	04/28/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Activision Blizzard, Inc.	06/21/2022	Management	1	Yes	Elect Director Reveta Bowers	For	For	For	For	Votes AGAINST directors Robert Kotick, Brian Kelly, Robert Morgado, Robert Corti, Barry Meyer, and Peter Nolan are warranted in light of significant concerns regarding the board's lack of effective oversight of workplace issues at the company. Votes AGAINST Robert Morgado and Robert Corti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Robert Morgado are warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2022	Management	2	Yes	Elect Director Kerry Carr	For	For	For	For	Votes AGAINST directors Robert Kotick, Brian Kelly, Robert Morgado, Robert Corti, Barry Meyer, and Peter Nolan are warranted in light of significant concerns regarding the board's lack of effective oversight of workplace issues at the company. Votes AGAINST Robert Morgado and Robert Corti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Robert Morgado are warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2022	Management	3	Yes	Elect Director Robert Corti	For	For	Against	Against	Votes AGAINST directors Robert Kotick, Brian Kelly, Robert Morgado, Robert Corti, Barry Meyer, and Peter Nolan are warranted in light of significant concerns regarding the board's lack of effective oversight of workplace issues at the company. Votes AGAINST Robert Morgado and Robert Corti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Robert Morgado are warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.

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Activision Blizzard, Inc.	06/21/2022	Management	4	Yes	Elect Director Brian Kelly	For	For	Against	Against	Votes AGAINST directors Robert Kotick, Brian Kelly, Robert Morgado, Robert Corti, Barry Meyer, and Peter Nolan are warranted in light of significant concerns regarding the board's lack of effective oversight of workplace issues at the company. Votes AGAINST Robert Morgado and Robert Corti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Robert Morgado are warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2022	Management	5	Yes	Elect Director Robert Kotick	For	For	Against	Against	Votes AGAINST directors Robert Kotick, Brian Kelly, Robert Morgado, Robert Corti, Barry Meyer, and Peter Nolan are warranted in light of significant concerns regarding the board's lack of effective oversight of workplace issues at the company. Votes AGAINST Robert Morgado and Robert Corti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Robert Morgado are warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2022	Management	6	Yes	Elect Director Lulu Meservey	For	For	For	For	Votes AGAINST directors Robert Kotick, Brian Kelly, Robert Morgado, Robert Corti, Barry Meyer, and Peter Nolan are warranted in light of significant concerns regarding the board's lack of effective oversight of workplace issues at the company. Votes AGAINST Robert Morgado and Robert Corti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Robert Morgado are warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2022	Management	7	Yes	Elect Director Barry Meyer	For	For	Against	Against	Votes AGAINST directors Robert Kotick, Brian Kelly, Robert Morgado, Robert Corti, Barry Meyer, and Peter Nolan are warranted in light of significant concerns regarding the board's lack of effective oversight of workplace issues at the company. Votes AGAINST Robert Morgado and Robert Corti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Robert Morgado are warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2022	Management	8	Yes	Elect Director Robert Morgado	For	For	Against	Against	Votes AGAINST directors Robert Kotick, Brian Kelly, Robert Morgado, Robert Corti, Barry Meyer, and Peter Nolan are warranted in light of significant concerns regarding the board's lack of effective oversight of workplace issues at the company. Votes AGAINST Robert Morgado and Robert Corti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Robert Morgado are warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2022	Management	9	Yes	Elect Director Peter Nolan	For	For	Against	Against	Votes AGAINST directors Robert Kotick, Brian Kelly, Robert Morgado, Robert Corti, Barry Meyer, and Peter Nolan are warranted in light of significant concerns regarding the board's lack of effective oversight of workplace issues at the company. Votes AGAINST Robert Morgado and Robert Corti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Robert Morgado are warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2022	Management	10	Yes	Elect Director Dawn Ostroff	For	For	For	For	Votes AGAINST directors Robert Kotick, Brian Kelly, Robert Morgado, Robert Corti, Barry Meyer, and Peter Nolan are warranted in light of significant concerns regarding the board's lack of effective oversight of workplace issues at the company. Votes AGAINST Robert Morgado and Robert Corti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Robert Morgado are warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided a large life insurance perkisite to the CEO. Further, the COO's employment agreement provides a problematic life insurance perkisite to the executive's spouse. Such spousal life insurance perkisite is highly unusual, and the value is considered to be relatively large.
Activision Blizzard, Inc.	06/21/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Activision Blizzard, Inc.	06/21/2022	Shareholder	13	Yes	Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates	Against	Against	For	For	A vote FOR this proposal is warranted as the addition of a non-management employee representative director on the board would enable more robust oversight of issues related to the company's employees and their concerns and is also a step towards further enhancing board diversity.



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Activision Blizzard, Inc.	06/21/2022	Shareholder	14	Yes	Report on Efforts Prevent Abuse, Harassment, and Discrimination	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure due to the ongoing scrutiny over the company's sexual harassment and discrimination issues involving protected classes of employees. Increased transparency would help shareholders to fully assess how the company is managing associated risks.	
Acuity Brands, Inc.	01/05/2022	Management	1	Yes	Elect Director Neil M. Ashe	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is warranted.	
Acuity Brands, Inc.	01/05/2022	Management	2	Yes	Elect Director W. Patrick Battle	For	Against	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is warranted.	
Acuity Brands, Inc.	01/05/2022	Management	3	Yes	Elect Director G. Douglas Dillard, Jr.	For	Against	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is warranted.	
Acuity Brands, Inc.	01/05/2022	Management	4	Yes	Elect Director James H. Hance, Jr.	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is warranted.	
Acuity Brands, Inc.	01/05/2022	Management	5	Yes	Elect Director Maya Leibman	For	Against	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is warranted.	
Acuity Brands, Inc.	01/05/2022	Management	6	Yes	Elect Director Laura G. O'Shaughnessy	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is warranted.	
Acuity Brands, Inc.	01/05/2022	Management	7	Yes	Elect Director Dominic J. Pileggi	For	Against	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is warranted.	
Acuity Brands, Inc.	01/05/2022	Management	8	Yes	Elect Director Ray M. Robinson	For	For	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is warranted.	
Acuity Brands, Inc.	01/05/2022	Management	9	Yes	Elect Director Mark J. Sachleben	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is warranted.	

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Acuity Brands, Inc.	01/05/2022	Management	10	Yes	Elect Director Mary A. Winston	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.Votes AGAINST incumbent Compensation Committee members W. Patrick Battle, George Douglas Dillard Jr., Maya Leibman, and Dominic Pileggi are warranted for insufficient responsiveness to last year's failed say-on-pay proposal.A vote FOR the remaining director nominees is warranted.
Acuity Brands, Inc.	01/05/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Acuity Brands, Inc.	01/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company failed to demonstrate adequate responsiveness to last year's say-on-pay vote, despite receiving less than majority support for the second year in a row. While the company engaged with investors following the annual meeting, shareholders' feedback is disclosed only in vague terms. In addition, it is not clear that the company has made any changes to address the concerns underlying the failed 2021 vote.Pay-for-performance concerns are mitigated in light of recent improvements to the company's incentive programs. The weight of the individual performance component in the annual incentive program was reduced from 50 percent to 20 percent, and a concerning secondary funding mechanism was removed. Further, the grant date value of the CEO's equity awards was lower in 2021 compared to 2020. Finally, beginning in 2022 the CEO will participate in the ordinary long-term incentive program.
Acuity Brands, Inc.	01/05/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Adobe Inc.	04/14/2022	Management	1	Yes	Elect Director Amy Banse	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	2	Yes	Elect Director Brett Biggs	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	3	Yes	Elect Director Melanie Boulden	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	4	Yes	Elect Director Frank Calderoni	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	5	Yes	Elect Director Laura Desmond	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	6	Yes	Elect Director Shantanu Narayen	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	7	Yes	Elect Director Spencer Neumann	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	8	Yes	Elect Director Kathleen Oberg	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	9	Yes	Elect Director Dheeraj Pandey	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.

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Adobe Inc.	04/14/2022	Management	10	Yes	Elect Director David Ricks	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	11	Yes	Elect Director Daniel Rosensweig	For	For	Against	Against	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	12	Yes	Elect Director John Warnock	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Daniel (Dan) Rosensweig are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/14/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Adobe Inc.	04/14/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Advanced Micro Devices, Inc.	05/18/2022	Management	1	Yes	Elect Director John E. Caldwell	For	For	Against	Against	Votes AGAINST John Caldwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2022	Management	2	Yes	Elect Director Nora M. Denzel	For	For	For	For	Votes AGAINST John Caldwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2022	Management	3	Yes	Elect Director Mark Durcan	For	For	For	For	Votes AGAINST John Caldwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2022	Management	4	Yes	Elect Director Michael P. Gregoire	For	For	For	For	Votes AGAINST John Caldwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2022	Management	5	Yes	Elect Director Joseph A. Householder	For	For	For	For	Votes AGAINST John Caldwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2022	Management	6	Yes	Elect Director John W. Marren	For	For	For	For	Votes AGAINST John Caldwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2022	Management	7	Yes	Elect Director Jon A. Olson	For	For	For	For	Votes AGAINST John Caldwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2022	Management	8	Yes	Elect Director Lisa T. Su	For	For	For	For	Votes AGAINST John Caldwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2022	Management	9	Yes	Elect Director Abhi Y. Talwalkar	For	For	For	For	Votes AGAINST John Caldwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2022	Management	10	Yes	Elect Director Elizabeth W. Vanderslice	For	For	For	For	Votes AGAINST John Caldwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advanced Micro Devices, Inc.	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. The majority of CEO pay remains conditioned on objective performance metrics.
AECOM	03/01/2022	Management	1	Yes	Elect Director Bradley W. Buss	For	For	For	For	A vote AGAINST Daniel Tishman is warranted for serving as a non-independent member of a key board committee.A vote FOR governance and nominating committee chair Bradley W. Buss is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal.A vote FOR the remaining director nominees is warranted.
AECOM	03/01/2022	Management	2	Yes	Elect Director Robert G. Card	For	For	For	For	A vote AGAINST Daniel Tishman is warranted for serving as a non-independent member of a key board committee.A vote FOR governance and nominating committee chair Bradley W. Buss is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal.A vote FOR the remaining director nominees is warranted.
AECOM	03/01/2022	Management	3	Yes	Elect Director Diane C. Creel	For	For	For	For	A vote AGAINST Daniel Tishman is warranted for serving as a non-independent member of a key board committee.A vote FOR governance and nominating committee chair Bradley W. Buss is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal.A vote FOR the remaining director nominees is warranted.

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AECOM	03/01/2022	Management	4	Yes	Elect Director Lydia H. Kennard	For	For	For	For	A vote AGAINST Daniel Tishman is warranted for serving as a non-independent member of a key board committee.A vote FOR governance and nominating committee chair Bradley W. Buss is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal.A vote FOR the remaining director nominees is warranted.
AECOM	03/01/2022	Management	5	Yes	Elect Director W. Troy Rudd	For	For	For	For	A vote AGAINST Daniel Tishman is warranted for serving as a non-independent member of a key board committee.A vote FOR governance and nominating committee chair Bradley W. Buss is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal.A vote FOR the remaining director nominees is warranted.
AECOM	03/01/2022	Management	6	Yes	Elect Director Clarence T. Schmitz	For	For	For	For	A vote AGAINST Daniel Tishman is warranted for serving as a non-independent member of a key board committee.A vote FOR governance and nominating committee chair Bradley W. Buss is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal.A vote FOR the remaining director nominees is warranted.
AECOM	03/01/2022	Management	7	Yes	Elect Director Douglas W. Stotlar	For	For	For	For	A vote AGAINST Daniel Tishman is warranted for serving as a non-independent member of a key board committee.A vote FOR governance and nominating committee chair Bradley W. Buss is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal.A vote FOR the remaining director nominees is warranted.
AECOM	03/01/2022	Management	8	Yes	Elect Director Daniel R. Tishman	For	Against	Against	Against	A vote AGAINST Daniel Tishman is warranted for serving as a non-independent member of a key board committee.A vote FOR governance and nominating committee chair Bradley W. Buss is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal.A vote FOR the remaining director nominees is warranted.
AECOM	03/01/2022	Management	9	Yes	Elect Director Sander van't Noordende	For	For	For	For	A vote AGAINST Daniel Tishman is warranted for serving as a non-independent member of a key board committee.A vote FOR governance and nominating committee chair Bradley W. Buss is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal.A vote FOR the remaining director nominees is warranted.
AECOM	03/01/2022	Management	10	Yes	Elect Director Janet C. Wolfenbarger	For	For	For	For	A vote AGAINST Daniel Tishman is warranted for serving as a non-independent member of a key board committee.A vote FOR governance and nominating committee chair Bradley W. Buss is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal.A vote FOR the remaining director nominees is warranted.
AECOM	03/01/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AECOM	03/01/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal aircraft-related and miscellaneous perquisites to its CEO.
Affiliated Managers Group, Inc.	05/27/2022	Management	1	Yes	Elect Director Karen L. Alvingham	For	For	For	For	Votes AGAINST Dwight Churchill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/27/2022	Management	2	Yes	Elect Director Tracy A. Atkinson	For	For	For	For	Votes AGAINST Dwight Churchill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/27/2022	Management	3	Yes	Elect Director Dwight D. Churchill	For	For	Against	Against	Votes AGAINST Dwight Churchill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/27/2022	Management	4	Yes	Elect Director Jay C. Horgen	For	For	For	For	Votes AGAINST Dwight Churchill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/27/2022	Management	5	Yes	Elect Director Reuben Jeffery, III	For	For	For	For	Votes AGAINST Dwight Churchill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/27/2022	Management	6	Yes	Elect Director Felix V. Matos Rodriguez	For	For	For	For	Votes AGAINST Dwight Churchill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/27/2022	Management	7	Yes	Elect Director Tracy P. Palandjian	For	For	For	For	Votes AGAINST Dwight Churchill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/27/2022	Management	8	Yes	Elect Director David C. Ryan	For	For	For	For	Votes AGAINST Dwight Churchill are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Affiliated Managers Group, Inc.	05/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The newly implemented total incentive assessment scorecard is predominantly based on quantified and objective goals with disclosed targets. While the significant number of metrics and lack of disclosed threshold goals warrants continued monitoring, the new scorecard provides significantly more transparency into pay decisions compared to the separate STI and LTI assessments utilized in prior years, each of which relied heavily on committee discretion. Transparency is further enhanced by the introduction target incentive opportunities and pre-set formula for cash and equity awards. In addition, LTI awards are majority based on clearly disclosed multi-year goals, target and maximum LTI goals increased, and the percentage of the award that vests for threshold performance was reduced without a reduction in the threshold goal. Continued monitoring of the pay program structure is warranted, given the significant changes in incentive program structure and metric selection.
Affiliated Managers Group, Inc.	05/27/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Aflac Incorporated	05/02/2022	Management	1	Yes	Elect Director Daniel P. Amos	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	2	Yes	Elect Director W. Paul Bowers	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	3	Yes	Elect Director Arthur R. Collins	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	4	Yes	Elect Director Toshihiko Fukuzawa	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	5	Yes	Elect Director Thomas J. Kenny	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	6	Yes	Elect Director Georgette D. Kiser	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	7	Yes	Elect Director Karole F. Lloyd	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	8	Yes	Elect Director Nobuchika Mori	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	9	Yes	Elect Director Joseph L. Moskowitz	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	10	Yes	Elect Director Barbara K. Rimer	For	For	Against	Against	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	11	Yes	Elect Director Katherine T. Rohrer	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/02/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of CEO compensation remains conditioned on clearly disclosed financial performance objectives and CEO pay and company performance remain reasonably aligned.
Aflac Incorporated	05/02/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AGCO Corporation	04/28/2022	Management	1	Yes	Elect Director Michael C. Arnold	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/28/2022	Management	2	Yes	Elect Director Sondra L. Barbour	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/28/2022	Management	3	Yes	Elect Director Suzanne P. Clark	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/28/2022	Management	4	Yes	Elect Director Bob De Lange	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/28/2022	Management	5	Yes	Elect Director Eric P. Hansotia	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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AGCO Corporation	04/28/2022	Management	6	Yes	Elect Director George E. Minnich	For	For	Against	Against	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
AGCO Corporation	04/28/2022	Management	7	Yes	Elect Director Niels Porksen	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
AGCO Corporation	04/28/2022	Management	8	Yes	Elect Director David Sagehorn	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
AGCO Corporation	04/28/2022	Management	9	Yes	Elect Director Mallika Srinivasan	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
AGCO Corporation	04/28/2022	Management	10	Yes	Elect Director Matthew Tsien	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
AGCO Corporation	04/28/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
AGCO Corporation	04/28/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Agilent Technologies, Inc.	03/16/2022	Management	1	Yes	Elect Director Hans E. Bishop	For	For	For	For	A vote FOR the director nominees is warranted.	
Agilent Technologies, Inc.	03/16/2022	Management	2	Yes	Elect Director Otis W. Brawley	For	For	For	For	A vote FOR the director nominees is warranted.	
Agilent Technologies, Inc.	03/16/2022	Management	3	Yes	Elect Director Mikael Dolsten	For	For	For	For	A vote FOR the director nominees is warranted.	
Agilent Technologies, Inc.	03/16/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. A majority of incentives are tied to pre-set objective measures and pay outcomes are aligned with short- and long-term performance.	
Agilent Technologies, Inc.	03/16/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Agilent Technologies, Inc.	03/16/2022	Shareholder	6	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as it is reasonable and in the best interests of shareholders, and that it will help increase the accountability of the board and management.	
Agilon Health, Inc.	05/24/2022	Management	1	Yes	Elect Director Richard J. Schnall	For	Against	Against	Against	A vote AGAINST Sharad Mansukani, Clay Richards, Richard Schnall, and Michael Smith is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote AGAINST non-independent nominee Richard Schnall is warranted for lack of a	
Agilon Health, Inc.	05/24/2022	Management	2	Yes	Elect Director Sharad Mansukani	For	Against	Against	Against	A vote AGAINST Sharad Mansukani, Clay Richards, Richard Schnall, and Michael Smith is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote AGAINST non-independent nominee Richard Schnall is warranted for lack of a	
Agilon Health, Inc.	05/24/2022	Management	3	Yes	Elect Director Michael Smith	For	Against	Against	Against	A vote AGAINST Sharad Mansukani, Clay Richards, Richard Schnall, and Michael Smith is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote AGAINST non-independent nominee Richard Schnall is warranted for lack of a	
Agilon Health, Inc.	05/24/2022	Management	4	Yes	Elect Director Clay Richards	For	Against	Against	Against	A vote AGAINST Sharad Mansukani, Clay Richards, Richard Schnall, and Michael Smith is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote AGAINST non-independent nominee Richard Schnall is warranted for lack of a	
Agilon Health, Inc.	05/24/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Agilon Health, Inc.	05/24/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Agilon Health, Inc.	05/24/2022	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
AGNC Investment Corp.	04/21/2022	Management	1	Yes	Elect Director Donna J. Blank	For	For	For	For	Votes AGAINST Morris Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
AGNC Investment Corp.	04/21/2022	Management	2	Yes	Elect Director Morris A. Davis	For	For	Against	Against	Votes AGAINST Morris Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
AGNC Investment Corp.	04/21/2022	Management	3	Yes	Elect Director Peter J. Federico	For	For	For	For	Votes AGAINST Morris Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	

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AGNC Investment Corp.	04/21/2022	Management	4	Yes	Elect Director John D. Fisk	For	For	For	For	Votes AGAINST Morris Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGNC Investment Corp.	04/21/2022	Management	5	Yes	Elect Director Andrew A. Johnson, Jr.	For	For	For	For	Votes AGAINST Morris Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGNC Investment Corp.	04/21/2022	Management	6	Yes	Elect Director Gary D. Kain	For	For	For	For	Votes AGAINST Morris Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGNC Investment Corp.	04/21/2022	Management	7	Yes	Elect Director Prue B. Larocca	For	For	For	For	Votes AGAINST Morris Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGNC Investment Corp.	04/21/2022	Management	8	Yes	Elect Director Paul E. Mullings	For	For	For	For	Votes AGAINST Morris Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGNC Investment Corp.	04/21/2022	Management	9	Yes	Elect Director Frances R. Spark	For	For	For	For	Votes AGAINST Morris Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGNC Investment Corp.	04/21/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Both the annual and long-term incentive programs were significantly based on pre-set financial goals. However, close monitoring is warranted given the company's use of overlapping goals in the STI and LTI pay programs. Further, continued monitoring of former CEO Kain's pay levels is warranted given that his target compensation is near that of the new CEO.
AGNC Investment Corp.	04/21/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AGNC Investment Corp.	04/21/2022	Management	12	Yes	Eliminate Supermajority Vote Requirement for Certain Amendments to the Certificate of Incorporation	For	For	For	For	A vote FOR these items is warranted given that the elimination of the supermajority vote requirement would enhance shareholder rights.
AGNC Investment Corp.	04/21/2022	Management	13	Yes	Eliminate Supermajority Vote Requirement for Amendments to Bylaws	For	For	For	For	A vote FOR these items is warranted given that the elimination of the supermajority vote requirement would enhance shareholder rights.
AGNC Investment Corp.	04/21/2022	Management	14	Yes	Eliminate Supermajority Vote Requirement for Removal of Directors	For	For	For	For	A vote FOR these items is warranted given that the elimination of the supermajority vote requirement would enhance shareholder rights.
Air Lease Corporation	05/04/2022	Management	1	Yes	Elect Director Matthew J. Hart	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/04/2022	Management	2	Yes	Elect Director Yvette Hollingsworth Clark	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/04/2022	Management	3	Yes	Elect Director Cheryl Gordon Krongard	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/04/2022	Management	4	Yes	Elect Director Marshall O. Larsen	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/04/2022	Management	5	Yes	Elect Director Susan McCaw	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/04/2022	Management	6	Yes	Elect Director Robert A. Milton	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Air Lease Corporation	05/04/2022	Management	7	Yes	Elect Director John L. Plueger	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/04/2022	Management	8	Yes	Elect Director Ian M. Saines	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/04/2022	Management	9	Yes	Elect Director Steven F. Udvar-Hazy	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/04/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Air Lease Corporation	05/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Though annual incentives are primarily based on pre-set, objective metrics, a concern is noted regarding target setting, as the revenue goal was set below the prior year's actual performance with a corresponding reduction in a target bonus opportunity for executives. Furthermore, the strategic goal targets are not clearly disclosed. These issues are compounded as the executive chairman's base salary and target bonus opportunity each exceed the CEO's. These concerns are mitigated for the year in review, however. Although the mix of performance-contingent equity was reduced 10 percentage points in 2021, LTI awards remained majority performance-based and require a long-term improvement in book value and relative TSR outperformance for target payout. Moreover, performance-contingent equity will revert to a 75 percent mix for the 2022 LTI award, and a closing cycle performance equity award vested below target, which was in line with company performance. Continued monitoring of STI goal setting and the executive chairman's pay are warranted.
Air Products and Chemicals, Inc.	02/03/2022	Management	1	Yes	Elect Director Charles I. Cogut	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	02/03/2022	Management	2	Yes	Elect Director Lisa A. Davis	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	02/03/2022	Management	3	Yes	Elect Director Seifollah (Seifi) Ghasemi	For	For	Against	Against	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	02/03/2022	Management	4	Yes	Elect Director David H. Y. Ho	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	02/03/2022	Management	5	Yes	Elect Director Edward L. Monser	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	02/03/2022	Management	6	Yes	Elect Director Matthew H. Paull	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	02/03/2022	Management	7	Yes	Elect Director Wayne T. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	02/03/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. The annual incentives were based on a pre-set objective metric, and the long-term equity awards were primarily performance-conditioned.
Air Products and Chemicals, Inc.	02/03/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Alaska Air Group, Inc.	05/05/2022	Management	1	Yes	Elect Director Patricia M. Bedient	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	2	Yes	Elect Director James A. Beer	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	3	Yes	Elect Director Raymond L. Conner	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	4	Yes	Elect Director Daniel K. Elwell	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	5	Yes	Elect Director Dhiren R. Fonseca	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	6	Yes	Elect Director Kathleen T. Hogan	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	7	Yes	Elect Director Jessie, J. Knight, Jr.	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	8	Yes	Elect Director Susan J. Li	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Alaska Air Group, Inc.	05/05/2022	Management	9	Yes	Elect Director Adrienne R. Lofton	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	10	Yes	Elect Director Benito Minicucci	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	11	Yes	Elect Director Helvi K. Sandvik	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	12	Yes	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	13	Yes	Elect Director Eric K. Yeaman	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alaska Air Group, Inc.	05/05/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft and life insurance.
Alaska Air Group, Inc.	05/05/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alaska Air Group, Inc.	05/05/2022	Management	16	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted, as the plan's purchase price is at least 85 percent of fair market value and the offering period is not longer than 27 months. Also, the number of shares being allocated to the plan is not more than 10 percent of outstanding shares.
Alaska Air Group, Inc.	05/05/2022	Shareholder	17	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms, the proposal applies only to future severance arrangements, leaving current agreements unaffected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Albemarle Corporation	05/03/2022	Management	1	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.
Albemarle Corporation	05/03/2022	Management	2	Yes	Elect Director Mary Lauren Brlas	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/03/2022	Management	3	Yes	Elect Director Ralf H. Cramer	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/03/2022	Management	4	Yes	Elect Director J. Kent Masters, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/03/2022	Management	5	Yes	Elect Director Glenda J. Minor	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/03/2022	Management	6	Yes	Elect Director James J. O'Brien	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/03/2022	Management	7	Yes	Elect Director Diarmuid B. O'Connell	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/03/2022	Management	8	Yes	Elect Director Dean L. Seavers	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/03/2022	Management	9	Yes	Elect Director Gerald A. Steiner	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/03/2022	Management	10	Yes	Elect Director Holly A. Van Deursen	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/03/2022	Management	11	Yes	Elect Director Alejandro D. Wolff	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/03/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alcoa Corporation	05/05/2022	Management	1	Yes	Elect Director Steven W. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	2	Yes	Elect Director Mary Anne Citrino	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	3	Yes	Elect Director Pasquale (Pat) Fiore	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	4	Yes	Elect Director Thomas J. Gorman	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	5	Yes	Elect Director Roy C. Harvey	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	6	Yes	Elect Director James A. Hughes	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	7	Yes	Elect Director James E. Nevels	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	8	Yes	Elect Director Carol L. Roberts	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	9	Yes	Elect Director Jackson (Jackie) P. Roberts	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	10	Yes	Elect Director Ernesto Zedillo	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Alcoa Corporation	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alcoa Corporation	05/05/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 25 percent to 10 percent would enhance shareholders' rights.
Alexandria Real Estate Equities	05/17/2022	Management	1	Yes	Elect Director Joel S. Marcus	For	For	Against	Against	Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Richard Klein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joel Marcus are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Alexandria Real Estate Equities	05/17/2022	Management	2	Yes	Elect Director Steven R. Hash	For	For	For	For	Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Richard Klein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joel Marcus are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Alexandria Real Estate Equities	05/17/2022	Management	3	Yes	Elect Director James P. Cain	For	Against	Against	Against	Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Richard Klein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joel Marcus are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Alexandria Real Estate Equities	05/17/2022	Management	4	Yes	Elect Director Cynthia L. Feldmann	For	For	For	For	Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Richard Klein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joel Marcus are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Alexandria Real Estate Equities	05/17/2022	Management	5	Yes	Elect Director Maria C. Freire	For	Against	Against	Against	Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Richard Klein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joel Marcus are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Alexandria Real Estate Equities	05/17/2022	Management	6	Yes	Elect Director Jennifer Friel Goldstein	For	For	For	For	Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Richard Klein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joel Marcus are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Alexandria Real Estate Equities	05/17/2022	Management	7	Yes	Elect Director Richard H. Klein	For	For	Against	Against	Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Richard Klein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joel Marcus are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Alexandria Real Estate Equities	05/17/2022	Management	8	Yes	Elect Director Michael A. Woronoff	For	Against	Against	Against	Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. Votes AGAINST Richard Klein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joel Marcus are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Alexandria Real Estate Equities	05/17/2022	Management	9	Yes	Amend Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Alexandria Real Estate Equities	05/17/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as maximum payouts under both incentive plans are commensurate with the company's robust performance over the longer-term. With that said, concerns remain regarding the co-CEO and executive chairman structure, as all three NEOs receive CEO level pay.	
Alexandria Real Estate Equities	05/17/2022	Management	11	Yes	Increase Authorized Common Stock	For	For	For	For	The proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares. As such, a vote FOR this proposal is warranted.	
Alexandria Real Estate Equities	05/17/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Align Technology, Inc.	05/18/2022	Management	1	Yes	Elect Director Kevin J. Dallas	For	For	For	For	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	



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Align Technology, Inc.	05/18/2022	Management	2	Yes	Elect Director Joseph M. Hogan	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Align Technology, Inc.	05/18/2022	Management	3	Yes	Elect Director Joseph Lacob	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Align Technology, Inc.	05/18/2022	Management	4	Yes	Elect Director C. Raymond Larkin, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Align Technology, Inc.	05/18/2022	Management	5	Yes	Elect Director George J. Morrow	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Align Technology, Inc.	05/18/2022	Management	6	Yes	Elect Director Anne M. Myong	For	For	For	For	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Align Technology, Inc.	05/18/2022	Management	7	Yes	Elect Director Andrea L. Saia	For	For	For	For	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Align Technology, Inc.	05/18/2022	Management	8	Yes	Elect Director Greg J. Santora	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Align Technology, Inc.	05/18/2022	Management	9	Yes	Elect Director Susan E. Siegel	For	For	For	For	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Align Technology, Inc.	05/18/2022	Management	10	Yes	Elect Director Warren S. Thaler	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob, George Morrow, Greg Santora and Warren Thaler are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Align Technology, Inc.	05/18/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.	
Align Technology, Inc.	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received significant tax gross-ups related to relocation expense perquisite. In addition, concerns are also raised with respect to single-trigger vesting of equity upon a change-in-control event.	

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Alleghany Corporation	06/09/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. Despite the limited sales process, the merger consideration represents a 24.8 percent premium at announcement and a 16 percent premium to the company's 52-week high prior to the announcement. Additionally, the all-cash consideration provides shareholders with liquidity and certainty of value, and there is downside risk of non-approval, evidenced by outperformance relative to industry and market indices since the announcement.
Alleghany Corporation	06/09/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	There are concerns around severance, tax gross-ups, and equity award treatment. Although NEOs' potential cash severance amounts are not excessive, they represent a recent enhancement as NEOs previously were not entitled to change-in-control severance. Further, two NEOs are estimated to receive problematic excise tax gross-ups, also the result of a recent agreement. Lastly, NEOs' outstanding performance equity awards will convert at an assumed maximum performance level, without compelling rationale disclosed in the proxy. In light of these concerns, a vote AGAINST this proposal is warranted.
Alleghany Corporation	06/09/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Allegion Plc	06/02/2022	Management	1	Yes	Elect Director Kirk S. Hachigian	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Allegion Plc	06/02/2022	Management	2	Yes	Elect Director Steven C. Mizell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Allegion Plc	06/02/2022	Management	3	Yes	Elect Director Nicole Parent Haughey	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Allegion Plc	06/02/2022	Management	4	Yes	Elect Director Lauren B. Peters	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Allegion Plc	06/02/2022	Management	5	Yes	Elect Director David D. Petratis	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Allegion Plc	06/02/2022	Management	6	Yes	Elect Director Dean I. Schaffer	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Allegion Plc	06/02/2022	Management	7	Yes	Elect Director Dev Vardhan	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Allegion Plc	06/02/2022	Management	8	Yes	Elect Director Martin E. Welch, III	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Allegion Plc	06/02/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While some concerns remain regarding performance target setting, as FY21 targets under the annual incentive plan were set below both targets and results from the year prior, and the relative TSR metric under the long-term incentive plan targets mere median performance, annual incentive awards remain based primarily on financial performance and the recently vested PSUs were earned below target, somewhat mitigating concerns regarding the rigor of the TSR metric.
Allegion Plc	06/02/2022	Management	10	Yes	Approve PricewaterhouseCoopers as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allegion Plc	06/02/2022	Management	11	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Allegion Plc	06/02/2022	Management	12	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Alliant Energy Corporation	05/19/2022	Management	1	Yes	Elect Director N. Joy Falotico	For	For	For	For	A vote FOR the director nominees is warranted.
Alliant Energy Corporation	05/19/2022	Management	2	Yes	Elect Director John O. Larsen	For	For	For	For	A vote FOR the director nominees is warranted.
Alliant Energy Corporation	05/19/2022	Management	3	Yes	Elect Director Thomas F. O'Toole	For	For	For	For	A vote FOR the director nominees is warranted.
Alliant Energy Corporation	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance metrics, and the majority of equity awards are conditioned on long-term objecting performance goals.
Alliant Energy Corporation	05/19/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allison Transmission Holdings,	05/04/2022	Management	1	Yes	Elect Director Judy L. Altmaier	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings,	05/04/2022	Management	2	Yes	Elect Director Stan A. Askren	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings,	05/04/2022	Management	3	Yes	Elect Director D. Scott Barbour	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings,	05/04/2022	Management	4	Yes	Elect Director David C. Everitt	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings,	05/04/2022	Management	5	Yes	Elect Director Alvaro Garcia-Tunon	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings,	05/04/2022	Management	6	Yes	Elect Director David S. Graziosi	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings,	05/04/2022	Management	7	Yes	Elect Director Carolann I. Haznedar	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Allison Transmission Holdings,	05/04/2022	Management	8	Yes	Elect Director Richard P. Lavin	For	For	For	For	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings,	05/04/2022	Management	9	Yes	Elect Director Thomas W. Rabaut	For	For	Against	Against	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings,	05/04/2022	Management	10	Yes	Elect Director Richard V. Reynolds	For	For	Against	Against	Votes AGAINST Thomas Rabaut and Richard Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Allison Transmission Holdings,	05/04/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allison Transmission Holdings,	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ally Financial Inc.	05/03/2022	Management	1	Yes	Elect Director Franklin W. Hobbs	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	2	Yes	Elect Director Kenneth J. Bacon	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	3	Yes	Elect Director Maureen A. Breakiron-Evans	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	4	Yes	Elect Director William H. Cary	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	5	Yes	Elect Director Mayree C. Clark	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	6	Yes	Elect Director Kim S. Fennebresque	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	7	Yes	Elect Director Melissa Goldman	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	8	Yes	Elect Director Marjorie Magner	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	9	Yes	Elect Director David Reilly	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	10	Yes	Elect Director Brian H. Sharples	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	11	Yes	Elect Director Michael F. Steib	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	12	Yes	Elect Director Jeffrey J. Brown	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Ally Financial Inc.	05/03/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alnylam Pharmaceuticals, Inc.	05/18/2022	Management	1	Yes	Elect Director Margaret A. Hamburg	For	For	For	For	A vote FOR all director nominees is warranted.
Alnylam Pharmaceuticals, Inc.	05/18/2022	Management	2	Yes	Elect Director Colleen F. Reitan	For	For	For	For	A vote FOR all director nominees is warranted.
Alnylam Pharmaceuticals, Inc.	05/18/2022	Management	3	Yes	Elect Director Amy W. Schulman	For	For	For	For	A vote FOR all director nominees is warranted.
Alnylam Pharmaceuticals, Inc.	05/18/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.22 percent is excessive.

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Alnylam Pharmaceuticals, Inc.	05/18/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alnylam Pharmaceuticals, Inc.	05/18/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alphabet Inc.	06/01/2022	Management	1	Yes	Elect Director Larry Page	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. In the absence of a say-on-pay proposal on the ballot, votes AGAINST compensation committee members L. John Doerr, K. Ram Shriram and Robin Washington are warranted given the excessive personal security perquisite provided to the CEO. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/01/2022	Management	2	Yes	Elect Director Sergey Brin	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. In the absence of a say-on-pay proposal on the ballot, votes AGAINST compensation committee members L. John Doerr, K. Ram Shriram and Robin Washington are warranted given the excessive personal security perquisite provided to the CEO. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/01/2022	Management	3	Yes	Elect Director Sundar Pichai	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. In the absence of a say-on-pay proposal on the ballot, votes AGAINST compensation committee members L. John Doerr, K. Ram Shriram and Robin Washington are warranted given the excessive personal security perquisite provided to the CEO. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/01/2022	Management	4	Yes	Elect Director John L. Hennessy	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. In the absence of a say-on-pay proposal on the ballot, votes AGAINST compensation committee members L. John Doerr, K. Ram Shriram and Robin Washington are warranted given the excessive personal security perquisite provided to the CEO. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/01/2022	Management	5	Yes	Elect Director Frances H. Arnold	For	For	For	For	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. In the absence of a say-on-pay proposal on the ballot, votes AGAINST compensation committee members L. John Doerr, K. Ram Shriram and Robin Washington are warranted given the excessive personal security perquisite provided to the CEO. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/01/2022	Management	6	Yes	Elect Director L. John Doerr	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. In the absence of a say-on-pay proposal on the ballot, votes AGAINST compensation committee members L. John Doerr, K. Ram Shriram and Robin Washington are warranted given the excessive personal security perquisite provided to the CEO. A vote FOR the remaining director nominees is warranted.

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Alphabet Inc.	06/01/2022	Management	7	Yes	Elect Director Roger W. Ferguson, Jr.	For	For	For	For	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. In the absence of a say-on-pay proposal on the ballot, votes AGAINST compensation committee members L. John Doerr, K. Ram Shriram and Robin Washington are warranted given the excessive personal security perquisite provided to the CEO. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/01/2022	Management	8	Yes	Elect Director Ann Mather	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. In the absence of a say-on-pay proposal on the ballot, votes AGAINST compensation committee members L. John Doerr, K. Ram Shriram and Robin Washington are warranted given the excessive personal security perquisite provided to the CEO. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/01/2022	Management	9	Yes	Elect Director K. Ram Shriram	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. In the absence of a say-on-pay proposal on the ballot, votes AGAINST compensation committee members L. John Doerr, K. Ram Shriram and Robin Washington are warranted given the excessive personal security perquisite provided to the CEO. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/01/2022	Management	10	Yes	Elect Director Robin L. Washington	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. In the absence of a say-on-pay proposal on the ballot, votes AGAINST compensation committee members L. John Doerr, K. Ram Shriram and Robin Washington are warranted given the excessive personal security perquisite provided to the CEO. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/01/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alphabet Inc.	06/01/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Alphabet Inc.	06/01/2022	Management	13	Yes	Increase Authorized Common Stock	For	For	For	For	Considering that the increase in authorized common stock is proportionate to the board's proposed 20-for-1 stock split and that the company's share price has increased significantly in recent years, a vote FOR this proposal is warranted.
Alphabet Inc.	06/01/2022	Shareholder	14	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional reporting on the company's lobbying-related practices and policies, such as its trade association memberships and payments, would benefit shareholders in assessing its management of related risks.
Alphabet Inc.	06/01/2022	Shareholder	15	Yes	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted. The company and its shareholders are likely to benefit from a review of how the company's and its trade associations' lobbying positions align with Paris Agreement, in light of risks to the company caused by climate change and the company's public position.
Alphabet Inc.	06/01/2022	Shareholder	16	Yes	Report on Physical Risks of Climate Change	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is assessing and managing climate change risks.
Alphabet Inc.	06/01/2022	Shareholder	17	Yes	Report on Metrics and Efforts to Reduce Water Related Risk	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing climate-related water risks.
Alphabet Inc.	06/01/2022	Shareholder	18	Yes	Oversee and Report a Third-Party Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Alphabet's efforts to address the issue of any inequality in its workforce and its management of related risks.



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Alphabet Inc.	06/01/2022	Shareholder	19	Yes	Report on Risks Associated with Use of Concealment Clauses	Against	Against	For	For	A vote FOR this proposal is warranted as it may bring additional information to light that could result in improved recruitment, development and retention. It would also allow the company to address any potential gaps or ambiguity in its existing policies and enable shareholders to better assess the board's oversight of associated risks.
Alphabet Inc.	06/01/2022	Shareholder	20	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.
Alphabet Inc.	06/01/2022	Shareholder	21	Yes	Report on Government Takedown Requests	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company has not faced significant controversies from its U.S. content takedowns, and it provides enough information for shareholders to assess its management of related
Alphabet Inc.	06/01/2022	Shareholder	22	Yes	Report on Risks of Doing Business in Countries with Significant Human Rights Concerns	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.
Alphabet Inc.	06/01/2022	Shareholder	23	Yes	Report on Managing Risks Related to Data Collection, Privacy and Security	Against	Against	For	For	A vote FOR this proposal is warranted as enhanced disclosure on the topic would enable shareholders to better assess how the company is managing data privacy related risks.
Alphabet Inc.	06/01/2022	Shareholder	24	Yes	Disclose More Quantitative and Qualitative Information on Algorithmic Systems	Against	For	For	For	A vote FOR this proposal is warranted, as the company has faced scrutiny over biases in its algorithmic systems and increased reporting would assist shareholders in assessing progress and management of related risks.
Alphabet Inc.	06/01/2022	Shareholder	25	Yes	Commission Third Party Assessment of Company's Management of Misinformation and Disinformation Across Platforms	Against	For	For	For	A vote FOR this proposal is warranted because an independent human rights assessment would help shareholders better evaluate the company's management of risks related to the human rights impacts of disinformation and misinformation.
Alphabet Inc.	06/01/2022	Shareholder	26	Yes	Report on External Costs of Misinformation and Impact on Diversified Shareholders	Against	Against	For	For	A vote FOR this proposal is warranted as increased disclosure would provide shareholders with valuable information on how well the company is assessing and mitigating content-related controversies and the potential impact of the firm's current business practices on long-term shareholder value.
Alphabet Inc.	06/01/2022	Shareholder	27	Yes	Report on Steps to Improve Racial and Gender Board Diversity	Against	Against	For	For	A vote FOR this proposal is warranted as adoption of this proposal would allow shareholders to better assess the effectiveness of the company's efforts towards improving gender and racial representation on the board and management of related risks.
Alphabet Inc.	06/01/2022	Shareholder	28	Yes	Establish an Environmental Sustainability Board Committee	Against	Against	For	For	A vote FOR this proposal is warranted because the creation of a committee on environmental sustainability should serve to further strengthen the company's ability to manage risks related to climate change and sustainability issues in general.
Alphabet Inc.	06/01/2022	Shareholder	29	Yes	Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates	Against	Against	For	For	A vote FOR this proposal is warranted as the addition of a non-management employee representative director on the board would enable more robust oversight of issues related to the company's employees and their concerns and is also a step towards further enhancing board diversity.
Alphabet Inc.	06/01/2022	Shareholder	30	Yes	Report on Policies Regarding Military and Militarized Policing Agencies	Against	Against	For	For	A vote FOR this proposal is warranted as the requested risk assessment of military and militarized policing agency contracts may enhance and complement the company's existing human rights policies, disclosures, and oversight mechanisms.
Alteryx, Inc.	05/25/2022	Management	1	Yes	Elect Director Mark Anderson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Mark Anderson given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Alteryx, Inc.	05/25/2022	Management	2	Yes	Elect Director CeCe Morken	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominee Mark Anderson given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Alteryx, Inc.	05/25/2022	Management	3	Yes	Elect Director Daniel J. Warmenhoven	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominee Mark Anderson given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Alteryx, Inc.	05/25/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Alteryx, Inc.	05/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The company introduced performance-conditioned equity awards, which is a positive change, but there are noted design and magnitude concerns. The CEO's total equity award value was large, driving relatively large total pay for the year in review, on the backdrop of poor short- and long-term TSR performance. The new performance awards utilize a relatively short two-year period and share a metric in the STI program. There are also concerns around the disclosure of goals for sizable sign-on equity awards, which utilized a short-term measurement period. Moreover, while the STI program is predominantly based on a financial metric, there is poor disclosure around individual performance factors. In light of these factors, a vote AGAINST this proposal is
Alteryx, Inc.	05/25/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 37.12 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan administrator may provide loans to exercise awards. * The plan has an automatic share replenishment feature. * The plan permits repricing and exchange of grants without prior shareholder approval. * The plan permits cash buyout of awards without prior shareholder approval. * The plan permits the transferability of awards to financial institutions without shareholder approval.
Altice USA, Inc.	06/15/2022	Management	1	Yes	Elect Director Patrick Drahi	For	Against	Against	Against	Votes AGAINST all nominees are warranted for failure to remove, or make subject to a sunset provision, the problematic capital structure adopted in connection with the company's IPO. Votes AGAINST non-independent nominees Patrick Drahi, Dexter Goei, Gerrit Jan Bakker, David Drahi, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Raymond Svider are warranted for serving as a director on more than four public company boards.
Altice USA, Inc.	06/15/2022	Management	2	Yes	Elect Director Gerrit Jan Bakker	For	Against	Against	Against	Votes AGAINST all nominees are warranted for failure to remove, or make subject to a sunset provision, the problematic capital structure adopted in connection with the company's IPO. Votes AGAINST non-independent nominees Patrick Drahi, Dexter Goei, Gerrit Jan Bakker, David Drahi, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Raymond Svider are warranted for serving as a director on more than four public company boards.
Altice USA, Inc.	06/15/2022	Management	3	Yes	Elect Director David Drahi	For	Against	Against	Against	Votes AGAINST all nominees are warranted for failure to remove, or make subject to a sunset provision, the problematic capital structure adopted in connection with the company's IPO. Votes AGAINST non-independent nominees Patrick Drahi, Dexter Goei, Gerrit Jan Bakker, David Drahi, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Raymond Svider are warranted for serving as a director on more than four public company boards.
Altice USA, Inc.	06/15/2022	Management	4	Yes	Elect Director Dexter Goei	For	Against	Against	Against	Votes AGAINST all nominees are warranted for failure to remove, or make subject to a sunset provision, the problematic capital structure adopted in connection with the company's IPO. Votes AGAINST non-independent nominees Patrick Drahi, Dexter Goei, Gerrit Jan Bakker, David Drahi, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Raymond Svider are warranted for serving as a director on more than four public company boards.
Altice USA, Inc.	06/15/2022	Management	5	Yes	Elect Director Mark Mullen	For	Against	Against	Against	Votes AGAINST all nominees are warranted for failure to remove, or make subject to a sunset provision, the problematic capital structure adopted in connection with the company's IPO. Votes AGAINST non-independent nominees Patrick Drahi, Dexter Goei, Gerrit Jan Bakker, David Drahi, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Raymond Svider are warranted for serving as a director on more than four public company boards.
Altice USA, Inc.	06/15/2022	Management	6	Yes	Elect Director Dennis Okhuijsen	For	Against	Against	Against	Votes AGAINST all nominees are warranted for failure to remove, or make subject to a sunset provision, the problematic capital structure adopted in connection with the company's IPO. Votes AGAINST non-independent nominees Patrick Drahi, Dexter Goei, Gerrit Jan Bakker, David Drahi, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Raymond Svider are warranted for serving as a director on more than four public company boards.

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Altice USA, Inc.	06/15/2022	Management	7	Yes	Elect Director Susan Schnabel	For	Against	Against	Against	Votes AGAINST all nominees are warranted for failure to remove, or make subject to a sunset provision, the problematic capital structure adopted in connection with the company's IPO. Votes AGAINST non-independent nominees Patrick Drahi, Dexter Goei, Gerrit Jan Bakker, David Drahi, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Raymond Svider are warranted for serving as a director on more than four public company boards.
Altice USA, Inc.	06/15/2022	Management	8	Yes	Elect Director Charles Stewart	For	Against	Against	Against	Votes AGAINST all nominees are warranted for failure to remove, or make subject to a sunset provision, the problematic capital structure adopted in connection with the company's IPO. Votes AGAINST non-independent nominees Patrick Drahi, Dexter Goei, Gerrit Jan Bakker, David Drahi, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Raymond Svider are warranted for serving as a director on more than four public company boards.
Altice USA, Inc.	06/15/2022	Management	9	Yes	Elect Director Raymond Svider	For	Against	Against	Against	Votes AGAINST all nominees are warranted for failure to remove, or make subject to a sunset provision, the problematic capital structure adopted in connection with the company's IPO. Votes AGAINST non-independent nominees Patrick Drahi, Dexter Goei, Gerrit Jan Bakker, David Drahi, Dennis Okhuijsen and Charles Stewart are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Raymond Svider are warranted for serving as a director on more than four public company boards.
Altice USA, Inc.	06/15/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There are significant concerns regarding pay program design and CEO pay magnitude. The STI award was based half of strategic objectives that are not disclosed. Long-term incentives lacked performance-vesting criteria, and the CEO's grant values were excessive without compelling rationale. There are also concerns around the company's pay benchmarking peers, which includes several outsized companies, as well as a lack of robust risk-mitigating policies. In light of these concerns, a vote AGAINST this proposal is warranted.
Altice USA, Inc.	06/15/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.15 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Altice USA, Inc.	06/15/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Altria Group, Inc.	05/19/2022	Management	1	Yes	Elect Director Ian L.T. Clarke	For	For	For	For	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	2	Yes	Elect Director Marjorie M. Connelly	For	For	For	For	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	3	Yes	Elect Director R. Matt Davis	For	For	For	For	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	4	Yes	Elect Director William F. Gifford, Jr.	For	For	For	For	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	5	Yes	Elect Director Debra J. Kelly-Ennis	For	For	For	For	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	6	Yes	Elect Director W. Leo Kiely, III	For	For	For	For	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	7	Yes	Elect Director Kathryn B. McQuade	For	For	For	For	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	8	Yes	Elect Director George Munoz	For	For	Against	Against	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	9	Yes	Elect Director Nabil Y. Sakkab	For	For	Against	Against	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	10	Yes	Elect Director Virginia E. Shanks	For	For	For	For	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	11	Yes	Elect Director Ellen R. Strahlman	For	For	For	For	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Altria Group, Inc.	05/19/2022	Management	12	Yes	Elect Director M. Max Yzaguirre	For	For	For	For	Votes AGAINST George Munoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/19/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Altria Group, Inc.	05/19/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Altria Group, Inc.	05/19/2022	Shareholder	15	Yes	Report on Third-Party Civil Rights Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent civil rights audit would help shareholders better assess the effectiveness of Altria's efforts to address the issue of any inequality in its business operations.
Amazon.com, Inc.	05/25/2022	Management	1	Yes	Elect Director Jeffrey P. Bezos	For	For	For	For	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/25/2022	Management	2	Yes	Elect Director Andrew R. Jassy	For	For	For	For	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/25/2022	Management	3	Yes	Elect Director Keith B. Alexander	For	For	For	For	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/25/2022	Management	4	Yes	Elect Director Edith W. Cooper	For	For	For	For	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/25/2022	Management	5	Yes	Elect Director Jamie S. Gorelick	For	For	For	For	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/25/2022	Management	6	Yes	Elect Director Daniel P. Huttenlocher	For	For	Against	Against	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/25/2022	Management	7	Yes	Elect Director Judith A. McGrath	For	For	Against	Against	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/25/2022	Management	8	Yes	Elect Director Indra K. Nooyi	For	For	For	For	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.

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Amazon.com, Inc.	05/25/2022	Management	9	Yes	Elect Director Jonathan J. Rubinstein	For	For	Against	Against	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/25/2022	Management	10	Yes	Elect Director Patricia Q. Stonesifer	For	For	Against	Against	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/25/2022	Management	11	Yes	Elect Director Wendell P. Weeks	For	For	For	For	Votes AGAINST Jonathan Rubinstein and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Huttenlocher and Judith McGrath, incumbent members of Leadership Development and Compensation Committee, are warranted in light of significant concerns regarding board oversight of human capital management related risks, including workplace health and safety. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/25/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amazon.com, Inc.	05/25/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A misalignment between CEO pay and company performance is driven by an excessive equity grant to the new CEO, which lacks performance conditions. Large time-vested awards were granted to other NEOs as well, and the compensation program lacks any link to pre-set performance criteria. In addition, concerns are raised with regards to the large security-related perquisite provided to certain executives.
Amazon.com, Inc.	05/25/2022	Management	14	Yes	Approve 20:1 Stock Split	For	For	For	For	Given the increase in the company's stock price in recent years, and the board's rationale, a vote FOR this proposal is warranted.
Amazon.com, Inc.	05/25/2022	Shareholder	15	Yes	Report on Retirement Plan Options Aligned with Company Climate Goals	Against	Against	For	For	A vote FOR this resolution is warranted as shareholders and employees would benefit from additional information regarding the company's initiatives on sustainable investment options, as they can further ensure positive sustainability performance. The report would also allow shareholders to better assess whether the company is adhering to its stated climate goals and its management of related risks.
Amazon.com, Inc.	05/25/2022	Shareholder	16	Yes	Commission Third Party Report Assessing Company's Human Rights Due Diligence Process	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
Amazon.com, Inc.	05/25/2022	Shareholder	17	Yes	Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates	Against	For	For	For	A vote FOR this proposal is warranted, as the company faces significant controversies related to treatment of its employees.
Amazon.com, Inc.	05/25/2022	Shareholder	18	Yes	Report on Efforts to Reduce Plastic Use	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.
Amazon.com, Inc.	05/25/2022	Shareholder	19	Yes	Report on Worker Health and Safety Disparities	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's diversity and inclusion initiatives.
Amazon.com, Inc.	05/25/2022	Shareholder	20	Yes	Report on Risks Associated with Use of Concealment Clauses	Against	Against	For	For	A vote FOR this proposal is warranted because additional information on the impact that the company's standard arbitration provision and non-disclosure agreements has on Amazon's employees may bring information to light that could result in improved recruitment, development and retention and could help the company prepare for pending federal legislation on the matter.
Amazon.com, Inc.	05/25/2022	Shareholder	21	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
Amazon.com, Inc.	05/25/2022	Shareholder	22	Yes	Publish a Tax Transparency Report	Against	Against	For	For	A vote FOR this proposal is warranted as it would enable shareholders to better assess the company's tax practices in non-US markets and its management of risks related to taxation reforms.
Amazon.com, Inc.	05/25/2022	Shareholder	23	Yes	Report on Protecting the Rights of Freedom of Association and Collective Bargaining	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
Amazon.com, Inc.	05/25/2022	Shareholder	24	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's state level lobbying, indirect lobbying-related expenditures and board oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Amazon.com, Inc.	05/25/2022	Shareholder	25	Yes	Require More Director Nominations Than Open Seats	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the proponent has not made a compelling case that the proposed change in the director election process would improve the composition of the board or the performance of the



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Amazon.com, Inc.	05/25/2022	Shareholder	26	Yes	Commission a Third Party Audit on Working Conditions	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure through third-party auditing on warehouse working conditions.
Amazon.com, Inc.	05/25/2022	Shareholder	27	Yes	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's diversity and inclusion initiatives and its management of related risks.
Amazon.com, Inc.	05/25/2022	Shareholder	28	No	Oversee and Report a Racial Equity Audit *Withdrawn Resolution*					This proposal has been WITHDRAWN.
Amazon.com, Inc.	05/25/2022	Shareholder	29	Yes	Commission Third Party Study and Report on Risks Associated with Use of Recognition	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
Amdocs Limited	01/28/2022	Management	1	Yes	Elect Director Robert A. Minicucci	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Amdocs Limited	01/28/2022	Management	2	Yes	Elect Director Adrian Gardner	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Amdocs Limited	01/28/2022	Management	3	Yes	Elect Director James S. Kahan	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Amdocs Limited	01/28/2022	Management	4	Yes	Elect Director Rafael de la Vega	For	For	For	For	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Amdocs Limited	01/28/2022	Management	5	Yes	Elect Director Giora Yaron	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Amdocs Limited	01/28/2022	Management	6	Yes	Elect Director Eli Gelman	For	Against	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Amdocs Limited	01/28/2022	Management	7	Yes	Elect Director Richard T.C. LeFave	For	For	For	For	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Amdocs Limited	01/28/2022	Management	8	Yes	Elect Director John A. MacDonald	For	For	For	For	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Amdocs Limited	01/28/2022	Management	9	Yes	Elect Director Shuky Sheffer	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Amdocs Limited	01/28/2022	Management	10	Yes	Elect Director Yvette Kanouff	For	For	For	For	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Amdocs Limited	01/28/2022	Management	11	Yes	Elect Director Sarah Ruth Davis	For	For	For	For	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman, James (Jim) Kahan and Giora Yaron are warranted for lack of a majority independent board.Votes AGAINST Robert Minicucci, Adrian Gardner, Eli Gelman and James (Jim) Kahan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Amdocs Limited	01/28/2022	Management	12	Yes	Approve an Increase in the Quarterly Cash Dividend Rate	For	For	For	For	A vote FOR this resolution is warranted as this is a routine request and no concerns have been identified.	
Amdocs Limited	01/28/2022	Management	13	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this proposal is warranted in the absence of any known issues concerning the company's audited accounts and financial statements.	
Amdocs Limited	01/28/2022	Management	14	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Ameren Corporation	05/12/2022	Management	1	Yes	Elect Director Warner L. Baxter	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	2	Yes	Elect Director Cynthia J. Brinkley	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	3	Yes	Elect Director Catherine S. Brune	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	4	Yes	Elect Director J. Edward Coleman	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	5	Yes	Elect Director Ward H. Dickson	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	6	Yes	Elect Director Noelle K. Eder	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	7	Yes	Elect Director Ellen M. Fitzsimmons	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	8	Yes	Elect Director Rafael Flores	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	9	Yes	Elect Director Richard J. Harshman	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	10	Yes	Elect Director Craig S. Ivey	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	11	Yes	Elect Director James C. Johnson	For	For	Against	Against	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	12	Yes	Elect Director Martin J. Lyons, Jr.	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	13	Yes	Elect Director Steven H. Lipstein	For	For	Against	Against	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	14	Yes	Elect Director Leo S. Mackay, Jr.	For	For	For	For	Votes AGAINST James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameren Corporation	05/12/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. While there remains concern regarding legacy excise tax gross-ups, both annual and long-term incentive programs are primarily performance-based, with a majority of long-term equity awards contingent on achievement of relative TSR and a clean energy	
Ameren Corporation	05/12/2022	Management	16	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Ameren Corporation	05/12/2022	Management	17	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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American Airlines Group Inc.	06/08/2022	Management	1	Yes	Elect Director James F. Albaugh	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	2	Yes	Elect Director Jeffrey D. Benjamin	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	3	Yes	Elect Director Adriane M. Brown	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	4	Yes	Elect Director John T. Cahill	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	5	Yes	Elect Director Michael J. Embler	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	6	Yes	Elect Director Matthew J. Hart	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	7	Yes	Elect Director Robert D. Isom	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	8	Yes	Elect Director Susan D. Kronick	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	9	Yes	Elect Director Martin H. Nesbitt	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	10	Yes	Elect Director Denise O'Leary	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	11	Yes	Elect Director W. Douglas Parker	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	12	Yes	Elect Director Ray M. Robinson	For	For	Against	Against	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	13	Yes	Elect Director Gregory D. Smith	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	14	Yes	Elect Director Douglas M. Steenland	For	For	For	For	Votes AGAINST Ray Robinson are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
American Airlines Group Inc.	06/08/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Airlines Group Inc.	06/08/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to pay tax gross-up for the CEO's personal use of aircraft perquisite. Furthermore, concerns are raised with respect to the single-trigger vesting of equity in the event of a change in control and a lack of performance vesting conditions for the CEO's equity awards during the year in review.
American Airlines Group Inc.	06/08/2022	Management	17	Yes	Eliminate Supermajority Vote Requirement to Amend Bylaws	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
American Airlines Group Inc.	06/08/2022	Management	18	Yes	Eliminate Supermajority Vote Requirement to Amend All Other Provisions of the Certificate of Incorporation	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
American Airlines Group Inc.	06/08/2022	Management	19	Yes	Approve Tax Benefit Preservation Plan	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill is reasonable, the value of the NOLs to be protected is material, and there are no significant concerns with the company's governance practices as they relate to this proposal.

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American Airlines Group Inc.	06/08/2022	Shareholder	20	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the company's trade association memberships, payments, and oversight, along with direct lobbying expenditures, would enable shareholders to better assess the company's comprehensive lobbying-related activities and management of related risks and opportunities.
American Campus Communitie	05/24/2022	Management	1	Yes	Elect Director William C. Bayless, Jr.	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Oliver Luck are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Campus Communitie	05/24/2022	Management	2	Yes	Elect Director Herman E. Bulls	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Oliver Luck are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Campus Communitie	05/24/2022	Management	3	Yes	Elect Director G. Steven Dawson	For	For	Against	Against	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Oliver Luck are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Campus Communitie	05/24/2022	Management	4	Yes	Elect Director Cydney C. Donnell	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Oliver Luck are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Campus Communitie	05/24/2022	Management	5	Yes	Elect Director Mary C. Egan	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Oliver Luck are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Campus Communitie	05/24/2022	Management	6	Yes	Elect Director Alison M. Hill	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Oliver Luck are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Campus Communitie	05/24/2022	Management	7	Yes	Elect Director Craig A. Leupold	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Oliver Luck are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Campus Communitie	05/24/2022	Management	8	Yes	Elect Director Oliver Luck	For	For	Against	Against	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Oliver Luck are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Campus Communitie	05/24/2022	Management	9	Yes	Elect Director C. Patrick Oles, Jr.	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Oliver Luck are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Campus Communitie	05/24/2022	Management	10	Yes	Elect Director John T. Rippel	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee Chair Oliver Luck are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Campus Communitie	05/24/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Campus Communitie	05/24/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
American Electric Power Comp	04/26/2022	Management	1	Yes	Elect Director Nicholas K. Akins	For	For	Against	Against	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Comp	04/26/2022	Management	2	Yes	Elect Director David J. Anderson	For	For	Against	Against	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Comp	04/26/2022	Management	3	Yes	Elect Director J. Barnie Beasley, Jr.	For	For	For	For	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Comp	04/26/2022	Management	4	Yes	Elect Director Benjamin G. S. Fowke, III	For	For	For	For	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Comp	04/26/2022	Management	5	Yes	Elect Director Art A. Garcia	For	For	For	For	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Comp	04/26/2022	Management	6	Yes	Elect Director Linda A. Goodspeed	For	For	Against	Against	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Comp	04/26/2022	Management	7	Yes	Elect Director Sandra Beach Lin	For	For	For	For	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Comp	04/26/2022	Management	8	Yes	Elect Director Margaret M. McCarthy	For	For	For	For	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Comp	04/26/2022	Management	9	Yes	Elect Director Oliver G. Richard, III	For	For	For	For	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Electric Power Comp	04/26/2022	Management	10	Yes	Elect Director Daryl Roberts	For	For	For	For	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
American Electric Power Comp	04/26/2022	Management	11	Yes	Elect Director Sara Martinez Tucker	For	For	Against	Against	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
American Electric Power Comp	04/26/2022	Management	12	Yes	Elect Director Lewis Von Thaer	For	For	For	For	Votes AGAINST director nominees Nicholas Akins and Sara Tucker are warranted given the company's failure to set adequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST Sara Tucker, David Anderson and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
American Electric Power Comp	04/26/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
American Electric Power Comp	04/26/2022	Management	14	Yes	Authorize New Class of Preferred Stock	For	For	For	For	A vote FOR this proposal is warranted, as the company has provided sufficient reasoning for the need to amend its articles of incorporation to create and authorize for issuance a new class of preferred stock. Moreover, the preferred stock will not be issued or used for any defensive or anti-takeover purposes without prior shareholder approval.	
American Electric Power Comp	04/26/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. The majority of compensation continues to be conditioned on objective performance metrics with clearly disclosed goals under both the annual and long-term incentive plans.	
American Express Company	05/03/2022	Management	1	Yes	Elect Director Thomas J. Baltimore	For	For	Against	Against	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
American Express Company	05/03/2022	Management	2	Yes	Elect Director Charlene Barshefsky	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
American Express Company	05/03/2022	Management	3	Yes	Elect Director John J. Brennan	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
American Express Company	05/03/2022	Management	4	Yes	Elect Director Peter Chernin	For	For	Against	Against	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
American Express Company	05/03/2022	Management	5	Yes	Elect Director Ralph de la Vega	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
American Express Company	05/03/2022	Management	6	Yes	Elect Director Michael O. Leavitt	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
American Express Company	05/03/2022	Management	7	Yes	Elect Director Theodore J. Leonsis	For	For	Against	Against	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
American Express Company	05/03/2022	Management	8	Yes	Elect Director Karen L. Parkhill	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
American Express Company	05/03/2022	Management	9	Yes	Elect Director Charles E. Phillips	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	

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American Express Company	05/03/2022	Management	10	Yes	Elect Director Lynn A. Pike	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/03/2022	Management	11	Yes	Elect Director Stephen J. Squeri	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/03/2022	Management	12	Yes	Elect Director Daniel L. Vasella	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/03/2022	Management	13	Yes	Elect Director Lisa W. Wardell	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/03/2022	Management	14	Yes	Elect Director Christopher D. Young	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/03/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Express Company	05/03/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided an inordinate personal use of corporate aircraft perquisite to the CEO.
American Express Company	05/03/2022	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
American Financial Group, Inc.	05/18/2022	Management	1	Yes	Elect Director Carl H. Lindner, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/18/2022	Management	2	Yes	Elect Director S. Craig Lindner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/18/2022	Management	3	Yes	Elect Director John B. Berding	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/18/2022	Management	4	Yes	Elect Director James E. Evans	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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American Financial Group, Inc.	05/18/2022	Management	5	Yes	Elect Director Terry S. Jacobs	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/18/2022	Management	6	Yes	Elect Director Gregory G. Joseph	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/18/2022	Management	7	Yes	Elect Director Mary Beth Martin	For	For	For	For	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/18/2022	Management	8	Yes	Elect Director Amy Y. Murray	For	For	For	For	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/18/2022	Management	9	Yes	Elect Director Evans N. Nwankwo	For	For	For	For	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/18/2022	Management	10	Yes	Elect Director William W. Verity	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/18/2022	Management	11	Yes	Elect Director John I. Von Lehman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/18/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Financial Group, Inc.	05/18/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. Additionally, a vote AGAINST this proposal is warranted as the company has high pay opportunities compared to industry peers, the company provided an inordinate amount of aggregate perks to the CEO, and CEO equity pay mix lacks performance-based awards.
American Homes 4 Rent	05/03/2022	Management	1	Yes	Elect Director Kenneth M. Woolley	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	2	Yes	Elect Director David P. Singelyn	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	3	Yes	Elect Director Douglas N. Benham	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	4	Yes	Elect Director Jack Corrigan	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	5	Yes	Elect Director David Goldberg	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	6	Yes	Elect Director Tamara H. Gustavson	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	7	Yes	Elect Director Matthew J. Hart	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	8	Yes	Elect Director Michelle C. Kerrick	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	9	Yes	Elect Director James H. Kropp	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	10	Yes	Elect Director Lynn C. Swann	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	11	Yes	Elect Director Winifred M. Webb	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	12	Yes	Elect Director Jay Willoughby	For	For	For	For	A vote FOR all director nominees is warranted.
American Homes 4 Rent	05/03/2022	Management	13	Yes	Elect Director Matthew R. Zaist	For	For	For	For	A vote FOR all director nominees is warranted.

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American Homes 4 Rent	05/03/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
American Homes 4 Rent	05/03/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
American International Group, Inc.	05/11/2022	Management	1	Yes	Elect Director James Cole, Jr.	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Wyllie Don Cornwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/11/2022	Management	2	Yes	Elect Director W. Don Cornwell	For	For	Against	Against	Votes AGAINST Douglas (Doug) Steenland and Wyllie Don Cornwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/11/2022	Management	3	Yes	Elect Director William G. Jurgensen	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Wyllie Don Cornwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/11/2022	Management	4	Yes	Elect Director Linda A. Mills	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Wyllie Don Cornwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/11/2022	Management	5	Yes	Elect Director Thomas F. Motamed	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Wyllie Don Cornwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/11/2022	Management	6	Yes	Elect Director Peter R. Porrino	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Wyllie Don Cornwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/11/2022	Management	7	Yes	Elect Director John G. Rice	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Wyllie Don Cornwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/11/2022	Management	8	Yes	Elect Director Douglas M. Steenland	For	For	Against	Against	Votes AGAINST Douglas (Doug) Steenland and Wyllie Don Cornwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/11/2022	Management	9	Yes	Elect Director Therese M. Vaughan	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Wyllie Don Cornwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/11/2022	Management	10	Yes	Elect Director Peter Zaffino	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland and Wyllie Don Cornwell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/11/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time. Annual incentives are primarily based on disclosed quantitative performance goals, and the company targets half of equity awards to be performance-based.
American International Group, Inc.	05/11/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American International Group, Inc.	05/11/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as lowering the ownership threshold for shareholders to call a special meeting from 25 percent to 10 percent would enhance shareholders' rights.
American Tower Corporation	05/18/2022	Management	1	Yes	Elect Director Thomas A. Bartlett	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	2	Yes	Elect Director Kelly C. Chambliss	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	3	Yes	Elect Director Teresa H. Clarke	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	4	Yes	Elect Director Raymond P. Dolan	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	5	Yes	Elect Director Kenneth R. Frank	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	6	Yes	Elect Director Robert D. Hormats	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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American Tower Corporation	05/18/2022	Management	7	Yes	Elect Director Grace D. Lieblein	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	8	Yes	Elect Director Craig Macnab	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	9	Yes	Elect Director JoAnn A. Reed	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	10	Yes	Elect Director Pamela D.A. Reeve	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	11	Yes	Elect Director David E. Sharbutt	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	12	Yes	Elect Director Bruce L. Tanner	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	13	Yes	Elect Director Samme L. Thompson	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed, David Sharbutt and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/18/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Tower Corporation	05/18/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective performance metrics and the majority of equity awards are conditioned on long-term financial performance goals.
American Water Works Compa	05/11/2022	Management	1	Yes	Elect Director Jeffrey N. Edwards	For	For	For	For	Votes AGAINST Martha Goss, Julia Johnson and George MacKenzie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Compa	05/11/2022	Management	2	Yes	Elect Director Martha Clark Goss	For	For	Against	Against	Votes AGAINST Martha Goss, Julia Johnson and George MacKenzie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Compa	05/11/2022	Management	3	Yes	Elect Director M. Susan Hardwick	For	For	For	For	Votes AGAINST Martha Goss, Julia Johnson and George MacKenzie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Compa	05/11/2022	Management	4	Yes	Elect Director Kimberly J. Harris	For	For	For	For	Votes AGAINST Martha Goss, Julia Johnson and George MacKenzie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Compa	05/11/2022	Management	5	Yes	Elect Director Julia L. Johnson	For	For	Against	Against	Votes AGAINST Martha Goss, Julia Johnson and George MacKenzie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Compa	05/11/2022	Management	6	Yes	Elect Director Patricia L. Kampling	For	For	For	For	Votes AGAINST Martha Goss, Julia Johnson and George MacKenzie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Compa	05/11/2022	Management	7	Yes	Elect Director Karl F. Kurz	For	For	For	For	Votes AGAINST Martha Goss, Julia Johnson and George MacKenzie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Compa	05/11/2022	Management	8	Yes	Elect Director George MacKenzie	For	For	Against	Against	Votes AGAINST Martha Goss, Julia Johnson and George MacKenzie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Compa	05/11/2022	Management	9	Yes	Elect Director James G. Stavridis	For	For	For	For	Votes AGAINST Martha Goss, Julia Johnson and George MacKenzie are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Compa	05/11/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
American Water Works Compa	05/11/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Water Works Compa	05/11/2022	Shareholder	12	No	Report on Medium and Long-Term Greenhouse Gas Targets Aligned with Paris Agreement - Withdrawn					This proposal has been withdrawn.
American Water Works Compa	05/11/2022	Shareholder	13	Yes	Report on Third-Party Racial Equity Audit	Against	For	For	For	A vote FOR this proposal is warranted, as an independent racial equity justice audit would help shareholders better assess the effectiveness of American Water's efforts to address racial inequity.



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Americold Realty Trust	05/17/2022	Management	1	Yes	Elect Director George F. Chappelle, Jr.	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Americold Realty Trust	05/17/2022	Management	2	Yes	Elect Director George J. Alburger, Jr.	For	For	Against	Against	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Americold Realty Trust	05/17/2022	Management	3	Yes	Elect Director Kelly H. Barrett	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Americold Realty Trust	05/17/2022	Management	4	Yes	Elect Director Robert L. Bass	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Americold Realty Trust	05/17/2022	Management	5	Yes	Elect Director Antonio F. Fernandez	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Americold Realty Trust	05/17/2022	Management	6	Yes	Elect Director Pamela K. Kohn	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Americold Realty Trust	05/17/2022	Management	7	Yes	Elect Director David J. Neithercut	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Americold Realty Trust	05/17/2022	Management	8	Yes	Elect Director Mark R. Patterson	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Americold Realty Trust	05/17/2022	Management	9	Yes	Elect Director Andrew P. Power	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Americold Realty Trust	05/17/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	
Americold Realty Trust	05/17/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Americold Realty Trust	05/17/2022	Management	12	Yes	Approve Conversion from Maryland Real Estate Investment Trust to Maryland Corporation	For	For	For	For	A vote FOR this proposal is warranted, as COLD will remain a public reporting company with generally the same corporate governance and shareholder rights will not be materially diminished.	
Americold Realty Trust	05/17/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.	
Ameriprise Financial, Inc.	04/27/2022	Management	1	Yes	Elect Director James M. Cracchiolo	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameriprise Financial, Inc.	04/27/2022	Management	2	Yes	Elect Director Dianne Neal Blixt	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameriprise Financial, Inc.	04/27/2022	Management	3	Yes	Elect Director Amy DiGeso	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameriprise Financial, Inc.	04/27/2022	Management	4	Yes	Elect Director Lon R. Greenberg	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameriprise Financial, Inc.	04/27/2022	Management	5	Yes	Elect Director Robert F. Sharpe, Jr.	For	For	Against	Against	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameriprise Financial, Inc.	04/27/2022	Management	6	Yes	Elect Director Brian T. Shea	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameriprise Financial, Inc.	04/27/2022	Management	7	Yes	Elect Director W. Edward Walter, III	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameriprise Financial, Inc.	04/27/2022	Management	8	Yes	Elect Director Christopher J. Williams	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ameriprise Financial, Inc.	04/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal aircraft perquisites to the CEO.	
Ameriprise Financial, Inc.	04/27/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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AmerisourceBergen Corporation	03/10/2022	Management	1	Yes	Elect Director Ornella Barra	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Jane Henney, Ornella Barra, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are warranted for lack of a majority independent board.Votes AGAINST Jane Henney, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
AmerisourceBergen Corporation	03/10/2022	Management	2	Yes	Elect Director Steven H. Collis	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Jane Henney, Ornella Barra, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are warranted for lack of a majority independent board.Votes AGAINST Jane Henney, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
AmerisourceBergen Corporation	03/10/2022	Management	3	Yes	Elect Director D. Mark Durcan	For	For	For	For	Votes AGAINST non-independent nominees Steven Collis, Jane Henney, Ornella Barra, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are warranted for lack of a majority independent board.Votes AGAINST Jane Henney, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
AmerisourceBergen Corporation	03/10/2022	Management	4	Yes	Elect Director Richard W. Gochnauer	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Jane Henney, Ornella Barra, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are warranted for lack of a majority independent board.Votes AGAINST Jane Henney, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
AmerisourceBergen Corporation	03/10/2022	Management	5	Yes	Elect Director Lon R. Greenberg	For	For	For	For	Votes AGAINST non-independent nominees Steven Collis, Jane Henney, Ornella Barra, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are warranted for lack of a majority independent board.Votes AGAINST Jane Henney, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
AmerisourceBergen Corporation	03/10/2022	Management	6	Yes	Elect Director Jane E. Henney	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Jane Henney, Ornella Barra, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are warranted for lack of a majority independent board.Votes AGAINST Jane Henney, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
AmerisourceBergen Corporation	03/10/2022	Management	7	Yes	Elect Director Kathleen W. Hyle	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Jane Henney, Ornella Barra, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are warranted for lack of a majority independent board.Votes AGAINST Jane Henney, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
AmerisourceBergen Corporation	03/10/2022	Management	8	Yes	Elect Director Michael J. Long	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Jane Henney, Ornella Barra, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are warranted for lack of a majority independent board.Votes AGAINST Jane Henney, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
AmerisourceBergen Corporation	03/10/2022	Management	9	Yes	Elect Director Henry W. McGee	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Jane Henney, Ornella Barra, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are warranted for lack of a majority independent board.Votes AGAINST Jane Henney, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
AmerisourceBergen Corporation	03/10/2022	Management	10	Yes	Elect Director Dennis M. Nally	For	For	For	For	Votes AGAINST non-independent nominees Steven Collis, Jane Henney, Ornella Barra, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are warranted for lack of a majority independent board.Votes AGAINST Jane Henney, Richard Gochnauer, Kathleen Hyle, Michael Long, and Henry McGee are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
AmerisourceBergen Corporation	03/10/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
AmerisourceBergen Corporation	03/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, as the compensation committee demonstrated adequate responsiveness to last year's say-on-pay vote. Following feedback that negative votes were primarily driven by concerns related to the committee's approach to the impact of an opioid litigation expense accrual recorded in 2020, the company improved disclosure surrounding the issue in this year's proxy and applied negative discretion to NEOs' 2021 annual incentive payouts. In addition, CEO pay and company performance are reasonably aligned for the year in review.	

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AmerisourceBergen Corporation	03/10/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
AmerisourceBergen Corporation	03/10/2022	Shareholder	14	Yes	Adopt a Policy That No Financial Metric Be Adjusted to Exclude Legal or Compliance Costs in Determining Executive Compensation	Against	For	For	For	A vote FOR this proposal is warranted, in light of the significant shareholder concerns recently raised regarding the company's exclusion of certain litigation-related costs from the executive compensation program, along with the magnitude of the 2020 opioid-related litigation accrual and the continued exclusion of a similar accrual from the 2021 incentive program. Given that the proposal would provide the board with flexibility to adjust the application of the policy in individual circumstances, with an explanation to shareholders, the request is not viewed as overly prescriptive.	
AmerisourceBergen Corporation	03/10/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold would make the special meeting right more easily exercisable by institutional investors, while still providing protection against abuse.	
AMETEK, Inc.	05/05/2022	Management	1	Yes	Elect Director Steven W. Kohlhausen	For	For	Against	Against	Votes AGAINST Steven Kohlhausen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
AMETEK, Inc.	05/05/2022	Management	2	Yes	Elect Director Dean Seavers	For	For	For	For	Votes AGAINST Steven Kohlhausen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
AMETEK, Inc.	05/05/2022	Management	3	Yes	Elect Director David A. Zapico	For	For	For	For	Votes AGAINST Steven Kohlhausen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
AMETEK, Inc.	05/05/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Despite some ongoing concerns regarding single trigger acceleration and the rigor of the LTI plan, a vote FOR this proposal is warranted as pay and performance are reasonably aligned.	
AMETEK, Inc.	05/05/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Amgen Inc.	05/17/2022	Management	1	Yes	Elect Director Wanda M. Austin	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	2	Yes	Elect Director Robert A. Bradway	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	3	Yes	Elect Director Brian J. Druker	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	4	Yes	Elect Director Robert A. Eckert	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	5	Yes	Elect Director Greg C. Garland	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	6	Yes	Elect Director Charles M. Holley, Jr.	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	7	Yes	Elect Director S. Omar Ishrak	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	8	Yes	Elect Director Tyler Jacks	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	9	Yes	Elect Director Ellen J. Kullman	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	10	Yes	Elect Director Amy E. Miles	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	11	Yes	Elect Director Ronald D. Sugar	For	For	Against	Against	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	12	Yes	Elect Director R. Sanders Williams	For	For	For	For	Votes AGAINST Ronald (Ron) Sugar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Amgen Inc.	05/17/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	
Amgen Inc.	05/17/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Amphenol Corporation	05/18/2022	Management	1	Yes	Elect Director Nancy A. Altobello	For	For	For	For	Votes AGAINST Stanley Clark and Edward Jepsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Amphenol Corporation	05/18/2022	Management	2	Yes	Elect Director Stanley L. Clark	For	For	Against	Against	Votes AGAINST Stanley Clark and Edward Jepsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2022	Management	3	Yes	Elect Director David P. Falck	For	For	For	For	Votes AGAINST Stanley Clark and Edward Jepsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2022	Management	4	Yes	Elect Director Edward G. Jepsen	For	For	Against	Against	Votes AGAINST Stanley Clark and Edward Jepsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2022	Management	5	Yes	Elect Director Rita S. Lane	For	For	For	For	Votes AGAINST Stanley Clark and Edward Jepsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2022	Management	6	Yes	Elect Director Robert A. Livingston	For	For	For	For	Votes AGAINST Stanley Clark and Edward Jepsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2022	Management	7	Yes	Elect Director Martin H. Loeffler	For	For	For	For	Votes AGAINST Stanley Clark and Edward Jepsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2022	Management	8	Yes	Elect Director R. Adam Norwitt	For	For	For	For	Votes AGAINST Stanley Clark and Edward Jepsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2022	Management	9	Yes	Elect Director Anne Clarke Wolff	For	For	For	For	Votes AGAINST Stanley Clark and Edward Jepsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amphenol Corporation	05/18/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While CEO pay and company performance were reasonably aligned during the year in review, concerns remain regarding the equity awards lacking any performance-conditions and the lack of disclosure of the actual achieved performance for metrics underlying the annual incentive awards.
Amphenol Corporation	05/18/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the reduction to a 10 percent threshold to call a special meeting would improve shareholder rights.
Analog Devices, Inc.	03/09/2022	Management	1	Yes	Elect Director Ray Stata	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	2	Yes	Elect Director Vincent Roche	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	3	Yes	Elect Director James A. Champy	For	For	Against	Against	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	4	Yes	Elect Director Anantha P. Chandrakasan	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	5	Yes	Elect Director Tunc Doluca	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	6	Yes	Elect Director Bruce R. Evans	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	7	Yes	Elect Director Edward H. Frank	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	8	Yes	Elect Director Laurie H. Glimcher	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	9	Yes	Elect Director Karen M. Golz	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	10	Yes	Elect Director Mercedes Johnson	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	11	Yes	Elect Director Kenton J. Sicchitano	For	For	Against	Against	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/09/2022	Management	12	Yes	Elect Director Susie Wee	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Analog Devices, Inc.	03/09/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. A large increase in CEO pay was due to a sizable special grant of performance options in FY21. While there is some concern regarding the large value of the award, it is entirely contingent on achievement of pre-set share price hurdles. The proxy also includes a robust description of the compensation committee's rationale as well as a statement that they do not intend to grant the CEO an additional special award during the performance period of this award. Additionally, although there are some goal rigor concerns, annual incentives are entirely based on pre-set financial metrics. Further, half of regular annual equity grants include performance conditions, which utilize a multi-year performance period. Although the overall pay program is sufficiently performance-based, ongoing monitoring of pay outcomes and practices are warranted.
Analog Devices, Inc.	03/09/2022	Management	14	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:* The purchase price is reasonable;* The number of shares reserved is reasonable; and* The offering period is within the limits prescribed by Section 432 of the Internal Revenue Code.
Analog Devices, Inc.	03/09/2022	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:* the auditor's tenure at the company exceeds seven years; and* the non-auditing consulting fees represent more than 25 percent of total fees paid.
Anaplan, Inc.	06/21/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given that the all-cash offer represents a 30.5 percent premium to the unaffected share price and provides liquidity and certainty of value. In addition, there is a potential downside risk of non-approval given the outperformance of PLAN shares to date relative to peers.
Anaplan, Inc.	06/21/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support.
Anaplan, Inc.	06/21/2022	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While certain equity vesting is single trigger, cash severance is double trigger and of a reasonable basis. In addition, no excise tax gross-ups are expected.
ANSYS, Inc.	05/12/2022	Management	1	Yes	Elect Director Anil Chakravarthy	For	For	For	For	A vote FOR all director nominees is warranted.
ANSYS, Inc.	05/12/2022	Management	2	Yes	Elect Director Barbara V. Scherer	For	For	For	For	A vote FOR all director nominees is warranted.
ANSYS, Inc.	05/12/2022	Management	3	Yes	Elect Director Ravi K. Vijayaraghavan	For	For	For	For	A vote FOR all director nominees is warranted.
ANSYS, Inc.	05/12/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ANSYS, Inc.	05/12/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time and the majority of CEO pay is conditioned on objective financial performance metrics. However, a concern is noted regarding the portion of regular performance-based equity awards that rely on annual performance periods.
ANSYS, Inc.	05/12/2022	Management	6	Yes	Eliminate Supermajority Vote Requirement to Remove a Director	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
ANSYS, Inc.	05/12/2022	Management	7	Yes	Eliminate Supermajority Vote Requirement to Amend or Repeal the By-Laws	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
ANSYS, Inc.	05/12/2022	Management	8	Yes	Eliminate Supermajority Vote Requirement to Amend or Repeal Certain Provisions of the Charter	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
ANSYS, Inc.	05/12/2022	Management	9	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
ANSYS, Inc.	05/12/2022	Shareholder	10	Yes	Declassify the Board of Directors	Against	For	For	For	A vote FOR this proposal is warranted because the declassification would enhance board accountability.
Antero Midstream Corporation	06/07/2022	Management	1	Yes	Elect Director Paul M. Rady	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Paul Rady and David Keyte given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee member David Keyte for failing to establish racial or ethnic diversity on the board.
Antero Midstream Corporation	06/07/2022	Management	2	Yes	Elect Director David H. Keyte	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Paul Rady and David Keyte given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee member David Keyte for failing to establish racial or ethnic diversity on the board.
Antero Midstream Corporation	06/07/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Antero Midstream Corporation	06/07/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Anthem, Inc.	05/18/2022	Management	1	Yes	Elect Director Susan D. DeVore	For	For	For	For	A vote FOR the director nominees is warranted.
Anthem, Inc.	05/18/2022	Management	2	Yes	Elect Director Bahija Jallal	For	For	For	For	A vote FOR the director nominees is warranted.
Anthem, Inc.	05/18/2022	Management	3	Yes	Elect Director Ryan M. Schneider	For	For	For	For	A vote FOR the director nominees is warranted.



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Anthem, Inc.	05/18/2022	Management	4	Yes	Elect Director Elizabeth E. Tallett	For	For	For	For	A vote FOR the director nominees is warranted.
Anthem, Inc.	05/18/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay remains conditioned on objective financial performance metrics.
Anthem, Inc.	05/18/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Anthem, Inc.	05/18/2022	Management	7	Yes	Change Company Name to Elevance Health, Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Anthem, Inc.	05/18/2022	Shareholder	8	Yes	Adopt a Policy Prohibiting Direct and Indirect Political Contributions to Candidates	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company's political contribution disclosure is adequate for shareholders to understand how the company has been involved in political campaigns and judge whether those contributions are in line with the company's values.
Anthem, Inc.	05/18/2022	Shareholder	9	Yes	Oversee and Report a Racial Equity Audit	Against	Against	For	For	A vote FOR this proposal is warranted at this time as a third-party racial equity audit would provide greater and more objective disclosure to shareholders regarding the company's products and services.
Aon plc	06/17/2022	Management	1	Yes	Elect Director Lester B. Knight	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/17/2022	Management	2	Yes	Elect Director Gregory C. Case	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/17/2022	Management	3	Yes	Elect Director Jin-Yong Cai	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/17/2022	Management	4	Yes	Elect Director Jeffrey C. Campbell	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/17/2022	Management	5	Yes	Elect Director Fulvio Conti	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/17/2022	Management	6	Yes	Elect Director Cheryl A. Francis	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/17/2022	Management	7	Yes	Elect Director J. Michael Losh	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/17/2022	Management	8	Yes	Elect Director Richard C. Notebaert	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Aon plc	06/17/2022	Management	9	Yes	Elect Director Gloria Santana	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/17/2022	Management	10	Yes	Elect Director Byron O. Spruell	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/17/2022	Management	11	Yes	Elect Director Carolyn Y. Woo	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are warranted for lack of a majority independent board Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, J. Michael Losh, Richard Notebaert, Gloria Santana and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/17/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an excessive amount of relocation benefits to the CEO. * The total amount of perquisite compensation reported for the CEO is excessive.
Aon plc	06/17/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aon plc	06/17/2022	Management	14	Yes	Ratify Ernst & Young Chartered Accountants as Statutory Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Aon plc	06/17/2022	Management	15	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
APA Corporation	05/13/2022	Management	1	Yes	Elect Director Annell R. Bay	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	2	Yes	Elect Director John J. Christmann, IV	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	3	Yes	Elect Director Juliet S. Ellis	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	4	Yes	Elect Director Charles W. Hooper	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	5	Yes	Elect Director Chansoo Joung	For	For	Against	Against	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	6	Yes	Elect Director John E. Lowe	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	7	Yes	Elect Director H. Lamar McKay	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	8	Yes	Elect Director Amy H. Nelson	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	9	Yes	Elect Director Daniel W. Rabun	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	10	Yes	Elect Director Peter A. Ragauss	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	11	Yes	Elect Director David L. Stover	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/13/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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APA Corporation	05/13/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the complexity of the annual incentive plan has been somewhat reduced, the program continues to use a large number of metrics and several metrics lack clear disclosure of pre-set performance targets and corresponding pay outcomes. Further, in the long-term program, TSR shares target effectively median performance while the other financial target is not disclosed. Although the proxy states the committee will reduce the CEO's 2022 equity awards to maintain alignment with the market, the number of shares underlying long-term incentive grants significantly increased in FY21, creating a potential windfall opportunity in the event of a stock price rebound.
Apple Inc.	03/04/2022	Management	1	Yes	Elect Director James Bell	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board.Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/04/2022	Management	2	Yes	Elect Director Tim Cook	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board.Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/04/2022	Management	3	Yes	Elect Director Al Gore	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board.Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/04/2022	Management	4	Yes	Elect Director Alex Gorsky	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board.Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/04/2022	Management	5	Yes	Elect Director Andrea Jung	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board.Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/04/2022	Management	6	Yes	Elect Director Art Levinson	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board.Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/04/2022	Management	7	Yes	Elect Director Monica Lozano	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board.Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/04/2022	Management	8	Yes	Elect Director Ron Sugar	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board.Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/04/2022	Management	9	Yes	Elect Director Sue Wagner	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board.Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/04/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Apple Inc.	03/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, due to concerns around equity award design and pay magnitude. While the CEO's FY21 equity award marks his first LTI award since his mega award 10 years ago, half of the \$75 million award is purely time-based, and the award would continue to vest in full in the event of his retirement. Further, the company does not disclose that the award is intended to cover multiple years of future awards, despite its large size, and CEO Cook received another sizable grant of equity after the end of the fiscal year. In addition, notwithstanding that Apple is the largest company in its peer group, other NEOs consistently receive equity awards with values that approach the median total CEO pay of peers, and CEO Cook's relatively high base salary contributes to significant STI payout opportunities. Moreover, the company continues to provide an inordinate amount of personal use of corporate aircraft and security perquisites to the CEO.
Apple Inc.	03/04/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
Apple Inc.	03/04/2022	Shareholder	13	Yes	Amend Articles of Incorporation to become a Social Purpose Corporation	Against	Against	For	For	A vote FOR this proposal is warranted as it would further strengthen the company's commitment to its environmental and social goals, and help ensure that the company will endeavor to benefit all stakeholders, including customers, employees, suppliers, communities, and shareholders.
Apple Inc.	03/04/2022	Shareholder	14	Yes	Approve Revision of Transparency Reports	Against	For	For	For	A vote FOR this proposal is warranted, as additional information regarding the company's policies and processes regarding freedom of expression and access to information would help shareholders gauge the company's management of related reputational risk.
Apple Inc.	03/04/2022	Shareholder	15	Yes	Report on Forced Labor	Against	For	For	For	A vote FOR this proposal is warranted, as increased transparency on Apple's supply chain policies and processes could help alleviate growing risks related to manufacturing in certain regions.
Apple Inc.	03/04/2022	Shareholder	16	Yes	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from the median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
Apple Inc.	03/04/2022	Shareholder	17	Yes	Report on Civil Rights Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent civil rights audit would help shareholders better assess the effectiveness of Apple's efforts to address the issue of any inequality in its workforce and its management of related risks.
Apple Inc.	03/04/2022	Shareholder	18	Yes	Report on Concealment Clauses	Against	For	For	For	A vote FOR this proposal is warranted because more information on the impact that the company's standard arbitration provision has on Apple's employees may bring information to light that could result in improved recruitment, development and retention and could help the company prepare for pending federal legislation on the matter.
Applied Materials, Inc.	03/10/2022	Management	1	Yes	Elect Director Rani Borkar	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/10/2022	Management	2	Yes	Elect Director Judy Bruner	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/10/2022	Management	3	Yes	Elect Director Xun (Eric) Chen	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/10/2022	Management	4	Yes	Elect Director Aart J. de Geus	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/10/2022	Management	5	Yes	Elect Director Gary E. Dickerson	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/10/2022	Management	6	Yes	Elect Director Thomas J. Iannotti	For	For	Against	Against	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/10/2022	Management	7	Yes	Elect Director Alexander A. Karsner	For	For	Against	Against	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/10/2022	Management	8	Yes	Elect Director Adrianna C. Ma	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/10/2022	Management	9	Yes	Elect Director Yvonne McGill	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/10/2022	Management	10	Yes	Elect Director Scott A. McGregor	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/10/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive security-related perquisite to the CEO.
Applied Materials, Inc.	03/10/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Applied Materials, Inc.	03/10/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.
Applied Materials, Inc.	03/10/2022	Shareholder	14	Yes	Improve Executive Compensation Program and Policy	Against	Against	For	For	A vote FOR this resolution is warranted. Inclusion of CEO pay ratio as a guiding factor for the improvement of executive compensation could allow for more informed and contextual assessments by investors as to whether the company's executive compensation practices are reasonable and fair and aligned with shareholders' long-term interests.
AptarGroup, Inc.	05/04/2022	Management	1	Yes	Elect Director Giovanna Kampouri Monnas	For	For	Against	Against	Votes AGAINST Giovanna Kampouri Monnas are also warranted for serving as a non-independent member of a key board committee. A vote FOR Isabel Marey-Semper is warranted.
AptarGroup, Inc.	05/04/2022	Management	2	Yes	Elect Director Isabel Marey-Semper	For	For	For	For	Votes AGAINST Giovanna Kampouri Monnas are also warranted for serving as a non-independent member of a key board committee. A vote FOR Isabel Marey-Semper is warranted.
AptarGroup, Inc.	05/04/2022	Management	3	Yes	Elect Director Stephan B. Tanda	For	For	For	For	Votes AGAINST Giovanna Kampouri Monnas are also warranted for serving as a non-independent member of a key board committee. A vote FOR Isabel Marey-Semper is warranted.
AptarGroup, Inc.	05/04/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
AptarGroup, Inc.	05/04/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aptiv Plc	04/27/2022	Management	1	Yes	Elect Director Kevin P. Clark	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aptiv Plc	04/27/2022	Management	2	Yes	Elect Director Richard L. Clemmer	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aptiv Plc	04/27/2022	Management	3	Yes	Elect Director Nancy E. Cooper	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aptiv Plc	04/27/2022	Management	4	Yes	Elect Director Joseph L. Hooley	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aptiv Plc	04/27/2022	Management	5	Yes	Elect Director Merit E. Janow	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aptiv Plc	04/27/2022	Management	6	Yes	Elect Director Sean O. Mahoney	For	For	Against	Against	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aptiv Plc	04/27/2022	Management	7	Yes	Elect Director Paul M. Meister	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aptiv Plc	04/27/2022	Management	8	Yes	Elect Director Robert K. Ortberg	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aptiv Plc	04/27/2022	Management	9	Yes	Elect Director Colin J. Parris	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aptiv Plc	04/27/2022	Management	10	Yes	Elect Director Ana G. Pinczuk	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aptiv Plc	04/27/2022	Management	11	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aptiv Plc	04/27/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time and the committee demonstrated adequate responsiveness to last year's low say-on-pay vote result.
Aramark	02/01/2022	Management	1	Yes	Elect Director Susan M. Cameron	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	2	Yes	Elect Director Greg Creed	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	3	Yes	Elect Director Richard W. Dreiling	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	4	Yes	Elect Director Daniel J. Heinrich	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	5	Yes	Elect Director Bridgette P. Heller	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	6	Yes	Elect Director Paul C. Hilal	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	7	Yes	Elect Director Kenneth M. Keverian	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	8	Yes	Elect Director Karen M. King	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	9	Yes	Elect Director Patricia E. Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	10	Yes	Elect Director Stephen I. Sadove	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	11	Yes	Elect Director Arthur B. Winkleblack	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	12	Yes	Elect Director AJohn J. Zillmer	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/01/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.



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Aramark	02/01/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution, as the committee demonstrated adequate responsiveness to shareholder concerns following last year's low say-on-pay vote result. Shareholders' primary concern related to the use of special awards and adjustments to in-flight awards to moderate the impact of the pandemic on performance-based components of pay. In response, the committee states its acknowledgement that adjusting in-flight awards or making special awards are tools to only be used in extraordinary circumstances. However, it remains unclear from this disclosure what may be considered as an exceptional circumstance, such as whether the COVID-19 pandemic will be assessed as an ongoing exceptional circumstance, or how frequently the committee would consider making one-time awards. Continued close monitoring of award practices is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	1	Yes	Elect Director John L Bunce, Jr.	For	For	Against	Against	Votes AGAINST John (Jack) Bunce Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	2	Yes	Elect Director Marc Grandisson	For	For	For	For	Votes AGAINST John (Jack) Bunce Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	3	Yes	Elect Director Moira Kilcoyne	For	For	For	For	Votes AGAINST John (Jack) Bunce Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	4	Yes	Elect Director Eugene S. Sunshine	For	For	For	For	Votes AGAINST John (Jack) Bunce Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The company exhibited strong performance, leading to a maximum payout under the short-term incentive plan and the long-term incentive plan utilizes performance-based awards with reasonable metrics.
Arch Capital Group Ltd.	05/04/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Arch Capital Group Ltd.	05/04/2022	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arch Capital Group Ltd.	05/04/2022	Management	8	Yes	Elect Director Robert Appleby as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	9	Yes	Elect Director Matthew Dragonetti as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	10	Yes	Elect Director Seamus Fearon as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	11	Yes	Elect Director H. Beau Franklin as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	12	Yes	Elect Director Jerome Halgan as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	13	Yes	Elect Director James Haney as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	14	Yes	Elect Director Chris Hovey as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	15	Yes	Elect Director W. Preston Hutchings as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	16	Yes	Elect Director Pierre Jal as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	17	Yes	Elect Director Francois Morin as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	18	Yes	Elect Director David J. Mulholland as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	19	Yes	Elect Director Chiara Nannini as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	20	Yes	Elect Director Maamoun Rajeh as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2022	Management	21	Yes	Elect Director Christine Todd as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Archer-Daniels-Midland Compa	05/05/2022	Management	1	Yes	Elect Director Michael S. Burke	For	For	For	For	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Archer-Daniels-Midland Compa	05/05/2022	Management	2	Yes	Elect Director Theodore Colbert	For	For	For	For	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Archer-Daniels-Midland Compa	05/05/2022	Management	3	Yes	Elect Director Terrell K. Crews	For	For	Against	Against	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Archer-Daniels-Midland Compa	05/05/2022	Management	4	Yes	Elect Director Donald E. Felsing	For	For	Against	Against	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Archer-Daniels-Midland Compa	05/05/2022	Management	5	Yes	Elect Director Suzan F. Harrison	For	For	For	For	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Archer-Daniels-Midland Compa	05/05/2022	Management	6	Yes	Elect Director Juan R. Luciano	For	For	Against	Against	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Archer-Daniels-Midland Compa	05/05/2022	Management	7	Yes	Elect Director Patrick J. Moore	For	For	Against	Against	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Archer-Daniels-Midland Compa	05/05/2022	Management	8	Yes	Elect Director Francisco J. Sanchez	For	For	For	For	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Archer-Daniels-Midland Compa	05/05/2022	Management	9	Yes	Elect Director Debra A. Sandler	For	For	For	For	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Archer-Daniels-Midland Compa	05/05/2022	Management	10	Yes	Elect Director Lei Z. Schlitz	For	For	For	For	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Archer-Daniels-Midland Compa	05/05/2022	Management	11	Yes	Elect Director Kelvin R. Westbrook	For	For	Against	Against	Votes AGAINST Chair and CEO Juan Luciano and Lead Director Donald Felsing are warranted as a signal to the board that stronger independent oversight and board management of climate and deforestation risks at the company are necessary. Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Archer-Daniels-Midland Compa	05/05/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Archer-Daniels-Midland Compa	05/05/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. The majority of CEO pay remains conditioned on objective financial performance, and half of equity awards are based on a multi-year performance period.
Archer-Daniels-Midland Compa	05/05/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the one-year holding period requirement is not especially problematic, is consistent with SEC requirements for filing shareholder proposals, and provides a reasonable safeguard against abuse of the right.
Archer-Daniels-Midland Compa	05/05/2022	Shareholder	15	Yes	Report on Pesticide Use in the Company's Supply Chain	Against	For	For	For	A vote FOR this proposal is warranted, as increased disclosure about steps the company is taking to reduce its synthetic pesticide use would allow investors to better understand how the company is managing related risks.
Ares Management Corporation	06/09/2022	Management	1	Yes	Elect Director Michael J Arougheti	For	Against	Against	Against	Votes AGAINST non-independent nominees Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan and Bennett Rosenthal are warranted for lack of a majority independent board. Votes AGAINST Antony Ressler and Michael Arougheti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Lynton are warranted for serving as a director on more than four public company boards. Votes AGAINST Antoinette Bush are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted
Ares Management Corporation	06/09/2022	Management	2	Yes	Elect Director Antoinette Bush	For	Against	Against	Against	Votes AGAINST non-independent nominees Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan and Bennett Rosenthal are warranted for lack of a majority independent board. Votes AGAINST Antony Ressler and Michael Arougheti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Lynton are warranted for serving as a director on more than four public company boards. Votes AGAINST Antoinette Bush are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted
Ares Management Corporation	06/09/2022	Management	3	Yes	Elect Director Paul G. Joubert	For	For	For	For	Votes AGAINST non-independent nominees Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan and Bennett Rosenthal are warranted for lack of a majority independent board. Votes AGAINST Antony Ressler and Michael Arougheti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Lynton are warranted for serving as a director on more than four public company boards. Votes AGAINST Antoinette Bush are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted
Ares Management Corporation	06/09/2022	Management	4	Yes	Elect Director R. Kipp deVeer	For	Against	Against	Against	Votes AGAINST non-independent nominees Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan and Bennett Rosenthal are warranted for lack of a majority independent board. Votes AGAINST Antony Ressler and Michael Arougheti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Lynton are warranted for serving as a director on more than four public company boards. Votes AGAINST Antoinette Bush are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted
Ares Management Corporation	06/09/2022	Management	5	Yes	Elect Director David B. Kaplan	For	Against	Against	Against	Votes AGAINST non-independent nominees Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan and Bennett Rosenthal are warranted for lack of a majority independent board. Votes AGAINST Antony Ressler and Michael Arougheti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Lynton are warranted for serving as a director on more than four public company boards. Votes AGAINST Antoinette Bush are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted

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Ares Management Corporation	06/09/2022	Management	6	Yes	Elect Director Michael Lynton	For	For	Against	Against	Votes AGAINST non-independent nominees Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan and Bennett Rosenthal are warranted for lack of a majority independent board. Votes AGAINST Antony Ressler and Michael Arougheti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Lynton are warranted for serving as a director on more than four public company boards. Votes AGAINST Antoinette Bush are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted
Ares Management Corporation	06/09/2022	Management	7	Yes	Elect Director Judy D. Olian	For	For	For	For	Votes AGAINST non-independent nominees Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan and Bennett Rosenthal are warranted for lack of a majority independent board. Votes AGAINST Antony Ressler and Michael Arougheti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Lynton are warranted for serving as a director on more than four public company boards. Votes AGAINST Antoinette Bush are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted
Ares Management Corporation	06/09/2022	Management	8	Yes	Elect Director Antony P. Ressler	For	Against	Against	Against	Votes AGAINST non-independent nominees Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan and Bennett Rosenthal are warranted for lack of a majority independent board. Votes AGAINST Antony Ressler and Michael Arougheti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Lynton are warranted for serving as a director on more than four public company boards. Votes AGAINST Antoinette Bush are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted
Ares Management Corporation	06/09/2022	Management	9	Yes	Elect Director Bennett Rosenthal	For	Against	Against	Against	Votes AGAINST non-independent nominees Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan and Bennett Rosenthal are warranted for lack of a majority independent board. Votes AGAINST Antony Ressler and Michael Arougheti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Lynton are warranted for serving as a director on more than four public company boards. Votes AGAINST Antoinette Bush are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted
Ares Management Corporation	06/09/2022	Management	10	Yes	Elect Director Eileen Naughton	For	For	For	For	Votes AGAINST non-independent nominees Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan and Bennett Rosenthal are warranted for lack of a majority independent board. Votes AGAINST Antony Ressler and Michael Arougheti are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Lynton are warranted for serving as a director on more than four public company boards. Votes AGAINST Antoinette Bush are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted
Ares Management Corporation	06/09/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ares Management Corporation	06/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Equity awards granted to the CEO in FY21 were predominantly performance-based, as the proxy indicates the CEO received the entirety of a multi-year PSU award and only the first of four tranches of guaranteed time-vesting RSU grants. The magnitude of reported CEO pay may raise some concern for certain investors, as the CEO's reported pay exceeds the annual CEO compensation at some of the largest financial institutions in the world. In addition, the company does not disclose a meaningful cap on executives' carried interest and incentive fee payments, which increased significantly, year-over-year, nor does the proxy disclose exactly how such payments are calculated, which makes it difficult for investors to assess the pay-for-performance linkage.
Arista Networks, Inc.	05/31/2022	Management	1	Yes	Elect Director Charles Giancarlo	For	Withhold	Withhold	Withhold	WITHHOLD votes for Charles Giancarlo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Daniel (Dan) Scheinman and Charles Giancarlo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.

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										Voting Policy Rationale	
Arista Networks, Inc.	05/31/2022	Management	2	Yes	Elect Director Daniel Scheinman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Charles Giancarlo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent director nominees Daniel (Dan) Scheinman and Charles Giancarlo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.	
Arista Networks, Inc.	05/31/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives appear to be primarily linked to pre-set financial metrics and long-term incentives are entirely performance-based for the CEO. However, some concerns remain regarding the level of disclosure of weightings and targets under the annual incentive plan, as well as the use of duplicative metrics, targets and one-year performance periods under the long-term incentive plan.	
Arista Networks, Inc.	05/31/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Arista Networks, Inc.	05/31/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Armstrong World Industries, Inc	06/16/2022	Management	1	Yes	Elect Director Victor D. Grizzle	For	For	For	For	Votes FOR the nominees are warranted.	
Armstrong World Industries, Inc	06/16/2022	Management	2	Yes	Elect Director Richard D. Holder	For	For	For	For	Votes FOR the nominees are warranted.	
Armstrong World Industries, Inc	06/16/2022	Management	3	Yes	Elect Director Barbara L. Loughran	For	For	For	For	Votes FOR the nominees are warranted.	
Armstrong World Industries, Inc	06/16/2022	Management	4	Yes	Elect Director Larry S. McWilliams	For	For	For	For	Votes FOR the nominees are warranted.	
Armstrong World Industries, Inc	06/16/2022	Management	5	Yes	Elect Director James C. Melville	For	For	For	For	Votes FOR the nominees are warranted.	
Armstrong World Industries, Inc	06/16/2022	Management	6	Yes	Elect Director Wayne R. Shurts	For	For	For	For	Votes FOR the nominees are warranted.	
Armstrong World Industries, Inc	06/16/2022	Management	7	Yes	Elect Director Roy W. Templin	For	For	For	For	Votes FOR the nominees are warranted.	
Armstrong World Industries, Inc	06/16/2022	Management	8	Yes	Elect Director Cherryl T. Thomas	For	For	For	For	Votes FOR the nominees are warranted.	
Armstrong World Industries, Inc	06/16/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Armstrong World Industries, Inc	06/16/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Armstrong World Industries, Inc	06/16/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Arrow Electronics, Inc.	05/11/2022	Management	1	Yes	Elect Director Barry W. Perry	For	For	Withhold	Withhold	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	2	Yes	Elect Director William F. Austen	For	For	For	For	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	3	Yes	Elect Director Fabian T. Garcia	For	For	For	For	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	4	Yes	Elect Director Steven H. Gunby	For	For	For	For	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	5	Yes	Elect Director Gail E. Hamilton	For	For	Withhold	Withhold	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	6	Yes	Elect Director Andrew C. Kerin	For	For	Withhold	Withhold	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	7	Yes	Elect Director Laurel J. Krzeminski	For	For	For	For	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	8	Yes	Elect Director Michael J. Long	For	For	For	For	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	9	Yes	Elect Director Carol P. Lowe	For	For	For	For	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	10	Yes	Elect Director Stephen C. Patrick	For	For	Withhold	Withhold	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	11	Yes	Elect Director Gerry P. Smith	For	For	For	For	WITHHOLD votes for Barry Perry, Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Arrow Electronics, Inc.	05/11/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Arrow Electronics, Inc.	05/11/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	



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Arthur J. Gallagher & Co.	05/10/2022	Management	1	Yes	Elect Director Sherry S. Barrat	For	For	For	For	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, D. John Coldman, Kay McCurdy and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax, Kay McCurdy and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/10/2022	Management	2	Yes	Elect Director William L. Bax	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, D. John Coldman, Kay McCurdy and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax, Kay McCurdy and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/10/2022	Management	3	Yes	Elect Director Teresa H. Clarke	For	For	For	For	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, D. John Coldman, Kay McCurdy and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax, Kay McCurdy and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/10/2022	Management	4	Yes	Elect Director D. John Coldman	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, D. John Coldman, Kay McCurdy and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax, Kay McCurdy and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/10/2022	Management	5	Yes	Elect Director J. Patrick Gallagher, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, D. John Coldman, Kay McCurdy and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax, Kay McCurdy and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/10/2022	Management	6	Yes	Elect Director David S. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, D. John Coldman, Kay McCurdy and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax, Kay McCurdy and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/10/2022	Management	7	Yes	Elect Director Kay W. McCurdy	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, D. John Coldman, Kay McCurdy and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax, Kay McCurdy and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/10/2022	Management	8	Yes	Elect Director Christopher C. Miskel	For	For	For	For	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, D. John Coldman, Kay McCurdy and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax, Kay McCurdy and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/10/2022	Management	9	Yes	Elect Director Ralph J. Nicoletti	For	For	For	For	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, D. John Coldman, Kay McCurdy and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax, Kay McCurdy and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/10/2022	Management	10	Yes	Elect Director Norman L. Rosenthal	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, D. John Coldman, Kay McCurdy and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax, Kay McCurdy and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/10/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 10.78 percent is reasonable.
Arthur J. Gallagher & Co.	05/10/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arthur J. Gallagher & Co.	05/10/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are structural concerns about the STI design. However, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Ashland Global Holdings Inc.	01/25/2022	Management	1	Yes	Elect Director Brendan M. Cummins	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	2	Yes	Elect Director William G. Dempsey	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	3	Yes	Elect Director Jay V. Ihlenfeld	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	4	Yes	Elect Director Wetteny Joseph	For	For	For	For	A vote FOR the director nominees is warranted.

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Ashland Global Holdings Inc.	01/25/2022	Management	5	Yes	Elect Director Susan L. Main	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	6	Yes	Elect Director Guillermo Novo	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	7	Yes	Elect Director Jerome A. Peribere	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	8	Yes	Elect Director Ricky C. Sandler	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	9	Yes	Elect Director Janice J. Teal	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Global Holdings Inc.	01/25/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ashland Global Holdings Inc.	01/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Aspen Technology, Inc.	05/16/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the reasonably thorough review of alternatives, strategic merits of the transaction, and balanced forms of consideration. In addition, there is some downside risk of non-approval given the outperformance of Aspen shares relative to peers.
Aspen Technology, Inc.	05/16/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Cash severance is double trigger and of a reasonable basis with no excise tax gross-ups payable. In addition, outstanding equity held by executives will only vest upon a qualifying
Aspen Technology, Inc.	05/16/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Assurant, Inc.	05/12/2022	Management	1	Yes	Elect Director Elaine D. Rosen	For	For	For	For	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	2	Yes	Elect Director Paget L. Alves	For	For	For	For	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	3	Yes	Elect Director J. Braxton Carter	For	For	For	For	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	4	Yes	Elect Director Juan N. Cento	For	For	Against	Against	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	5	Yes	Elect Director Keith W. Demmings	For	For	For	For	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	6	Yes	Elect Director Harriet Edelman	For	For	For	For	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	7	Yes	Elect Director Lawrence V. Jackson	For	For	Against	Against	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	8	Yes	Elect Director Jean-Paul L. Montupet	For	For	For	For	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	9	Yes	Elect Director Debra J. Perry	For	For	For	For	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	10	Yes	Elect Director Ognjen (Ogi) Redzic	For	For	For	For	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	11	Yes	Elect Director Paul J. Reilly	For	For	For	For	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	12	Yes	Elect Director Robert W. Stein	For	For	For	For	Votes AGAINST Juan Cento and Lawrence Jackson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/12/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assurant, Inc.	05/12/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.
Assured Guaranty Ltd.	05/04/2022	Management	1	Yes	Elect Director Francisco L. Borges	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	2	Yes	Elect Director G. Lawrence Buhl	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	3	Yes	Elect Director Dominic J. Frederico	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	4	Yes	Elect Director Bonnie L. Howard	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Assured Guaranty Ltd.	05/04/2022	Management	5	Yes	Elect Director Thomas W. Jones	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	6	Yes	Elect Director Patrick W. Kenny	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	7	Yes	Elect Director Alan J. Kreczko	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	8	Yes	Elect Director Simon W. Leathes	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	9	Yes	Elect Director Michelle McCloskey	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	10	Yes	Elect Director Yukiko Omura	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	11	Yes	Elect Director Lorin P.T. Radtke	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	12	Yes	Elect Director Courtney C. Shea	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl, and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The magnitude of CEO pay warrants continued close monitoring, although some mitigating weight is placed on the company's difficulty in selecting comparable peers. While investors would benefit from disclosure of STI threshold and maximum goals, the annual program is predominantly based on objective goals that appear reasonably rigorous. Further, the majority of LTI awards are earned based on clearly disclosed multi-year goals, with a relative TSR metric that targets outperformance and a cap on vesting in the event absolute TSR is negative.
Assured Guaranty Ltd.	05/04/2022	Management	14	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assured Guaranty Ltd.	05/04/2022	Management	15	Yes	Elect Howard W. Albert as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	16	Yes	Elect Robert A. Bailenson as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	17	Yes	Elect Gary Burnet as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	18	Yes	Elect Ling Chow as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	19	Yes	Elect Stephen Donnarumma as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	20	Yes	Elect Dominic J. Frederico as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	21	Yes	Elect Darrin Futter as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	22	Yes	Elect Jorge Gana as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	23	Yes	Elect Holly L. Horn as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	24	Yes	Elect Walter A. Scott as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees is warranted.
Assured Guaranty Ltd.	05/04/2022	Management	25	Yes	Ratify PricewaterhouseCoopers LLP as Auditor of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR this proposal to ratify the subsidiary's auditor is warranted.
AT&T Inc.	05/19/2022	Management	1	No	Elect Director Samuel A. Di Piazza, Jr. *Withdrawn Resolution*					A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	2	Yes	Elect Director Scott T. Ford	For	For	For	For	A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	3	Yes	Elect Director Glenn H. Hutchins	For	For	For	For	A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.

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AT&T Inc.	05/19/2022	Management	4	Yes	Elect Director William E. Kennard	For	For	For	For	A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	5	No	Elect Director Debra L. Lee *Withdrawn Resolution*					A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	6	Yes	Elect Director Stephen J. Luczo	For	For	For	For	A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	7	Yes	Elect Director Michael B. McCallister	For	For	For	For	A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	8	Yes	Elect Director Beth E. Mooney	For	For	For	For	A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	9	Yes	Elect Director Matthew K. Rose	For	For	Against	Against	A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	10	Yes	Elect Director John T. Stankey	For	For	For	For	A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	11	Yes	Elect Director Cynthia B. Taylor	For	For	For	For	A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	12	Yes	Elect Director Luis A. Ubinas	For	For	For	For	A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	13	No	Elect Director Geoffrey Y. Yang *Withdrawn Resolution*					A vote AGAINST Matthew (Matt) Rose is warranted for serving as a non-independent member of a key board committee. The nomination of directors Samuel A. Di Piazza, Jr., Debra L. Lee and Geoffrey Y. Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/19/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AT&T Inc.	05/19/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Following a failed say-on-pay vote result, the compensation committee disclosed engagement efforts with shareholders as well as the feedback received in these engagements. The proxy also notes commitments and pay program changes that were made in response to these shareholder concerns. However, concerns persist with respect to life insurance-related perquisites, which remain exceedingly high. As such, a vote AGAINST this proposal is warranted.
AT&T Inc.	05/19/2022	Shareholder	16	Yes	Consider Pay Disparity Between Executives and Other Employees	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: * Consideration of pay grades and/or salary ranges of all classification of company employees when setting target amounts for executive compensation would serve to further eliminate excessive pay disparities. * Excessive pay disparities between senior executives and rank-and-file employees could pose risks to long-term shareholder value, and impact employee morale as well as a company's standing in the communities in which it operates.
AT&T Inc.	05/19/2022	Shareholder	17	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.

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AT&T Inc.	05/19/2022	Shareholder	18	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
AT&T Inc.	05/19/2022	Shareholder	19	Yes	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company has enhanced reporting around its diversity and inclusion initiatives, EEO-1 reporting, and relevant disclosures that allow shareholders to track the company s progress and policies on civil rights.
Atmos Energy Corporation	02/09/2022	Management	1	Yes	Elect Director J. Kevin Akers	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/09/2022	Management	2	Yes	Elect Director Kim R. Cocklin	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/09/2022	Management	3	Yes	Elect Director Kelly H. Compton	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/09/2022	Management	4	Yes	Elect Director Sean Donohue	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/09/2022	Management	5	Yes	Elect Director Rafael G. Garza	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/09/2022	Management	6	Yes	Elect Director Richard K. Gordon	For	For	Against	Against	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/09/2022	Management	7	Yes	Elect Director Nancy K. Quinn	For	For	Against	Against	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/09/2022	Management	8	Yes	Elect Director Richard A. Sampson	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/09/2022	Management	9	Yes	Elect Director Diana J. Walters	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/09/2022	Management	10	Yes	Elect Director Frank Yoho	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/09/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atmos Energy Corporation	02/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Furthermore, granted equity is half performance-based and the annual incentive is based entirely on an objective
Atmos Energy Corporation	02/09/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Autodesk, Inc.	06/16/2022	Management	1	Yes	Elect Director Andrew Anagnost	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee.
Autodesk, Inc.	06/16/2022	Management	2	Yes	Elect Director Karen Blasing	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee.
Autodesk, Inc.	06/16/2022	Management	3	Yes	Elect Director Reid French	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee.
Autodesk, Inc.	06/16/2022	Management	4	Yes	Elect Director Ayanna Howard	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee.
Autodesk, Inc.	06/16/2022	Management	5	Yes	Elect Director Blake Irving	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee.
Autodesk, Inc.	06/16/2022	Management	6	Yes	Elect Director Mary T. McDowell	For	For	Against	Against	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee.
Autodesk, Inc.	06/16/2022	Management	7	Yes	Elect Director Stephen Milligan	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee.
Autodesk, Inc.	06/16/2022	Management	8	Yes	Elect Director Lorrie M. Norrington	For	For	Against	Against	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee.
										A vote FOR the remaining director nominees is warranted.



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Autodesk, Inc.	06/16/2022	Management	9	Yes	Elect Director Betsy Rafael	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/16/2022	Management	10	Yes	Elect Director Stacy J. Smith	For	For	Against	Against	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/16/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Autodesk, Inc.	06/16/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are entirely based on financial metrics. A majority of long-term equity awards are performance-based and measured over multi-year periods.
Autodesk, Inc.	06/16/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because no issues concerning the features of the plan were identified.
AutoNation, Inc.	04/20/2022	Management	1	Yes	Elect Director Rick L. Burdick	For	For	Against	Against	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	2	Yes	Elect Director David B. Edelson	For	For	Against	Against	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	3	Yes	Elect Director Steven L. Gerard	For	For	For	For	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	4	Yes	Elect Director Robert R. Grusky	For	For	Against	Against	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	5	Yes	Elect Director Norman K. Jenkins	For	For	For	For	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	6	Yes	Elect Director Lisa Lutoff-Perlo	For	For	For	For	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	7	Yes	Elect Director Michael Manley	For	For	For	For	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	8	Yes	Elect Director G. Mike Mikan	For	For	Against	Against	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	9	Yes	Elect Director Jacqueline A. Travisano	For	For	For	For	Votes AGAINST Rick Burdick, David Edelson and Robert Grusky are warranted for serving as non-independent members of a key board committee. Votes AGAINST G. Mike Mikan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/20/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoNation, Inc.	04/20/2022	Shareholder	11	Yes	Provide Right to Call Special Meetings	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Since the company has already adopted a special meeting right for shareholders with the same ownership threshold requested by the proponent, the proposal appears to be
AvalonBay Communities, Inc.	05/19/2022	Management	1	Yes	Elect Director Glyn F. Aeppel	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.

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AvalonBay Communities, Inc.	05/19/2022	Management	2	Yes	Elect Director Terry S. Brown	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	3	Yes	Elect Director Alan B. Buckelew	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	4	Yes	Elect Director Ronald L. Havner, Jr.	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	5	Yes	Elect Director Stephen P. Hills	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	6	Yes	Elect Director Christopher B. Howard	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	7	Yes	Elect Director Richard J. Lieb	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	8	Yes	Elect Director Nnenna Lynch	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	9	Yes	Elect Director Timothy J. Naughton	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	10	Yes	Elect Director Benjamin W. Schall	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	11	Yes	Elect Director Susan Swanezy	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	12	Yes	Elect Director W. Edward Walter	For	For	Against	Against	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Timothy Naughton are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/19/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on clearly disclosed performance objectives and the company's regular equity awards granted under its long-term incentive plan are entirely performance conditioned. Nevertheless, shareholders should continue to monitor the company's use of one-time awards and other compensation decisions made during the leadership transition.
AvalonBay Communities, Inc.	05/19/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avantor, Inc.	05/12/2022	Management	1	Yes	Elect Director Juan Andres	For	For	For	For	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avantor, Inc.	05/12/2022	Management	2	Yes	Elect Director John Carethers	For	For	For	For	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avantor, Inc.	05/12/2022	Management	3	Yes	Elect Director Matthew Holt	For	For	Against	Against	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avantor, Inc.	05/12/2022	Management	4	Yes	Elect Director Lan Kang	For	For	For	For	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avantor, Inc.	05/12/2022	Management	5	Yes	Elect Director Joseph Massaro	For	For	For	For	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avantor, Inc.	05/12/2022	Management	6	Yes	Elect Director Mala Murthy	For	For	For	For	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Avantor, Inc.	05/12/2022	Management	7	Yes	Elect Director Jonathan Peacock	For	For	For	For	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avantor, Inc.	05/12/2022	Management	8	Yes	Elect Director Michael Severino	For	For	For	For	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avantor, Inc.	05/12/2022	Management	9	Yes	Elect Director Christi Shaw	For	For	For	For	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avantor, Inc.	05/12/2022	Management	10	Yes	Elect Director Michael Stubblefield	For	For	For	For	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avantor, Inc.	05/12/2022	Management	11	Yes	Elect Director Gregory Summe	For	For	For	For	Votes AGAINST Matthew Holt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avantor, Inc.	05/12/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avantor, Inc.	05/12/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Avery Dennison Corporation	04/28/2022	Management	1	Yes	Elect Director Bradley A. Alford	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/28/2022	Management	2	Yes	Elect Director Anthony K. Anderson	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/28/2022	Management	3	Yes	Elect Director Mitchell R. Butier	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/28/2022	Management	4	Yes	Elect Director Ken C. Hicks	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/28/2022	Management	5	Yes	Elect Director Andres A. Lopez	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/28/2022	Management	6	Yes	Elect Director Patrick T. Siewert	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/28/2022	Management	7	Yes	Elect Director Julia A. Stewart	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/28/2022	Management	8	Yes	Elect Director Martha N. Sullivan	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/28/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.
Avery Dennison Corporation	04/28/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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						Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale
Axalta Coating Systems Ltd.	06/08/2022	Management	1	Yes	Elect Director Robert W. Bryant	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	2	Yes	Elect Director Steven M. Chapman	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	3	Yes	Elect Director William M. Cook	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	4	Yes	Elect Director Tyrone M. Jordan	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	5	Yes	Elect Director Deborah J. Kissire	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	6	Yes	Elect Director Elizabeth C. Lempres	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	7	Yes	Elect Director Robert M. McLaughlin	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	8	Yes	Elect Director Rakesh Sachdev	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	9	Yes	Elect Director Samuel L. Smolik	For	For	For	For	A vote FOR all director nominees is warranted.
Axalta Coating Systems Ltd.	06/08/2022	Management	10	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years and the non-auditing consulting fees represent more than 25 percent of total fees paid.
Axalta Coating Systems Ltd.	06/08/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Axis Capital Holdings Limited	05/05/2022	Management	1	Yes	Elect Director Albert A. Benchimol	For	For	For	For	Votes AGAINST Henry Smith are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Axis Capital Holdings Limited	05/05/2022	Management	2	Yes	Elect Director Anne Melissa Dowling	For	For	For	For	Votes AGAINST Henry Smith are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Axis Capital Holdings Limited	05/05/2022	Management	3	Yes	Elect Director Henry B. Smith	For	For	Against	Against	Votes AGAINST Henry Smith are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Axis Capital Holdings Limited	05/05/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received an excessive housing-related perquisite and related gross ups.
Axis Capital Holdings Limited	05/05/2022	Management	5	Yes	Approve Deloitte Ltd., Hamilton, Bermuda as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal is warranted given the auditor does not raise any exceptional issues, as the auditor is independent, non-audit fees are reasonable relative to total fees, and there is no reason to believe the auditor has rendered an inaccurate opinion or engaged in poor accounting practices.
Axon Enterprise, Inc.	05/20/2022	Management	1	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Axon Enterprise, Inc.	05/20/2022	Management	2	Yes	Elect Director Adriane Brown	For	For	For	For	Votes AGAINST non-independent nominees Michael Garnreiter and Hadi Partovi are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Adriane Brown is warranted.
Axon Enterprise, Inc.	05/20/2022	Management	3	Yes	Elect Director Michael Garnreiter	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Garnreiter and Hadi Partovi are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Adriane Brown is warranted.
Axon Enterprise, Inc.	05/20/2022	Management	4	Yes	Elect Director Hadi Partovi	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Garnreiter and Hadi Partovi are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Adriane Brown is warranted.
Axon Enterprise, Inc.	05/20/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While pay and performance were reasonably aligned for the year in review, CEO Smith and other NEOs had significant equity vesting and option exercises in FY21, related to previous special grants. The substantial value associated with these vesting/exercise events highlights concerns related to large, front-loaded equity awards. In the case of the CEO, over \$500 million in options were exercised in FY21. Investors should continue to monitor pay levels at the company.
Axon Enterprise, Inc.	05/20/2022	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axon Enterprise, Inc.	05/20/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Azenta, Inc.	01/24/2022	Management	1	Yes	Elect Director Frank E. Casal	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	2	Yes	Elect Director Robyn C. Davis	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Azenta, Inc.	01/24/2022	Management	3	Yes	Elect Director Joseph R. Martin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	4	Yes	Elect Director Erica J. McLaughlin	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	5	Yes	Elect Director Krishna G. Palepu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	6	Yes	Elect Director Michael Rosenblatt	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	7	Yes	Elect Director Stephen S. Schwartz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	8	Yes	Elect Director Alfred Woollacott, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	9	Yes	Elect Director Mark S. Wrighton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	10	Yes	Elect Director Ellen M. Zane	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Martin, Stephen Schwartz, Krishna Palepu, Alfred Woollacott III and Mark Wrighton are warranted for lack of a majority independent board.WITHHOLD votes for Joseph Martin, Krishna Palepu, and Alfred Woollacott III are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Azenta, Inc.	01/24/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Azenta, Inc.	01/24/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Baker Hughes Company	05/17/2022	Management	1	Yes	Elect Director W. Geoffrey Beattie	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/17/2022	Management	2	Yes	Elect Director Gregory D. Brenneman	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/17/2022	Management	3	Yes	Elect Director Cynthia B. Carroll	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/17/2022	Management	4	Yes	Elect Director Nelda J. Connors	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/17/2022	Management	5	Yes	Elect Director Michael R. Dumais	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/17/2022	Management	6	Yes	Elect Director Gregory L. Ebel	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/17/2022	Management	7	Yes	Elect Director Lynn L. Elsenhans	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/17/2022	Management	8	Yes	Elect Director John G. Rice	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/17/2022	Management	9	Yes	Elect Director Lorenzo Simonelli	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/17/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures and the majority of long-term incentive awards were performance based and utilized a multi-year measurement period.
Baker Hughes Company	05/17/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ball Corporation	04/27/2022	Management	1	Yes	Elect Director Dune E. Ives	For	For	For	For	WITHHOLD votes for Georgia Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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Ball Corporation	04/27/2022	Management	2	Yes	Elect Director Georgia R. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for Georgia Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/27/2022	Management	3	Yes	Elect Director Cynthia A. Niekamp	For	For	For	For	WITHHOLD votes for Georgia Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/27/2022	Management	4	Yes	Elect Director Todd A. Penegor	For	For	For	For	WITHHOLD votes for Georgia Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/27/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ball Corporation	04/27/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the goal-setting formula in the STI program may result in non-rigorous targets, annual incentives are based entirely on a pre-set financial goal, and the majority of long-term incentives depend on multi-year performance. Further, pay and performance are reasonably aligned at this time.
Ball Corporation	04/27/2022	Management	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Ball Corporation	04/27/2022	Management	8	Yes	Amend Articles of Incorporation to Permit Shareholders to Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted, as allowing shareholders to amend the bylaws represents an enhancement to shareholder rights.
Bank of America Corporation	04/26/2022	Management	1	Yes	Elect Director Sharon L. Allen	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	2	Yes	Elect Director Frank P. Bramble, Sr.	For	For	Against	Against	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	3	Yes	Elect Director Pierre J.P. de Weck	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	4	Yes	Elect Director Arnold W. Donald	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	5	Yes	Elect Director Linda P. Hudson	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	6	Yes	Elect Director Monica C. Lozano	For	For	Against	Against	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	7	Yes	Elect Director Brian T. Moynihan	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	8	Yes	Elect Director Lionel L. Nowell, III	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	9	Yes	Elect Director Denise L. Ramos	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	10	Yes	Elect Director Clayton S. Rose	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	11	Yes	Elect Director Michael D. White	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	12	Yes	Elect Director Thomas D. Woods	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	13	Yes	Elect Director R. David Yost	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/26/2022	Management	14	Yes	Elect Director Maria T. Zuber	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bank of America Corporation	04/26/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Annual incentive pay determinations were guided by a wide-ranging performance assessment, but they are ultimately determined discretionally, which raises concern. Further, for consecutive years, financial factors used to assess the CEO's performance scorecard have changed without specific rationale provided. While these issues warrant continued close monitoring, there are sufficient mitigating factors. Specifically, CEO pay and company performance are aligned for the year in review, and the increase in the CEO's incentive awards directionally aligns with the company's improved financial and stock price performance. Further, the CEO's long-term equity incentives are predominantly performance-conditioned with clearly disclosed multi-year goals and a vesting design that has no upside potential. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure.
Bank of America Corporation	04/26/2022	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bank of America Corporation	04/26/2022	Management	17	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Bank of America Corporation	04/26/2022	Shareholder	18	Yes	Report on Civil Rights and Nondiscrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company has non-discrimination, non-harassment, and non-retaliation policies in place and provides sufficient information for shareholders to assess any reverse discrimination effect the company's employee programs and training materials may be having.
Bank of America Corporation	04/26/2022	Shareholder	19	Yes	Adopt Fossil Fuel Lending Policy Consistent with IEA's Net Zero 2050 Scenario	Against	Against	For	For	A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments to net zero activities and help ensure stronger alignment between the company's net zero goals and its policies and actions. Adoption of the resolution would also provide shareholders with a better understanding of the company's management and oversight of related risks.
Bank of America Corporation	04/26/2022	Shareholder	20	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
Bank of Hawaii Corporation	04/29/2022	Management	1	Yes	Elect Director S. Haunani Apoliona	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	2	Yes	Elect Director Mark A. Burak	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	3	Yes	Elect Director John C. Erickson	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	4	Yes	Elect Director Joshua D. Feldman	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	5	Yes	Elect Director Peter S. Ho	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	6	Yes	Elect Director Michelle E. Hulst	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bank of Hawaii Corporation	04/29/2022	Management	7	Yes	Elect Director Kent T. Lucien	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	8	Yes	Elect Director Elliot K. Mills	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	9	Yes	Elect Director Alicia E. Moy	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	10	Yes	Elect Director Victor K. Nichols	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	11	Yes	Elect Director Barbara J. Tanabe	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	12	Yes	Elect Director Dana M. Tokioka	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	13	Yes	Elect Director Raymond P. Vara, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	14	Yes	Elect Director Robert W. Wo	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/29/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Bank of Hawaii Corporation	04/29/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bank OZK	05/16/2022	Management	1	Yes	Elect Director Nicholas Brown	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/16/2022	Management	2	Yes	Elect Director Paula Cholmondeley	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/16/2022	Management	3	Yes	Elect Director Beverly Cole	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/16/2022	Management	4	Yes	Elect Director Robert East	For	For	Against	Against	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/16/2022	Management	5	Yes	Elect Director Kathleen Franklin	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank OZK	05/16/2022	Management	6	Yes	Elect Director Jeffrey Gearhart	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bank OZK	05/16/2022	Management	7	Yes	Elect Director George Gleason	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Bank OZK	05/16/2022	Management	8	Yes	Elect Director Peter Kenny	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Bank OZK	05/16/2022	Management	9	Yes	Elect Director William A. Koefoed, Jr.	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Bank OZK	05/16/2022	Management	10	Yes	Elect Director Christopher Orndorff	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Bank OZK	05/16/2022	Management	11	Yes	Elect Director Steven Sadoff	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Bank OZK	05/16/2022	Management	12	Yes	Elect Director Ross Whipple	For	For	For	For	Votes AGAINST Robert East are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Bank OZK	05/16/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Bank OZK	05/16/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified at this time.	
Bath & Body Works, Inc.	05/12/2022	Management	1	Yes	Elect Director Patricia S. Bellinger	For	For	For	For	A vote FOR the director nominees is warranted.	
Bath & Body Works, Inc.	05/12/2022	Management	2	Yes	Elect Director Alessandro Bogliolo	For	For	For	For	A vote FOR the director nominees is warranted.	
Bath & Body Works, Inc.	05/12/2022	Management	3	Yes	Elect Director Francis A. Hondal	For	For	For	For	A vote FOR the director nominees is warranted.	
Bath & Body Works, Inc.	05/12/2022	Management	4	Yes	Elect Director Danielle M. Lee	For	For	For	For	A vote FOR the director nominees is warranted.	
Bath & Body Works, Inc.	05/12/2022	Management	5	Yes	Elect Director Michael G. Morris	For	For	For	For	A vote FOR the director nominees is warranted.	
Bath & Body Works, Inc.	05/12/2022	Management	6	Yes	Elect Director Sarah E. Nash	For	For	For	For	A vote FOR the director nominees is warranted.	
Bath & Body Works, Inc.	05/12/2022	Management	7	Yes	Elect Director Juan Rajlin	For	For	For	For	A vote FOR the director nominees is warranted.	
Bath & Body Works, Inc.	05/12/2022	Management	8	Yes	Elect Director Stephen D. Steinour	For	For	For	For	A vote FOR the director nominees is warranted.	
Bath & Body Works, Inc.	05/12/2022	Management	9	Yes	Elect Director J.K. Symancyk	For	For	For	For	A vote FOR the director nominees is warranted.	
Bath & Body Works, Inc.	05/12/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Bath & Body Works, Inc.	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. However, shareholders should continue to closely monitor future CEO pay decisions following the recent separation and appointment of an interim CEO.	
Bath & Body Works, Inc.	05/12/2022	Management	12	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.	
Bath & Body Works, Inc.	05/12/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 25 percent to 10 percent would enhance shareholders' rights.	
Baxter International Inc.	05/03/2022	Management	1	Yes	Elect Director Jose (Joe) E. Almeida	For	For	For	For	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Baxter International Inc.	05/03/2022	Management	2	Yes	Elect Director Thomas F. Chen	For	For	For	For	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Baxter International Inc.	05/03/2022	Management	3	Yes	Elect Director Peter S. Hellman	For	For	Against	Against	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Baxter International Inc.	05/03/2022	Management	4	Yes	Elect Director Michael F. Mahoney	For	For	For	For	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Baxter International Inc.	05/03/2022	Management	5	Yes	Elect Director Patricia B. Morrison	For	For	For	For	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Baxter International Inc.	05/03/2022	Management	6	Yes	Elect Director Stephen N. Oesterle	For	For	For	For	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Baxter International Inc.	05/03/2022	Management	7	Yes	Elect Director Nancy M. Schlichting	For	For	For	For	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Baxter International Inc.	05/03/2022	Management	8	Yes	Elect Director Cathy R. Smith	For	For	For	For	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Baxter International Inc.	05/03/2022	Management	9	Yes	Elect Director Albert P.L. Stroucken	For	For	Against	Against	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Baxter International Inc.	05/03/2022	Management	10	Yes	Elect Director Amy A. Wendell	For	For	For	For	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/03/2022	Management	11	Yes	Elect Director David S. Wilkes	For	For	For	For	Votes AGAINST Albert (Al) Stroucken and Peter Hellman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/03/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were largely based on pre-set objective measures and equity grants remined half performance based.
Baxter International Inc.	05/03/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Baxter International Inc.	05/03/2022	Management	14	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would give shareholders an additional means to act on matters between annual meetings.
Baxter International Inc.	05/03/2022	Management	15	Yes	Reduce Ownership Threshold for Special Shareholder Meetings to 15%	For	For	For	For	A vote FOR this binding proposal is warranted, as reducing the ownership threshold to call a special meeting from 25 percent to 15 percent of outstanding shares would enhance shareholder rights.
Baxter International Inc.	05/03/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Special Shareholder Meetings to 10%	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent (or 15 percent, if Item 5 is approved) to 10 percent would improve shareholders' ability to use the special meeting right while the risk of abuse of the right would remain small.
Baxter International Inc.	05/03/2022	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. As such, a vote FOR this proposal is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	1	Yes	Elect Director Catherine M. Burzik	For	For	For	For	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	2	Yes	Elect Director Carrie L. Byington	For	For	For	For	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	3	Yes	Elect Director R. Andrew Eckert	For	For	For	For	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	4	Yes	Elect Director Claire M. Fraser	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	5	Yes	Elect Director Jeffrey W. Henderson	For	For	For	For	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	6	Yes	Elect Director Christopher Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	7	Yes	Elect Director Marshall O. Larsen	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.



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Becton, Dickinson and Compan	01/25/2022	Management	8	Yes	Elect Director David F. Melcher	For	For	For	For	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	9	Yes	Elect Director Thomas E. Polen	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	10	Yes	Elect Director Claire Pomeroy	For	For	For	For	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	11	Yes	Elect Director Timothy M. Ring	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	12	Yes	Elect Director Bertram L. Scott	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Polen, Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, Timothy Ring, and Bertram Scott are warranted for lack of a majority independent board.Votes AGAINST Marshall Larsen, Claire Fraser-Liggett, Christopher (Chris) Jones, and Bertram Scott are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Compan	01/25/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Becton, Dickinson and Compan	01/25/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution, as the committee demonstrated adequate responsiveness to shareholder concerns following last year's low say-on-pay vote result. Shareholders' primary concern related to the granting of supplemental awards to certain employees, not including the CEO, to address the lost value of previously granted performance shares. In response, the committee states that it will only consider making similar awards under exceptional circumstances after first consulting with its larger shareholders. However, it remains unclear from this disclosure what may be considered as an exceptional circumstance, or how frequently the committee would consider making one-time awards, and continued close monitoring of equity grant practices is warranted.
Becton, Dickinson and Compan	01/25/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower threshold would enhance the current shareholder right to call special meetings.
Bentley Systems, Incorporated	05/26/2022	Management	1	Yes	Elect Director Barry J. Bentley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes are warranted for incumbent governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Gregory Bentley, Janet Haugen, Keith Bentley, Barry Bentley, Raymond Bentley, Kirk Griswold, and Brian Hughes given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes are warranted for Gregory (Greg) Bentley for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee.

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Bentley Systems, Incorporated	05/26/2022	Management	2	Yes	Elect Director Gregory S. Bentley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes are warranted for incumbent governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Gregory Bentley, Janet Haugen, Keith Bentley, Barry Bentley, Raymond Bentley, Kirk Griswold, and Brian Hughes given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes are warranted for Gregory (Greg) Bentley for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee.	
Bentley Systems, Incorporated	05/26/2022	Management	3	Yes	Elect Director Keith A. Bentley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes are warranted for incumbent governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Gregory Bentley, Janet Haugen, Keith Bentley, Barry Bentley, Raymond Bentley, Kirk Griswold, and Brian Hughes given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes are warranted for Gregory (Greg) Bentley for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee.	
Bentley Systems, Incorporated	05/26/2022	Management	4	Yes	Elect Director Raymond B. Bentley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes are warranted for incumbent governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Gregory Bentley, Janet Haugen, Keith Bentley, Barry Bentley, Raymond Bentley, Kirk Griswold, and Brian Hughes given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes are warranted for Gregory (Greg) Bentley for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee.	
Bentley Systems, Incorporated	05/26/2022	Management	5	Yes	Elect Director Kirk B. Griswold	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes are warranted for incumbent governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Gregory Bentley, Janet Haugen, Keith Bentley, Barry Bentley, Raymond Bentley, Kirk Griswold, and Brian Hughes given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes are warranted for Gregory (Greg) Bentley for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee.	

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Bentley Systems, Incorporated	05/26/2022	Management	6	Yes	Elect Director Janet B. Haugen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes are warranted for incumbent governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Gregory Bentley, Janet Haugen, Keith Bentley, Barry Bentley, Raymond Bentley, Kirk Griswold, and Brian Hughes given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes are warranted for Gregory (Greg) Bentley for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee.
Bentley Systems, Incorporated	05/26/2022	Management	7	Yes	Elect Director Brian F. Hughes	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes are warranted for incumbent governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are warranted for Gregory Bentley, Janet Haugen, Keith Bentley, Barry Bentley, Raymond Bentley, Kirk Griswold, and Brian Hughes given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes are warranted for Gregory (Greg) Bentley for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee.
Bentley Systems, Incorporated	05/26/2022	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bentley Systems, Incorporated	05/26/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Berkshire Hathaway Inc.	04/30/2022	Management	1	Yes	Elect Director Warren E. Buffett	For	For	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

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Berkshire Hathaway Inc.	04/30/2022	Management	2	Yes	Elect Director Charles T. Munger	For	For	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Berkshire Hathaway Inc.	04/30/2022	Management	3	Yes	Elect Director Gregory E. Abel	For	For	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	

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Berkshire Hathaway Inc.	04/30/2022	Management	4	Yes	Elect Director Howard G. Buffett	For	For	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Berkshire Hathaway Inc.	04/30/2022	Management	5	Yes	Elect Director Susan A. Buffett	For	For	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	



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Berkshire Hathaway Inc.	04/30/2022	Management	6	Yes	Elect Director Stephen B. Burke	For	Withhold	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Berkshire Hathaway Inc.	04/30/2022	Management	7	Yes	Elect Director Kenneth I. Chenault	For	Withhold	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	

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Berkshire Hathaway Inc.	04/30/2022	Management	8	Yes	Elect Director Christopher C. Davis	For	For	For	For	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Berkshire Hathaway Inc.	04/30/2022	Management	9	Yes	Elect Director Susan L. Decker	For	Withhold	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					
Berkshire Hathaway Inc.	04/30/2022	Management	10	Yes	Elect Director David S. Gottesman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Berkshire Hathaway Inc.	04/30/2022	Management	11	Yes	Elect Director Charlotte Guyman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations

						Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					
Berkshire Hathaway Inc.	04/30/2022	Management	12	Yes	Elect Director Ajit Jain	For	For	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Berkshire Hathaway Inc.	04/30/2022	Management	13	Yes	Elect Director Ronald L. Olson	For	For	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

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						Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					
Berkshire Hathaway Inc.	04/30/2022	Management	14	Yes	Elect Director Wallace R. Weitz	For	For	For	For	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Berkshire Hathaway Inc.	04/30/2022	Management	15	Yes	Elect Director Meryl B. Witmer	For	For	Withhold	Withhold	WITHHOLD votes for Chair and CEO Warren Buffett, Lead Independent Director and Audit Committee Chair Susan Decker, Audit Committee member Meryl Witmer, Director and Vice-Chairman of insurance operations Ajit Jain, and Director, Vice Chairman of non-insurance operations Gregory Abel are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company's BHE subsidiary is a laggard in its industry as it does not set near-term and long-term GHG emissions targets, commit to being net-zero by 2050, or report its climate-related risks and opportunities along TCFD guidelines. WITHHOLD votes for Compensation Committee members Stephen Burke, Kenneth Chenault, David Gottesman, and Charlotte Guyman are warranted, in the absence of a management say-on-pay proposal. CEO Buffett's compensation remains minimal, but two NEOs each continue to receive base salaries of \$16.0 million, which are some of the largest base salaries paid to any executive at a U.S. public company, and overall executive pay lacks a measurable link to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Other problematic pay practices include large security-related perquisite, lack of preset performance criteria and lack of risk mitigating provisions. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Susan Buffett, Howard Buffett, Stephen (Steve) Burke, David Gottesman, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke, David Gottesman and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Berkshire Hathaway Inc.	04/30/2022	Shareholder	16	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.



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Berkshire Hathaway Inc.	04/30/2022	Shareholder	17	Yes	Report on Climate-Related Risks and Opportunities	Against	For	For	For	A vote FOR this resolution is warranted, as an assessment of the company's management of climate-related risks and opportunities would allow shareholders to better understand how the company is managing systemic risks posed by climate change and the transition to a low carbon economy.
Berkshire Hathaway Inc.	04/30/2022	Shareholder	18	Yes	Report on GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted at this time because: * the requested report would allow shareholders to better evaluate how the company is managing emissions from Berkshire's insurance group, * the company is lagging it peers which have made public commitments, and * the report may help the company prepare for future climate regulations.
Berkshire Hathaway Inc.	04/30/2022	Shareholder	19	Yes	Report on Effectiveness of Diversity Equity and Inclusion Efforts and Metrics	Against	For	For	For	A vote FOR this resolution is warranted due to: * the absence of information regarding comprehensive company diversity-related policies, programs or metrics; and * the potential benefits for shareholders of increased reporting of diversity-related efforts and program effectiveness.
Berry Global Group, Inc.	02/16/2022	Management	1	Yes	Elect Director B. Evan Bayh	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Global Group, Inc.	02/16/2022	Management	2	Yes	Elect Director Jonathan F. Foster	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Global Group, Inc.	02/16/2022	Management	3	Yes	Elect Director Idalene F. Kesner	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Global Group, Inc.	02/16/2022	Management	4	Yes	Elect Director Jill A. Rahman	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Global Group, Inc.	02/16/2022	Management	5	Yes	Elect Director Carl J. (Rick) Rickertsen	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Global Group, Inc.	02/16/2022	Management	6	Yes	Elect Director Thomas E. Salmon	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Global Group, Inc.	02/16/2022	Management	7	Yes	Elect Director Paula A. Sneed	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Global Group, Inc.	02/16/2022	Management	8	Yes	Elect Director Robert A. Steele	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Global Group, Inc.	02/16/2022	Management	9	Yes	Elect Director Stephen E. Sterrett	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Global Group, Inc.	02/16/2022	Management	10	Yes	Elect Director Scott B. Ullem	For	For	For	For	A vote FOR the director nominees is warranted.
Berry Global Group, Inc.	02/16/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Berry Global Group, Inc.	02/16/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Best Buy Co., Inc.	06/09/2022	Management	1	Yes	Elect Director Corie S. Barry	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	2	Yes	Elect Director Lisa M. Caputo	For	For	Against	Against	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	3	Yes	Elect Director J. Patrick Doyle	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	4	Yes	Elect Director David W. Kenny	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	5	Yes	Elect Director Mario J. Marte	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	6	Yes	Elect Director Karen A. McLoughlin	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	7	Yes	Elect Director Thomas L. "Tommy" Millner	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	8	Yes	Elect Director Claudia F. Munce	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	9	Yes	Elect Director Richelle P. Parham	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	10	Yes	Elect Director Steven E. Rendle	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	11	Yes	Elect Director Eugene A. Woods	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/09/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Best Buy Co., Inc.	06/09/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although there are structural concerns with the LTI design, a vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.
Bio-Rad Laboratories, Inc.	04/26/2022	Management	1	Yes	Elect Director Melinda Litherland	For	For	For	For	A vote FOR all director nominees is warranted.
Bio-Rad Laboratories, Inc.	04/26/2022	Management	2	Yes	Elect Director Arnold A. Pinkston	For	For	For	For	A vote FOR all director nominees is warranted.
Bio-Rad Laboratories, Inc.	04/26/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Biogen Inc.	06/15/2022	Management	1	Yes	Elect Director Alexander J. Denner	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Biogen Inc.	06/15/2022	Management	2	Yes	Elect Director Caroline D. Dorsa	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Biogen Inc.	06/15/2022	Management	3	Yes	Elect Director Maria C. Freire	For	For	For	For	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Biogen Inc.	06/15/2022	Management	4	Yes	Elect Director William A. Hawkins	For	For	For	For	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Biogen Inc.	06/15/2022	Management	5	Yes	Elect Director William D. Jones	For	For	For	For	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Biogen Inc.	06/15/2022	Management	6	Yes	Elect Director Jesus B. Mantas	For	For	For	For	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Biogen Inc.	06/15/2022	Management	7	Yes	Elect Director Richard C. Mulligan	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	

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Biogen Inc.	06/15/2022	Management	8	Yes	Elect Director Stelios Papadopoulos	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/15/2022	Management	9	Yes	Elect Director Eric K. Rowinsky	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/15/2022	Management	10	Yes	Elect Director Stephen A. Sherwin	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/15/2022	Management	11	Yes	Elect Director Michel Vounatsos	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michel Vounatsos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Alexander Denner, Caroline Dorsa, Richard Mulligan, Eric Rowinsky and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Alexander Denner are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/15/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Biogen Inc.	06/15/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were reasonably aligned for the year in review, the compensation committee did not demonstrate sufficient responsiveness to last year's low say-on-pay vote. Although the proxy describes meetings with shareholders, cites their feedback, and made positive changes to the 2022 pay program, the committee did not disclose a robust commitment not to repeat an action that investors found concerning. Separately, shareholders are advised to monitor goal disclosure, which needs improvement. Lastly, concerns are also raised with respect to the significant tax gross-ups provided for the CFO's relocation expense perquisite.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	1	Yes	Elect Director Mark J. Alles	For	For	For	For	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	2	Yes	Elect Director Elizabeth McKee Anderson	For	For	For	For	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	3	Yes	Elect Director Jean-Jacques Bienaime	For	For	For	For	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	4	Yes	Elect Director Willard Dere	For	For	For	For	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	5	Yes	Elect Director Elaine J. Heron	For	For	Withhold	Withhold	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	6	Yes	Elect Director Maykin Ho	For	For	For	For	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	7	Yes	Elect Director Robert J. Hombach	For	For	For	For	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	8	Yes	Elect Director V. Bryan Lawlis	For	For	Withhold	Withhold	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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BioMarin Pharmaceutical Inc.	05/24/2022	Management	9	Yes	Elect Director Richard A. Meier	For	For	For	For	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	10	Yes	Elect Director David E.I. Pyott	For	For	For	For	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	11	Yes	Elect Director Dennis J. Slamon	For	For	For	For	WITHHOLD votes for Elaine Heron and V. Bryan (Bryan) Lawlis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BioMarin Pharmaceutical Inc.	05/24/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The annual incentive was paid out above target against lowered financial metric targets with a notable discretionary component, and disclosure of performance objectives for the majority of metrics remains incomplete. Further, although the long-term incentive is half performance-based, forward-looking goals for half of PRSU metrics are not disclosed and proxy statement disclosure is insufficient to fully understand how equity award values declined from 2020 to 2021.
Black Knight, Inc.	06/15/2022	Management	1	Yes	Elect Director Anthony M. Jabbour	For	For	For	For	WITHHOLD votes for Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	06/15/2022	Management	2	Yes	Elect Director Catherine L. (Katie) Burke	For	For	For	For	WITHHOLD votes for Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	06/15/2022	Management	3	Yes	Elect Director Thomas M. Hagerty	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	06/15/2022	Management	4	Yes	Elect Director David K. Hunt	For	For	For	For	WITHHOLD votes for Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	06/15/2022	Management	5	Yes	Elect Director Joseph M. Otting	For	For	For	For	WITHHOLD votes for Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	06/15/2022	Management	6	Yes	Elect Director Ganesh B. Rao	For	For	For	For	WITHHOLD votes for Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	06/15/2022	Management	7	Yes	Elect Director John D. Rood	For	For	For	For	WITHHOLD votes for Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	06/15/2022	Management	8	Yes	Elect Director Nancy L. Shanik	For	For	For	For	WITHHOLD votes for Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Black Knight, Inc.	06/15/2022	Management	9	Yes	Provide Proxy Access Right	For	For	For	For	A vote FOR this bylaw amendment is warranted as approval of this item would ensure that the company adopts proxy access on market standard terms that would enhance shareholders' rights.
Black Knight, Inc.	06/15/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted considering that the company provided an excessive perquisite related to the CEO's personal use of corporate aircraft. Further, equity awards allow for single-trigger vesting in the case of a change in control.
Black Knight, Inc.	06/15/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Black Knight, Inc.	06/15/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BlackRock, Inc.	05/25/2022	Management	1	Yes	Elect Director Bader M. Alsaad	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	2	Yes	Elect Director Pamela Daley	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	3	Yes	Elect Director Laurence D. Fink	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	4	Yes	Elect Director Beth Ford	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	5	Yes	Elect Director William E. Ford	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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BlackRock, Inc.	05/25/2022	Management	6	Yes	Elect Director Fabrizio Freda	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	7	Yes	Elect Director Murry S. Gerber	For	For	Against	Against	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	8	Yes	Elect Director Margaret "Peggy" L. Johnson	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	9	Yes	Elect Director Robert S. Kapito	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	10	Yes	Elect Director Cheryl D. Mills	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	11	Yes	Elect Director Gordon M. Nixon	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	12	Yes	Elect Director Kristin C. Peck	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	13	Yes	Elect Director Charles H. Robbins	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	14	Yes	Elect Director Marco Antonio Slim Domit	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	15	Yes	Elect Director Hans E. Vestberg	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	16	Yes	Elect Director Susan L. Wagner	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	17	Yes	Elect Director Mark Wilson	For	For	For	For	Votes AGAINST Murry Gerber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/25/2022	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the continued provision of excessive corporate aircraft perquisite to the CEO. Further, there is some continuing concern surrounding the impact of committee discretion in determining total incentive pay. Although guided by performance assessments in three weighted categories, incentive pay determinations are ultimately discretionary, and the proxy lacks disclosure of per-metric weightings or quantified pre-set targets.
BlackRock, Inc.	05/25/2022	Management	19	Yes	Ratify Deloitte LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BlackRock, Inc.	05/25/2022	Shareholder	20	Yes	Adopt Policies to Curtail Corporate Activities that Externalize Social and Environmental Costs	Against	Against	For	For	A vote FOR this proposal is warranted as adoption of this proposal would help ensure that the company's stewardship practices and policies sufficiently guard against potential risks to long-term shareholder value of diversified shareholders.
BOK Financial Corporation	05/03/2022	Management	1	Yes	Elect Director Alan S. Armstrong	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.



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BOK Financial Corporation	05/03/2022	Management	2	Yes	Elect Director C. Fred Ball, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	
BOK Financial Corporation	05/03/2022	Management	3	Yes	Elect Director Steven Bangert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	
BOK Financial Corporation	05/03/2022	Management	4	Yes	Elect Director Steven G. Bradshaw	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	

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BOK Financial Corporation	05/03/2022	Management	5	Yes	Elect Director Chester E. Cadieux, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	
BOK Financial Corporation	05/03/2022	Management	6	Yes	Elect Director John W. Coffey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	
BOK Financial Corporation	05/03/2022	Management	7	Yes	Elect Director Joseph W. Craft, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	

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BOK Financial Corporation	05/03/2022	Management	8	Yes	Elect Director David F. Griffin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	
BOK Financial Corporation	05/03/2022	Management	9	Yes	Elect Director V. Burns Hargis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	
BOK Financial Corporation	05/03/2022	Management	10	Yes	Elect Director Douglas D. Hawthorne	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	

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BOK Financial Corporation	05/03/2022	Management	11	Yes	Elect Director Kimberley D. Henry	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	
BOK Financial Corporation	05/03/2022	Management	12	Yes	Elect Director E. Carey Joulilian, IV	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	
BOK Financial Corporation	05/03/2022	Management	13	Yes	Elect Director George B. Kaiser	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.	

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BOK Financial Corporation	05/03/2022	Management	14	Yes	Elect Director Stacy C. Kymes	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	15	Yes	Elect Director Stanley A. Lybarger	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	16	Yes	Elect Director Steven J. Malcolm	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.



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BOK Financial Corporation	05/03/2022	Management	17	Yes	Elect Director Steven E. Nell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	18	Yes	Elect Director E.C. Richards	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	19	Yes	Elect Director Claudia San Pedro	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corporation	05/03/2022	Management	20	Yes	Elect Director Peggy I. Simmons	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	21	Yes	Elect Director Michael C. Turpen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	22	Yes	Elect Director Rose M. Washington	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, C. Fred Ball Jr., Steven Bangert, Steven Bradshaw, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Steven Nell, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for Chester Cadieux III for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes are warranted for Audit Committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, and Stanley Lybarger for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corporation	05/03/2022	Management	23	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
BOK Financial Corporation	05/03/2022	Management	24	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Booking Holdings Inc.	06/09/2022	Management	1	Yes	Elect Director Timothy Armstrong	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/09/2022	Management	2	Yes	Elect Director Glenn D. Fogel	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/09/2022	Management	3	Yes	Elect Director Mirian M. Graddick-Weir	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/09/2022	Management	4	Yes	Elect Director Wei Hopeman	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/09/2022	Management	5	Yes	Elect Director Robert J. Mylod, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/09/2022	Management	6	Yes	Elect Director Charles H. Noski	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/09/2022	Management	7	Yes	Elect Director Nicholas J. Read	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/09/2022	Management	8	Yes	Elect Director Thomas E. Rothman	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/09/2022	Management	9	Yes	Elect Director Sumit Singh	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/09/2022	Management	10	Yes	Elect Director Lynn Vojvodich Radakovich	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/09/2022	Management	11	Yes	Elect Director Vanessa A. Wittman	For	For	For	For	A vote FOR all director nominees is warranted.

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Booking Holdings Inc.	06/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual program is funded formulaically, payouts are determined primarily based on compensation committee discretion and performance factors considered by the committee appear to be highly subjective, a concern which is magnified by the CEO's high target award as a multiple of base salary. In addition, performance for the 2021 PSUs, which had larger values in light of retention concerns, are based on annually set goals and the metrics and measurement period for the first tranche were identical to the metrics and measurement period for the 2021 annual incentive awards. These concerns follow the discretionary adjustment of payouts for 2018 and 2019 PSUs, including the above-target payout of 2018 PSUs.
Booking Holdings Inc.	06/09/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Booking Holdings Inc.	06/09/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 10 percent would improve shareholders' ability to use the special meeting right.
Booking Holdings Inc.	06/09/2022	Shareholder	15	Yes	Report on Climate Change Performance Metrics Into Executive Compensation Program	Against	Against	For	For	A vote FOR this proposal is warranted. Incorporating climate-related performance measures as a broader component of senior executive pay setting decision-making would serve to incentivize executives to ensure that company performance on environmental, social and sustainability considerations, alongside financial factors, is appropriately aligned with management's interests, the firm's stated commitments to climate, sustainability, and long-term corporate strategy.
BorgWarner Inc.	04/27/2022	Management	1	Yes	Elect Director Sara A. Greenstein	For	For	For	For	Votes FOR the director nominees are warranted.
BorgWarner Inc.	04/27/2022	Management	2	Yes	Elect Director David S. Haffner	For	For	For	For	Votes FOR the director nominees are warranted.
BorgWarner Inc.	04/27/2022	Management	3	Yes	Elect Director Michael S. Hanley	For	For	For	For	Votes FOR the director nominees are warranted.
BorgWarner Inc.	04/27/2022	Management	4	Yes	Elect Director Frederic B. Lissalde	For	For	For	For	Votes FOR the director nominees are warranted.
BorgWarner Inc.	04/27/2022	Management	5	Yes	Elect Director Paul A. Mascarenas	For	For	For	For	Votes FOR the director nominees are warranted.
BorgWarner Inc.	04/27/2022	Management	6	Yes	Elect Director Shaun E. McAlmont	For	For	For	For	Votes FOR the director nominees are warranted.
BorgWarner Inc.	04/27/2022	Management	7	Yes	Elect Director Deborah D. McWhinney	For	For	For	For	Votes FOR the director nominees are warranted.
BorgWarner Inc.	04/27/2022	Management	8	Yes	Elect Director Alexis P. Michas	For	For	For	For	Votes FOR the director nominees are warranted.
BorgWarner Inc.	04/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were based on pre-set financial targets and a majority of long-term incentives were performance-based.
BorgWarner Inc.	04/27/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BorgWarner Inc.	04/27/2022	Management	11	Yes	Amend Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted as a reduced ownership threshold required to request a record date to initiate written consent would provide for a more useful written consent right.
BorgWarner Inc.	04/27/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold and removal of the holding period requirement would provide for a more useful special meeting right for shareholders.
Boston Scientific Corporation	05/05/2022	Management	1	Yes	Elect Director Nelda J. Connors	For	For	Against	Against	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/05/2022	Management	2	Yes	Elect Director Charles J. Dockendorff	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/05/2022	Management	3	Yes	Elect Director Yoshiaki Fujimori	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/05/2022	Management	4	Yes	Elect Director Donna A. James	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/05/2022	Management	5	Yes	Elect Director Edward J. Ludwig	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/05/2022	Management	6	Yes	Elect Director Michael F. Mahoney	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/05/2022	Management	7	Yes	Elect Director David J. Roux	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/05/2022	Management	8	Yes	Elect Director John E. Sununu	For	For	Against	Against	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/05/2022	Management	9	Yes	Elect Director David S. Wichmann	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Boston Scientific Corporation	05/05/2022	Management	10	Yes	Elect Director Ellen M. Zane	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/05/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The STI program was largely based on pre-set objective metrics with rigorous performance goals disclosed. In addition, the closing cycle relative TSR grant did not vest, in line with recent company TSR performance. However, concerns are noted regarding target-setting in the LTI program, as the relative TSR goal merely targets median performance while free cash flow only utilizes a one-year performance period.
Boston Scientific Corporation	05/05/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Boston Scientific Corporation	05/05/2022	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Boyd Gaming Corporation	05/05/2022	Management	1	Yes	Elect Director John R. Bailey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Boyd, Marianne Johnson, Keith Smith, Peter Thomas, William Boyd, and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee members Peter Thomas, Christine Spadafor, and A. Randall Thoman are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for incumbent compensation committee members Peter Thomas, John Bailey and Paul Whetsell are warranted due to problematic excise tax gross-up provision in existing change-in-control agreements.
Boyd Gaming Corporation	05/05/2022	Management	2	Yes	Elect Director William R. Boyd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Boyd, Marianne Johnson, Keith Smith, Peter Thomas, William Boyd, and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee members Peter Thomas, Christine Spadafor, and A. Randall Thoman are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for incumbent compensation committee members Peter Thomas, John Bailey and Paul Whetsell are warranted due to problematic excise tax gross-up provision in existing change-in-control agreements.
Boyd Gaming Corporation	05/05/2022	Management	3	Yes	Elect Director William S. Boyd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Boyd, Marianne Johnson, Keith Smith, Peter Thomas, William Boyd, and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee members Peter Thomas, Christine Spadafor, and A. Randall Thoman are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for incumbent compensation committee members Peter Thomas, John Bailey and Paul Whetsell are warranted due to problematic excise tax gross-up provision in existing change-in-control agreements.
Boyd Gaming Corporation	05/05/2022	Management	4	Yes	Elect Director Marianne Boyd Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Boyd, Marianne Johnson, Keith Smith, Peter Thomas, William Boyd, and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee members Peter Thomas, Christine Spadafor, and A. Randall Thoman are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for incumbent compensation committee members Peter Thomas, John Bailey and Paul Whetsell are warranted due to problematic excise tax gross-up provision in existing change-in-control agreements.

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Boyd Gaming Corporation	05/05/2022	Management	5	Yes	Elect Director Keith E. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Boyd, Marianne Johnson, Keith Smith, Peter Thomas, William Boyd, and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee members Peter Thomas, Christine Spadafor, and A. Randall Thoman are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for incumbent compensation committee members Peter Thomas, John Bailey and Paul Whetsell are warranted due to problematic excise tax gross-up provision in existing change-in-control agreements.
Boyd Gaming Corporation	05/05/2022	Management	6	Yes	Elect Director Christine J. Spadafor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Boyd, Marianne Johnson, Keith Smith, Peter Thomas, William Boyd, and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee members Peter Thomas, Christine Spadafor, and A. Randall Thoman are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for incumbent compensation committee members Peter Thomas, John Bailey and Paul Whetsell are warranted due to problematic excise tax gross-up provision in existing change-in-control agreements.
Boyd Gaming Corporation	05/05/2022	Management	7	Yes	Elect Director A. Randall Thoman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Boyd, Marianne Johnson, Keith Smith, Peter Thomas, William Boyd, and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee members Peter Thomas, Christine Spadafor, and A. Randall Thoman are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for incumbent compensation committee members Peter Thomas, John Bailey and Paul Whetsell are warranted due to problematic excise tax gross-up provision in existing change-in-control agreements.
Boyd Gaming Corporation	05/05/2022	Management	8	Yes	Elect Director Peter M. Thomas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Boyd, Marianne Johnson, Keith Smith, Peter Thomas, William Boyd, and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee members Peter Thomas, Christine Spadafor, and A. Randall Thoman are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for incumbent compensation committee members Peter Thomas, John Bailey and Paul Whetsell are warranted due to problematic excise tax gross-up provision in existing change-in-control agreements.
Boyd Gaming Corporation	05/05/2022	Management	9	Yes	Elect Director Paul W. Whetsell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Boyd, Marianne Johnson, Keith Smith, Peter Thomas, William Boyd, and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent audit committee members Peter Thomas, Christine Spadafor, and A. Randall Thoman are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for incumbent compensation committee members Peter Thomas, John Bailey and Paul Whetsell are warranted due to problematic excise tax gross-up provision in existing change-in-control agreements.
Boyd Gaming Corporation	05/05/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bread Financial Holdings, Inc.	05/24/2022	Management	1	Yes	Elect Director Ralph J. Andretta	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	2	Yes	Elect Director Roger H. Ballou	For	For	Against	Against	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	3	Yes	Elect Director John C. Gerspach, Jr.	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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Bread Financial Holdings, Inc.	05/24/2022	Management	4	Yes	Elect Director Karin J. Kimbrough	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	5	Yes	Elect Director Rajesh Natarajan	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	6	Yes	Elect Director Timothy J. Theriault	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	7	Yes	Elect Director Laurie A. Tucker	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	8	Yes	Elect Director Sharen J. Turney	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/24/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the granting of one-time "gap" awards to NEOs raises some concern given that the awards lack performance conditions, regular annual and long-term incentives are sufficiently performance-based and pay and performance are reasonably aligned at this time.
Bread Financial Holdings, Inc.	05/24/2022	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Bread Financial Holdings, Inc.	05/24/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bright Horizons Family Solution	06/22/2022	Management	1	Yes	Elect Director Lawrence M. Alleva	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Lissy and Joshua (Josh) Bekenstein are warranted for lack of a majority independent board. Votes AGAINST Joshua (Josh) Bekenstein are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lawrence M. Alleva is warranted.
Bright Horizons Family Solution	06/22/2022	Management	2	Yes	Elect Director Joshua Bekenstein	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Lissy and Joshua (Josh) Bekenstein are warranted for lack of a majority independent board. Votes AGAINST Joshua (Josh) Bekenstein are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lawrence M. Alleva is warranted.
Bright Horizons Family Solution	06/22/2022	Management	3	Yes	Elect Director David H. Lissy	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Lissy and Joshua (Josh) Bekenstein are warranted for lack of a majority independent board. Votes AGAINST Joshua (Josh) Bekenstein are also warranted for serving as a non-independent member of a key board committee. A vote FOR Lawrence M. Alleva is warranted.
Bright Horizons Family Solution	06/22/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bright Horizons Family Solution	06/22/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brighthouse Financial, Inc.	06/08/2022	Management	1	Yes	Elect Director Irene Chang Britt	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	2	Yes	Elect Director C. Edward (Chuck) Chaplin	For	For	For	For	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	3	Yes	Elect Director Stephen C. (Steve) Hooley	For	For	For	For	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	4	Yes	Elect Director Carol D. Juel	For	For	For	For	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Brighthouse Financial, Inc.	06/08/2022	Management	5	Yes	Elect Director Eileen A. Mallesch	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	6	Yes	Elect Director Diane E. Offereins	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	7	Yes	Elect Director Patrick J. (Pat) Shouvlin	For	For	For	For	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	8	Yes	Elect Director Eric T. Steigerwalt	For	For	For	For	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	9	Yes	Elect Director Paul M. Wetzel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Irene Britt, Eileen Mallesch, Diane Offereins, and Paul Wetzel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Brighthouse Financial, Inc.	06/08/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Bristol-Myers Squibb Company	05/03/2022	Management	1	Yes	Elect Director Peter J. Arduini	For	For	For	For	A vote FOR the director nominees is warranted.
Bristol-Myers Squibb Company	05/03/2022	Management	2	Yes	Elect Director Giovanni Caforio	For	For	For	For	A vote FOR the director nominees is warranted.
Bristol-Myers Squibb Company	05/03/2022	Management	3	Yes	Elect Director Julia A. Haller	For	For	For	For	A vote FOR the director nominees is warranted.
Bristol-Myers Squibb Company	05/03/2022	Management	4	Yes	Elect Director Manuel Hidalgo Medina	For	For	For	For	A vote FOR the director nominees is warranted.
Bristol-Myers Squibb Company	05/03/2022	Management	5	Yes	Elect Director Paula A. Price	For	For	For	For	A vote FOR the director nominees is warranted.
Bristol-Myers Squibb Company	05/03/2022	Management	6	Yes	Elect Director Derica W. Rice	For	For	For	For	A vote FOR the director nominees is warranted.
Bristol-Myers Squibb Company	05/03/2022	Management	7	Yes	Elect Director Theodore R. Samuels	For	For	For	For	A vote FOR the director nominees is warranted.
Bristol-Myers Squibb Company	05/03/2022	Management	8	Yes	Elect Director Gerald L. Storch	For	For	For	For	A vote FOR the director nominees is warranted.
Bristol-Myers Squibb Company	05/03/2022	Management	9	Yes	Elect Director Karen H. Vousden	For	For	For	For	A vote FOR the director nominees is warranted.
Bristol-Myers Squibb Company	05/03/2022	Management	10	Yes	Elect Director Phyllis R. Yale	For	For	For	For	A vote FOR the director nominees is warranted.
Bristol-Myers Squibb Company	05/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.
Bristol-Myers Squibb Company	05/03/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bristol-Myers Squibb Company	05/03/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 15 percent to 10 percent would improve shareholders' ability to use the special meeting right and no single shareholder would be able to act unilaterally to call a special meeting at the proposed threshold.
Bristol-Myers Squibb Company	05/03/2022	Shareholder	14	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Brixmor Property Group Inc.	04/27/2022	Management	1	Yes	Elect Director James M. Taylor, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/27/2022	Management	2	Yes	Elect Director John G. Schreiber	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/27/2022	Management	3	Yes	Elect Director Michael Berman	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/27/2022	Management	4	Yes	Elect Director Julie Bowerman	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/27/2022	Management	5	Yes	Elect Director Sheryl M. Crosland	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/27/2022	Management	6	Yes	Elect Director Thomas W. Dickson	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/27/2022	Management	7	Yes	Elect Director Daniel B. Hurwitz	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/27/2022	Management	8	Yes	Elect Director Sandra A. J. Lawrence	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/27/2022	Management	9	Yes	Elect Director William D. Rahm	For	For	For	For	A vote FOR all director nominees is warranted.

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Brixmor Property Group Inc.	04/27/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Brixmor Property Group Inc.	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as majority of executive compensation is based on objective measures, resulting in an alignment between CEO pay and company performance.
Brixmor Property Group Inc.	04/27/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Broadcom Inc.	04/04/2022	Management	1	Yes	Elect Director Diane M. Bryant	For	For	For	For	Votes AGAINST Harry You are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/04/2022	Management	2	Yes	Elect Director Gayla J. Delly	For	For	For	For	Votes AGAINST Harry You are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/04/2022	Management	3	Yes	Elect Director Raul J. Fernandez	For	For	For	For	Votes AGAINST Harry You are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/04/2022	Management	4	Yes	Elect Director Eddy W. Hartenstein	For	For	For	For	Votes AGAINST Harry You are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/04/2022	Management	5	Yes	Elect Director Check Kian Low	For	For	For	For	Votes AGAINST Harry You are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/04/2022	Management	6	Yes	Elect Director Justine F. Page	For	For	For	For	Votes AGAINST Harry You are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/04/2022	Management	7	Yes	Elect Director Henry Samueli	For	For	For	For	Votes AGAINST Harry You are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/04/2022	Management	8	Yes	Elect Director Hock E. Tan	For	For	For	For	Votes AGAINST Harry You are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/04/2022	Management	9	Yes	Elect Director Harry L. You	For	Against	Against	Against	Votes AGAINST Harry You are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/04/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Broadcom Inc.	04/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While STI awards are predominantly based on pre-set financial goals, the program's design incorporates a significant degree of discretion for the individual performance multiplier. CEO Tan received his first equity grant following three years of no grants after he received a multi-year equity award in 2017. The equity grant is entirely performance-based, but the target goal is not viewed as particularly rigorous. In addition, CEO Tan received another sizable equity award in FY22, including a one-time award. Besides, three NEOs received sizable promotion grants, half of which are performance-based, but also with a goal that is not particularly rigorous. Nevertheless, high incentive awards are substantiated by strong performance and long-term CEO pay is reasonably aligned with long-term performance at this time. The above noted concerns warrant continued close monitoring.
Brookfield Renewable Corporat	06/14/2022	Management	1	Yes	Elect Director Jeffrey Blidner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is
Brookfield Renewable Corporat	06/14/2022	Management	2	Yes	Elect Director Scott Cutler	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is
Brookfield Renewable Corporat	06/14/2022	Management	3	Yes	Elect Director Sarah Deasley	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is
Brookfield Renewable Corporat	06/14/2022	Management	4	Yes	Elect Director Nancy Dorn	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is
Brookfield Renewable Corporat	06/14/2022	Management	5	Yes	Elect Director Eleazar de Carvalho Filho	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is



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Brown & Brown, Inc.	05/04/2022	Management	8	Yes	Elect Director Toni Jennings	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, Hugh Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly, and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Hugh Brown, Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/04/2022	Management	9	Yes	Elect Director Timothy R.M. Main	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, Hugh Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly, and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Hugh Brown, Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/04/2022	Management	10	Yes	Elect Director H. Palmer Proctor, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, Hugh Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly, and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Hugh Brown, Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/04/2022	Management	11	Yes	Elect Director Wendell S. Reilly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, Hugh Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly, and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Hugh Brown, Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/04/2022	Management	12	Yes	Elect Director Chilton D. Varner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, Hugh Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly, and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Hugh Brown, Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/04/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brown & Brown, Inc.	05/04/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company maintains an agreement with an executive that contains an excise tax gross-up provision.
Brunswick Corporation	05/04/2022	Management	1	Yes	Elect Director Nancy E. Cooper	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	2	Yes	Elect Director David C. Everitt	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	3	Yes	Elect Director Reginald Fils-Aime	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	4	Yes	Elect Director Lauren P. Flaherty	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	5	Yes	Elect Director David M. Foulkes	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	6	Yes	Elect Director Joseph W. McClanathan	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	7	Yes	Elect Director David V. Singer	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	8	Yes	Elect Director J. Steven Whisler	For	For	Against	Against	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	9	Yes	Elect Director Roger J. Wood	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	10	Yes	Elect Director MaryAnn Wright	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.



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Brunswick Corporation	05/04/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Builders FirstSource, Inc.	06/14/2022	Management	1	Yes	Elect Director Mark A. Alexander	For	For	For	For	A vote FOR all director nominees is warranted.
Builders FirstSource, Inc.	06/14/2022	Management	2	Yes	Elect Director Dirkson R. Charles	For	For	For	For	A vote FOR all director nominees is warranted.
Builders FirstSource, Inc.	06/14/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Builders FirstSource, Inc.	06/14/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Builders FirstSource, Inc.	06/14/2022	Shareholder	5	Yes	Report on GHG Emissions Reduction Targets	None	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Bunge Limited	05/12/2022	Management	1	Yes	Elect Director Sheila Bair	For	For	For	For	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	2	Yes	Elect Director Carol Browner	For	For	For	For	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	3	Yes	Elect Director Paul Fribourg	For	For	For	For	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	4	Yes	Elect Director J. Erik Fyrwald	For	For	For	For	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	5	Yes	Elect Director Gregory Heckman	For	For	For	For	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	6	Yes	Elect Director Bernardo Hees	For	For	For	For	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	7	Yes	Elect Director Kathleen Hyle	For	For	Against	Against	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	8	Yes	Elect Director Michael Kobori	For	For	For	For	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	9	Yes	Elect Director Kenneth Simril	For	For	For	For	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	10	Yes	Elect Director Henry "Jay" Winship	For	For	For	For	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	11	Yes	Elect Director Mark Zenuk	For	For	For	For	Votes AGAINST board chair Kathleen Hyle are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Bunge Limited	05/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and company performance are reasonably aligned at this time.
Bunge Limited	05/12/2022	Management	13	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bunge Limited	05/12/2022	Management	14	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Bunge Limited	05/12/2022	Shareholder	15	Yes	Provide Right to Act by Written Consent	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company's existing governance practices provide an effective counterbalance to the proposed written consent provisions.
BWX Technologies, Inc.	05/03/2022	Management	1	Yes	Elect Director Jan A. Bertsch	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2022	Management	2	Yes	Elect Director Gerhard F. Burbach	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2022	Management	3	Yes	Elect Director Rex D. Geveden	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2022	Management	4	Yes	Elect Director James M. Jaska	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2022	Management	5	Yes	Elect Director Kenneth J. Krieg	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2022	Management	6	Yes	Elect Director Leland D. Melvin	For	For	For	For	A vote FOR all director nominees is warranted.

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	B.1.a	
						Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale
BWX Technologies, Inc.	05/03/2022	Management	7	Yes	Elect Director Robert L. Nardelli	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2022	Management	8	Yes	Elect Director Barbara A. Niland	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2022	Management	9	Yes	Elect Director John M. Richardson	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BWX Technologies, Inc.	05/03/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	1	Yes	Elect Director Scott P. Anderson	For	For	For	For	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	2	Yes	Elect Director Robert C. Biesterfeld Jr.	For	For	For	For	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	3	Yes	Elect Director Kermit R. Crawford	For	For	For	For	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	4	Yes	Elect Director Timothy C. Gokey	For	For	For	For	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	5	Yes	Elect Director Mark A. Goodburn	For	For	For	For	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	6	Yes	Elect Director Mary J. Steele Guilfoile	For	For	For	For	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	7	Yes	Elect Director Jodee A. Kozlak	For	For	For	For	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	8	Yes	Elect Director Henry J. Maier	For	For	For	For	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	9	Yes	Elect Director James B. Stake	For	For	Against	Against	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	10	Yes	Elect Director Paula C. Tolliver	For	For	For	For	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	11	Yes	Elect Director Henry W. "Jay" Winship	For	For	For	For	Votes AGAINST James Stake are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. The annual incentives are based on a pre-set financial metric and half of the long-term incentive plan is performance-based.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
C.H. Robinson Worldwide, Inc.	05/05/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 11.19 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cable One, Inc.	05/20/2022	Management	1	Yes	Elect Director Brad D. Brian	For	For	For	For	Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Cable One, Inc.	05/20/2022	Management	2	Yes	Elect Director Thomas S. Gayner	For	Against	Against	Against	Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Cable One, Inc.	05/20/2022	Management	3	Yes	Elect Director Deborah J. Kissire	For	For	For	For	Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Cable One, Inc.	05/20/2022	Management	4	Yes	Elect Director Julia M. Laulis	For	For	For	For	Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Cable One, Inc.	05/20/2022	Management	5	Yes	Elect Director Thomas O. Might	For	For	For	For	Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Cable One, Inc.	05/20/2022	Management	6	Yes	Elect Director Kristine E. Miller	For	For	For	For	Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Cable One, Inc.	05/20/2022	Management	7	Yes	Elect Director Katharine B. Weymouth	For	For	Against	Against	Votes AGAINST Thomas (Tom) Gayner are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Cable One, Inc.	05/20/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cable One, Inc.	05/20/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Although some concern is raised around the duplicate metrics in the STI and LTI programs, they are based on pre-established performance metrics.
Cable One, Inc.	05/20/2022	Management	10	Yes	Reduce Supermajority Vote Requirement for Amendments to By-Laws	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Cable One, Inc.	05/20/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Cadence Design Systems, Inc.	05/05/2022	Management	1	Yes	Elect Director Mark W. Adams	For	For	For	For	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	2	Yes	Elect Director Ita Brennan	For	For	For	For	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	3	Yes	Elect Director Lewis Chew	For	For	For	For	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	4	Yes	Elect Director Anirudh Devgan	For	For	For	For	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	5	Yes	Elect Director Mary Louise Krakauer	For	For	For	For	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	6	Yes	Elect Director Julia Liuson	For	For	For	For	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	7	Yes	Elect Director James D. Plummer	For	For	For	For	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	8	Yes	Elect Director Alberto Sangiovanni-Vincentelli	For	For	Against	Against	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	9	Yes	Elect Director John B. Shoven	For	For	Against	Against	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	10	Yes	Elect Director Young K. Sohn	For	For	For	For	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	11	Yes	Elect Director Lip-Bu Tan	For	For	For	For	Votes AGAINST John Shoven and Alberto Sangiovanni-Vincentelli are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance remain relatively aligned. While a concern is noted regarding the new CEO's entirely time-based promotional award, the CEO's 2022 LTP award will require significant stock price growth to be earned in full, and the above-target annual incentive awards are aligned with the company's recent strong TSR performance.
Cadence Design Systems, Inc.	05/05/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cadence Design Systems, Inc.	05/05/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 15 percent to 10 percent would enhance shareholders' rights.
Caesars Entertainment, Inc.	06/14/2022	Management	1	Yes	Elect Director Gary L. Carano	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/14/2022	Management	2	Yes	Elect Director Bonnie S. Biumi	For	For	For	For	A vote FOR the remaining director nominees is warranted.

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations

B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Caesars Entertainment, Inc.	06/14/2022	Management	3	Yes	Elect Director Jan Jones Blackhurst	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/14/2022	Management	4	Yes	Elect Director Frank J. Fahrenkopf	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/14/2022	Management	5	Yes	Elect Director Don R. Kornstein	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/14/2022	Management	6	Yes	Elect Director Courtney R. Mather	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/14/2022	Management	7	Yes	Elect Director Sandra D. Morgan	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/14/2022	Management	8	Yes	Elect Director Michael E. Pegram	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/14/2022	Management	9	Yes	Elect Director Thomas R. Reeg	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/14/2022	Management	10	Yes	Elect Director David P. Tomick	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/14/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Caesars Entertainment, Inc.	06/14/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Camden Property Trust	05/12/2022	Management	1	Yes	Elect Director Richard J. Campo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. WITHHOLD votes for Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2022	Management	2	Yes	Elect Director Javier E. Benito	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. WITHHOLD votes for Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2022	Management	3	Yes	Elect Director Heather J. Brunner	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. WITHHOLD votes for Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2022	Management	4	Yes	Elect Director Mark D. Gibson	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. WITHHOLD votes for Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2022	Management	5	Yes	Elect Director Scott S. Ingraham	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. WITHHOLD votes for Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2022	Management	6	Yes	Elect Director Renu Khator	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. WITHHOLD votes for Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2022	Management	7	Yes	Elect Director D. Keith Oden	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. WITHHOLD votes for Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2022	Management	8	Yes	Elect Director Frances Aldrich Sevilla-Sacasa	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. WITHHOLD votes for Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2022	Management	9	Yes	Elect Director Steven A. Webster	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. WITHHOLD votes for Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Camden Property Trust	05/12/2022	Management	10	Yes	Elect Director Kelvin R. Westbrook	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. WITHHOLD votes for Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain problematic change-in-control provisions including excessive severance basis, excise tax gross-ups, and single-triggered cash severance payments.
Camden Property Trust	05/12/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Capital One Financial Corporation	05/05/2022	Management	1	Yes	Elect Director Richard D. Fairbank	For	For	For	For	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	2	Yes	Elect Director Ime Archibong	For	For	For	For	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	3	Yes	Elect Director Christine Detrick	For	For	For	For	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	4	Yes	Elect Director Ann Fritz Hackett	For	For	Against	Against	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	5	Yes	Elect Director Peter Thomas Killalea	For	For	For	For	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	6	Yes	Elect Director Cornelis "Eli" Leenaars	For	For	For	For	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	7	Yes	Elect Director Francois Locoh-Donou	For	For	For	For	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	8	Yes	Elect Director Peter E. Raskind	For	For	For	For	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	9	Yes	Elect Director Eileen Serra	For	For	For	For	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	10	Yes	Elect Director Mayo A. Shattuck, III	For	For	Against	Against	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	11	Yes	Elect Director Bradford H. Warner	For	For	Against	Against	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	12	Yes	Elect Director Catherine G. West	For	For	For	For	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	13	Yes	Elect Director Craig Anthony Williams	For	For	For	For	Votes AGAINST Ann Hackett, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/05/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Annual incentive pay determinations, while guided by wide-ranging performance assessments, are ultimately determined discretionally. Investors increasingly prefer an incentive program design that emphasizes objective and formula-driven determinations, which may incorporate discretion to a limited degree. While these issues warrant continued close monitoring, there are sufficient mitigating factors for the year in review. Specifically, the discretionary pay determinations have not resulted in a quantitative pay-for-performance misalignment. The increase in CEO incentive awards directionally aligns with the company's improved financial and stock price performance. Moreover, the CEO's long-term equity incentives are predominantly performance-conditioned with clearly disclosed multi-year goals. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of discretionary pay decisions.
Capital One Financial Corporation	05/05/2022	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Carlisle Companies Incorporated	05/04/2022	Management	1	Yes	Elect Director Robin J. Adams	For	For	Against	Against	Votes AGAINST Robin Adams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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Carlisle Companies Incorporate	05/04/2022	Management	2	Yes	Elect Director Jonathan R. Collins	For	For	For	For	Votes AGAINST Robin Adams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carlisle Companies Incorporate	05/04/2022	Management	3	Yes	Elect Director D. Christian Koch	For	For	For	For	Votes AGAINST Robin Adams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carlisle Companies Incorporate	05/04/2022	Management	4	Yes	Amend Votes Per Share of Existing Stock	For	For	For	For	A vote FOR this proposal is warranted given that its adoption will result in an equal voting structure for all shareholders.
Carlisle Companies Incorporate	05/04/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Carlisle Companies Incorporate	05/04/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards. * The plan administrator may provide loans to exercise awards.
Carlisle Companies Incorporate	05/04/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Carnival Corporation	04/08/2022	Management	1	Yes	Re-elect Micky Arison as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	2	Yes	Re-elect Jonathon Band as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	3	Yes	Re-elect Jason Glen Cahilly as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	4	Yes	Re-elect Helen Deeble as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	5	Yes	Re-elect Arnold W. Donald as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	6	Yes	Re-elect Jeffrey J. Gearhart as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	7	Yes	Re-elect Richard J. Glasier as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Carnival Corporation	04/08/2022	Management	8	Yes	Re-elect Katie Lahey as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	9	Yes	Re-elect John Parker as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	10	Yes	Re-elect Stuart Subotnick as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	11	Yes	Re-elect Laura Weil as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	12	Yes	Re-elect Randall J. Weisenburger as a Director of Carnival Corporation and as a Director of Carnival plc.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Arnold Donald, Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Richard Glasier, Sir Thomas Parker, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/08/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The annual bonus does not disclose any performance targets or even specific metrics used to determine payouts. Despite poor company performance and a lack of disclosure of goals, the annual bonus paid out at maximum. Furthermore, the company made a change to FY21 equity grants, which are now entirely in time-vested equity. It is incumbent upon a compensation committee to utilize pre-set performance metrics when setting executive compensation, and many investors view a shift from performance-based to entirely time-based or discretionary incentive awards as a problematic response to COVID-19 related market disruption.
Carnival Corporation	04/08/2022	Management	14	Yes	Approve Directors' Remuneration Report (in accordance with legal requirements applicable to UK companies)	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The majority of the Group's equity is held through Carnival Corp, which is classified as a US domestic issuer. Given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis.
Carnival Corporation	04/08/2022	Management	15	Yes	Reappoint PricewaterhouseCoopers LLP as Independent Auditors of Carnival plc; Ratify the Selection of the U.S. Firm of PricewaterhouseCoopers LLP as the Independent Registered Certified Public Accounting Firm of Carnival Corporation	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Carnival Corporation	04/08/2022	Management	16	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal to authorize the audit committee to fix the auditor's remuneration is warranted.
Carnival Corporation	04/08/2022	Management	17	Yes	Receive the UK Accounts and Reports of the Directors and Auditors of Carnival plc for the year ended November 30, 2021 (in accordance with legal requirements applicable to UK companies).	For	For	For	For	A vote FOR the Company's routine submission of the directors' report and financial statements is warranted as no significant concerns have been identified.
Carnival Corporation	04/08/2022	Management	18	Yes	Approve Issuance of Equity	For	For	Against	Against	A vote AGAINST Item 18 is warranted because the potential share capital increase is considered excessive. A vote FOR Item 19 is warranted as the proposed amount falls within recommended limits.
Carnival Corporation	04/08/2022	Management	19	Yes	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	For	For	For	A vote AGAINST Item 18 is warranted because the potential share capital increase is considered excessive. A vote FOR Item 19 is warranted as the proposed amount falls within recommended limits.
Carnival Corporation	04/08/2022	Management	20	Yes	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this resolution is warranted.

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						Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale
Carrier Global Corporation	04/14/2022	Management	1	Yes	Elect Director Jean-Pierre Garnier	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/14/2022	Management	2	Yes	Elect Director David L. Gitlin	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/14/2022	Management	3	Yes	Elect Director John J. Greisch	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/14/2022	Management	4	Yes	Elect Director Charles M. Holley, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/14/2022	Management	5	Yes	Elect Director Michael M. McNamara	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/14/2022	Management	6	Yes	Elect Director Michael A. Todman	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/14/2022	Management	7	Yes	Elect Director Virginia M. Wilson	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/14/2022	Management	8	Yes	Elect Director Beth A. Wozniak	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/14/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, given concerns regarding the size of certain CEO perquisites and significant tax gross-ups related to certain executive's relocation expenses. Concerns are also raised with respect to a lack of disclosure of performance goals under the long-term incentive program.
Carrier Global Corporation	04/14/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Carter's, Inc.	05/18/2022	Management	1	Yes	Elect Director Rochester (Rock) Anderson, Jr.	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee.
Carter's, Inc.	05/18/2022	Management	2	Yes	Elect Director Jeffrey H. Black	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	3	Yes	Elect Director Hali Borenstein	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee.
Carter's, Inc.	05/18/2022	Management	4	Yes	Elect Director Luis A. Borgen	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	5	Yes	Elect Director Michael D. Casey	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee.
Carter's, Inc.	05/18/2022	Management	6	Yes	Elect Director A. Bruce Cleverly	For	For	Against	Against	A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	7	Yes	Elect Director Jevin S. Eagle	For	For	Against	Against	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee.
Carter's, Inc.	05/18/2022	Management	8	Yes	Elect Director Mark P. Hipp	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	9	Yes	Elect Director William J. Montgoris	For	For	Against	Against	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee.
Carter's, Inc.	05/18/2022	Management	10	Yes	Elect Director Stacey S. Rauch	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	11	Yes	Elect Director Gretchen W. Schar	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee.
Carter's, Inc.	05/18/2022	Management	12	Yes	Elect Director Stephanie P. Stahl	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Carter's, Inc.	05/18/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes AGAINST William Montgoris, A. Bruce Cleverly and Jevin Eagle are warranted for serving as non-independent members of a key board committee.
Carter's, Inc.	05/18/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/08/2022	Management	1	Yes	Elect Director Kelly A. Ayotte	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Caterpillar Inc.	06/08/2022	Management	2	Yes	Elect Director David L. Calhoun	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
										Votes AGAINST non-independent nominees Donald James (Jim) Umpleby III, David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are warranted for lack of a majority independent board. Votes AGAINST David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are also warranted for serving as non-independent members of a key board committee.
										A vote FOR the remaining director nominees is warranted.
										Votes AGAINST non-independent nominees Donald James (Jim) Umpleby III, David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are warranted for lack of a majority independent board. Votes AGAINST David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are also warranted for serving as non-independent members of a key board committee.
										A vote FOR the remaining director nominees is warranted.

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Caterpillar Inc.	06/08/2022	Management	3	Yes	Elect Director Daniel M. Dickinson	For	For	Against	Against	Votes AGAINST non-independent nominees Donald James (Jim) Umpleby III, David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are warranted for lack of a majority independent board. Votes AGAINST David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/08/2022	Management	4	Yes	Elect Director Gerald Johnson	For	For	For	For	Votes AGAINST non-independent nominees Donald James (Jim) Umpleby III, David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are warranted for lack of a majority independent board. Votes AGAINST David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/08/2022	Management	5	Yes	Elect Director David W. MacLennan	For	For	For	For	Votes AGAINST non-independent nominees Donald James (Jim) Umpleby III, David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are warranted for lack of a majority independent board. Votes AGAINST David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/08/2022	Management	6	Yes	Elect Director Debra L. Reed-Klages	For	For	For	For	Votes AGAINST non-independent nominees Donald James (Jim) Umpleby III, David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are warranted for lack of a majority independent board. Votes AGAINST David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/08/2022	Management	7	Yes	Elect Director Edward B. Rust, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Donald James (Jim) Umpleby III, David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are warranted for lack of a majority independent board. Votes AGAINST David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/08/2022	Management	8	Yes	Elect Director Susan C. Schwab	For	For	Against	Against	Votes AGAINST non-independent nominees Donald James (Jim) Umpleby III, David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are warranted for lack of a majority independent board. Votes AGAINST David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/08/2022	Management	9	Yes	Elect Director D. James Umpleby, III	For	For	Against	Against	Votes AGAINST non-independent nominees Donald James (Jim) Umpleby III, David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are warranted for lack of a majority independent board. Votes AGAINST David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/08/2022	Management	10	Yes	Elect Director Rayford Wilkins, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Donald James (Jim) Umpleby III, David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are warranted for lack of a majority independent board. Votes AGAINST David Calhoun, Daniel Dickinson, Edward Rust Jr. and Susan Schwab are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/08/2022	Management	11	Yes	Ratify PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Caterpillar Inc.	06/08/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are primarily performance-based and pay and performance are reasonably aligned for the year in review.
Caterpillar Inc.	06/08/2022	Shareholder	13	Yes	Report on Long-Term Greenhouse Gas Targets Aligned with Paris Agreement	For	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Caterpillar Inc.	06/08/2022	Shareholder	14	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying and board oversight would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Caterpillar Inc.	06/08/2022	Shareholder	15	Yes	Report on Risks of Doing Business in Conflict-Affected Areas	Against	Against	For	For	A vote FOR this proposal is warranted because shareholders would benefit from additional disclosure to supplement the company's human rights policy to avoid causing or contributing to human rights violations, aid in minimizing controversies that may lead to financial liability and reputational damage for the company and mitigate the company's exposure to the potential associated operational risks.
Caterpillar Inc.	06/08/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.

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Cboe Global Markets, Inc.	05/12/2022	Management	1	Yes	Elect Director Edward T. Tilly	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	2	Yes	Elect Director Eugene S. Sunshine	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	3	Yes	Elect Director William M. Farrow, III	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	4	Yes	Elect Director Edward J. Fitzpatrick	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	5	Yes	Elect Director Ivan K. Fong	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	6	Yes	Elect Director Janet P. Froetscher	For	For	Against	Against	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	7	Yes	Elect Director Jill R. Goodman	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	8	Yes	Elect Director Alexander J. Matturri, Jr.	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	9	Yes	Elect Director Jennifer J. McPeck	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	10	Yes	Elect Director Roderick A. Palmore	For	For	Against	Against	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	11	Yes	Elect Director James E. Parisi	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	12	Yes	Elect Director Joseph P. Ratterman	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	13	Yes	Elect Director Jill E. Sommers	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	14	Yes	Elect Director Fredric J. Tomczyk	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cboe Global Markets, Inc.	05/12/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily inked to pre-set financial metrics and half of equity awards are performance-based. Some concern remains, however, regarding target payout of relative TSR for median performance, as well as the absence of a payout cap for negative absolute TSR results.	
Cboe Global Markets, Inc.	05/12/2022	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
CBRE Group, Inc.	05/18/2022	Management	1	Yes	Elect Director Brandon B. Boze	For	For	For	For	A vote AGAINST audit committee members Shira Goodman, Christopher (Chris) Jenny and Sanjiv Yajnik is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.	
CBRE Group, Inc.	05/18/2022	Management	2	Yes	Elect Director Beth F. Cobert	For	For	For	For	A vote AGAINST audit committee members Shira Goodman, Christopher (Chris) Jenny and Sanjiv Yajnik is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.	
CBRE Group, Inc.	05/18/2022	Management	3	Yes	Elect Director Reginald H. Gilyard	For	For	For	For	A vote AGAINST audit committee members Shira Goodman, Christopher (Chris) Jenny and Sanjiv Yajnik is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.	
CBRE Group, Inc.	05/18/2022	Management	4	Yes	Elect Director Shira D. Goodman	For	Against	Against	Against	A vote AGAINST audit committee members Shira Goodman, Christopher (Chris) Jenny and Sanjiv Yajnik is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.	
CBRE Group, Inc.	05/18/2022	Management	5	Yes	Elect Director Christopher T. Jenny	For	Against	Against	Against	A vote AGAINST audit committee members Shira Goodman, Christopher (Chris) Jenny and Sanjiv Yajnik is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.	



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CBRE Group, Inc.	05/18/2022	Management	6	Yes	Elect Director Gerardo I. Lopez	For	For	For	For	A vote AGAINST audit committee members Shira Goodman, Christopher (Chris) Jenny and Sanjiv Yajnik is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.	
CBRE Group, Inc.	05/18/2022	Management	7	Yes	Elect Director Susan Meaney	For	For	For	For	A vote AGAINST audit committee members Shira Goodman, Christopher (Chris) Jenny and Sanjiv Yajnik is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.	
CBRE Group, Inc.	05/18/2022	Management	8	Yes	Elect Director Oscar Munoz	For	For	For	For	A vote AGAINST audit committee members Shira Goodman, Christopher (Chris) Jenny and Sanjiv Yajnik is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.	
CBRE Group, Inc.	05/18/2022	Management	9	Yes	Elect Director Robert E. Sulentic	For	For	For	For	A vote AGAINST audit committee members Shira Goodman, Christopher (Chris) Jenny and Sanjiv Yajnik is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.	
CBRE Group, Inc.	05/18/2022	Management	10	Yes	Elect Director Sanjiv Yajnik	For	Against	Against	Against	A vote AGAINST audit committee members Shira Goodman, Christopher (Chris) Jenny and Sanjiv Yajnik is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.	
CBRE Group, Inc.	05/18/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
CBRE Group, Inc.	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The company clearly discloses the adjustments made to the performance targets underlying the 2020 performance equity awards, as well as the rationale for these adjustments. While these adjustments resulted in awards being earned at maximum, this is aligned with the company's recent strong TSR performance. Additionally, the majority of CEO pay remains conditioned on objective performance metrics, and the CEO agreed to reduce his pay during the year in review in light of the ongoing challenges presented by the COVID-19 pandemic.	
CBRE Group, Inc.	05/18/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 5.09 percent is acceptable.	
CBRE Group, Inc.	05/18/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.	
CDW Corporation	05/19/2022	Management	1	Yes	Elect Director Virginia C. Addicott	For	For	For	For	Votes AGAINST Paul Finnegan and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CDW Corporation	05/19/2022	Management	2	Yes	Elect Director James A. Bell	For	For	For	For	Votes AGAINST Paul Finnegan and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CDW Corporation	05/19/2022	Management	3	Yes	Elect Director Lynda M. Clarizio	For	For	For	For	Votes AGAINST Paul Finnegan and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CDW Corporation	05/19/2022	Management	4	Yes	Elect Director Paul J. Finnegan	For	For	Against	Against	Votes AGAINST Paul Finnegan and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CDW Corporation	05/19/2022	Management	5	Yes	Elect Director Anthony R. Foxx	For	For	For	For	Votes AGAINST Paul Finnegan and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CDW Corporation	05/19/2022	Management	6	Yes	Elect Director Christine A. Leahy	For	For	For	For	Votes AGAINST Paul Finnegan and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CDW Corporation	05/19/2022	Management	7	Yes	Elect Director Sanjay Mehrotra	For	For	For	For	Votes AGAINST Paul Finnegan and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CDW Corporation	05/19/2022	Management	8	Yes	Elect Director David W. Nelms	For	For	For	For	Votes AGAINST Paul Finnegan and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CDW Corporation	05/19/2022	Management	9	Yes	Elect Director Joseph R. Swedish	For	For	For	For	Votes AGAINST Paul Finnegan and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CDW Corporation	05/19/2022	Management	10	Yes	Elect Director Donna F. Zarcone	For	For	Against	Against	Votes AGAINST Paul Finnegan and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CDW Corporation	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance metrics and the recent above target payouts are aligned with the company's recent strong TSR performance.	
CDW Corporation	05/19/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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CDW Corporation	05/19/2022	Shareholder	13	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Celanese Corporation	04/20/2022	Management	1	Yes	Elect Director Jean S. Blackwell	For	For	For	For	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	2	Yes	Elect Director William M. Brown	For	For	For	For	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	3	Yes	Elect Director Edward G. Galante	For	For	For	For	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	4	Yes	Elect Director Rahul Ghai	For	For	For	For	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	5	Yes	Elect Director Kathryn M. Hill	For	For	For	For	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	6	Yes	Elect Director David F. Hoffmeister	For	For	Against	Against	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	7	Yes	Elect Director Jay V. Ihlenfeld	For	For	For	For	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	8	Yes	Elect Director Deborah J. Kissire	For	For	For	For	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	9	Yes	Elect Director Michael Koenig	For	For	For	For	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	10	Yes	Elect Director Kim K.W. Rucker	For	For	For	For	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	11	Yes	Elect Director Lori J. Ryerkerk	For	For	For	For	Votes AGAINST David Hoffmeister are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Celanese Corporation	04/20/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of CEO pay is based on objective performance metrics. The CEO's annual incentive award is no longer subject to a discretionary individual performance modifier and the majority of the company's equity awards are conditioned on long-term financial performance metrics.
Centene Corporation	04/26/2022	Management	1	Yes	Elect Director Orlando Ayala	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	04/26/2022	Management	2	Yes	Elect Director Kenneth A. Burdick	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	04/26/2022	Management	3	Yes	Elect Director H. James Dallas	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	04/26/2022	Management	4	Yes	Elect Director Sarah M. London	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	04/26/2022	Management	5	Yes	Elect Director Theodore R. Samuels	For	For	For	For	A vote FOR the director nominees is warranted.
Centene Corporation	04/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the compensation committee demonstrated adequate responsiveness to last year's vote result and pay-for-performance concerns for the year under review are mitigated, severance payments made to two former NEOs in FY21 are excessive and neither executives' separation is clearly described in the proxy statement as an involuntary termination for which they would be entitled to such payments under an existing employment or severance agreement. Further, concerns remain with respect to the magnitude of CEO perquisites.
Centene Corporation	04/26/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Centene Corporation	04/26/2022	Management	8	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Centene Corporation	04/26/2022	Management	9	Yes	Provide Right to Call Special Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the ability to call special meetings would improve shareholder rights, this is merely a request for the board to take action at a future meeting to provide a special meeting right with a 25 percent ownership threshold with otherwise undefined terms. The 25 percent ownership threshold is considered relatively high for a company of this size. Moreover, the proposed 10 percent threshold in Item 6 is considered more appropriate and it is recommended that shareholders vote in favor of

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Centene Corporation	04/26/2022	Shareholder	10	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as the ability to call special meetings would improve shareholder rights. The proposed 10 percent ownership threshold is more appropriate for a company of this size relative to the 25 percent proposed by management in Item 5, which also lacks specificity in its terms.
CenterPoint Energy, Inc.	04/22/2022	Management	1	Yes	Elect Director Wendy Montoya Cloonan	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/22/2022	Management	2	Yes	Elect Director Earl M. Cummings	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/22/2022	Management	3	Yes	Elect Director Christopher H. Franklin	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/22/2022	Management	4	Yes	Elect Director David J. Lesar	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/22/2022	Management	5	Yes	Elect Director Raquelle W. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/22/2022	Management	6	Yes	Elect Director Martin H. Nesbitt	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/22/2022	Management	7	Yes	Elect Director Theodore F. Pound	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/22/2022	Management	8	Yes	Elect Director Phillip R. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/22/2022	Management	9	Yes	Elect Director Barry T. Smitherman	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/22/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CenterPoint Energy, Inc.	04/22/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual and long-term incentives were primarily based on pre-set, financial performance targets, the committee will again increase the maximum opportunity under the short-term program after lowering it for FY21. In addition, the committee made a sizable retention grant to the CEO which is entirely time-based. The grant will also vest after a relatively short period of time, with 40 percent of the award vesting less than 18 months after the grant date. While the proxy discussed the committee's justification regarding a need to retain the CEO, the grant was outsized compared to annual compensation and the rationale in omitting performance criteria was not viewed as compelling.
CenterPoint Energy, Inc.	04/22/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ceridian HCM Holding Inc.	05/03/2022	Management	1	Yes	Elect Director Brent B. Bickett	For	Withhold	Withhold	Withhold	WITHHOLD votes for compensation committee members Brent Bickett and Ronald Clarke are warranted given the limited responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
Ceridian HCM Holding Inc.	05/03/2022	Management	2	Yes	Elect Director Ronald F. Clarke	For	Withhold	Withhold	Withhold	WITHHOLD votes for compensation committee members Brent Bickett and Ronald Clarke are warranted given the limited responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
Ceridian HCM Holding Inc.	05/03/2022	Management	3	Yes	Elect Director Ganesh B. Rao	For	For	For	For	WITHHOLD votes for compensation committee members Brent Bickett and Ronald Clarke are warranted given the limited responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
Ceridian HCM Holding Inc.	05/03/2022	Management	4	Yes	Elect Director Leagh E. Turner	For	For	For	For	WITHHOLD votes for compensation committee members Brent Bickett and Ronald Clarke are warranted given the limited responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
Ceridian HCM Holding Inc.	05/03/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	While pay and performance appear reasonably aligned at this time, some concerns are raised regarding incentive program actions and structures in FY21 and for FY22. While performance shares were introduced in FY21, performance is measured over a one-year period with the same metrics and goal as the annual incentive program. The compensation program therefore lacks a true long-term performance aspect and risks providing significant payouts for short-term performance. Continued monitoring of pay outcomes in FY22 is also warranted as the company implements a co-CEO leadership structure. Moreover, the compensation committee has demonstrated only limited responsiveness to last year's failed say-on-pay vote. While the company has committed to certain additional compensation program changes in FY22, some of the responsive actions were known to shareholders prior to the 2021 annual meeting and do not meaningfully address all of shareholders' concerns. Given this insufficient responsiveness, a vote AGAINST this proposal is warranted.
Ceridian HCM Holding Inc.	05/03/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cerner Corporation	05/26/2022	Management	1	Yes	Elect Director Mitchell E. Daniels, Jr.	For	For	For	For	Votes AGAINST R. Halsey Wise are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Cerner Corporation	05/26/2022	Management	2	Yes	Elect Director Elder Granger	For	For	For	For	Votes AGAINST R. Halsey Wise are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Cerner Corporation	05/26/2022	Management	3	Yes	Elect Director John J. Greisch	For	For	For	For	Votes AGAINST R. Halsey Wise are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Cerner Corporation	05/26/2022	Management	4	Yes	Elect Director Melinda J. Mount	For	For	For	For	Votes AGAINST R. Halsey Wise are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Cerner Corporation	05/26/2022	Management	5	Yes	Elect Director George A. Riedel	For	For	For	For	Votes AGAINST R. Halsey Wise are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Cerner Corporation	05/26/2022	Management	6	Yes	Elect Director R. Halsey Wise	For	For	Against	Against	Votes AGAINST R. Halsey Wise are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Cerner Corporation	05/26/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cerner Corporation	05/26/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an excessive amount of relocation benefits to the CEO; and * The CEO received gross-ups related to relocation benefits.
Cerner Corporation	05/26/2022	Management	9	Yes	Eliminate Supermajority Vote Requirements for Certain Business Combination Transactions	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Cerner Corporation	05/26/2022	Management	10	Yes	Eliminate Supermajority Vote Requirement to Amend or Repeal the By-Laws	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Cerner Corporation	05/26/2022	Management	11	Yes	Eliminate Supermajority Vote Requirement to Repeal Provisions of the Certificate	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Cerner Corporation	05/26/2022	Management	12	Yes	Eliminate Supermajority Vote Requirement to Remove Directors With or Without Cause	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Cerner Corporation	05/26/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Cerner Corporation	05/26/2022	Shareholder	14	Yes	Provide Right to Call a Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it is reasonable and in the best interests of shareholders, and that it will help increase the accountability of the board and management.
CF Industries Holdings, Inc.	05/11/2022	Management	1	Yes	Elect Director Javed Ahmed	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	2	Yes	Elect Director Robert C. Arzbaecher	For	For	Against	Against	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	3	Yes	Elect Director Deborah L. DeHaas	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	4	Yes	Elect Director John W. Eaves	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	5	Yes	Elect Director Stephen J. Hagge	For	For	Against	Against	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	6	Yes	Elect Director Jesus Madrazo Yris	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	7	Yes	Elect Director Anne P. Noonan	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	8	Yes	Elect Director Michael J. Toelle	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	9	Yes	Elect Director Theresa E. Wagler	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	10	Yes	Elect Director Celso L. White	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	11	Yes	Elect Director W. Anthony Will	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/11/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
CF Industries Holdings, Inc.	05/11/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
CF Industries Holdings, Inc.	05/11/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CF Industries Holdings, Inc.	05/11/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Change Healthcare Inc.	03/29/2022	Management	1	Yes	Elect Director Neil E. de Crescenzo	For	For	For	For	WITHHOLD votes for governance committee members Nicholas Kuhar, Bansi Nagji, Neil Simpkins, and Robert Zollars are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Change Healthcare Inc.	03/29/2022	Management	2	Yes	Elect Director Howard L. Lance	For	For	For	For	WITHHOLD votes for governance committee members Nicholas Kuhar, Bansi Nagji, Neil Simpkins, and Robert Zollars are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Change Healthcare Inc.	03/29/2022	Management	3	Yes	Elect Director Nella Domenici	For	For	For	For	WITHHOLD votes for governance committee members Nicholas Kuhar, Bansi Nagji, Neil Simpkins, and Robert Zollars are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Change Healthcare Inc.	03/29/2022	Management	4	Yes	Elect Director Nicholas L. Kuhar	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Nicholas Kuhar, Bansi Nagji, Neil Simpkins, and Robert Zollars are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Change Healthcare Inc.	03/29/2022	Management	5	Yes	Elect Director Diana McKenzie	For	For	For	For	WITHHOLD votes for governance committee members Nicholas Kuhar, Bansi Nagji, Neil Simpkins, and Robert Zollars are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Change Healthcare Inc.	03/29/2022	Management	6	Yes	Elect Director Bansi Nagji	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Nicholas Kuhar, Bansi Nagji, Neil Simpkins, and Robert Zollars are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Change Healthcare Inc.	03/29/2022	Management	7	Yes	Elect Director Philip M. Pead	For	For	For	For	WITHHOLD votes for governance committee members Nicholas Kuhar, Bansi Nagji, Neil Simpkins, and Robert Zollars are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Change Healthcare Inc.	03/29/2022	Management	8	Yes	Elect Director Phillip W. Roe	For	For	For	For	WITHHOLD votes for governance committee members Nicholas Kuhar, Bansi Nagji, Neil Simpkins, and Robert Zollars are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Change Healthcare Inc.	03/29/2022	Management	9	Yes	Elect Director Neil P. Simpkins	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Nicholas Kuhar, Bansi Nagji, Neil Simpkins, and Robert Zollars are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Change Healthcare Inc.	03/29/2022	Management	10	Yes	Elect Director Robert J. Zollars	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Nicholas Kuhar, Bansi Nagji, Neil Simpkins, and Robert Zollars are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Change Healthcare Inc.	03/29/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Change Healthcare Inc.	03/29/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Charles River Laboratories Inte	05/10/2022	Management	1	Yes	Elect Director James C. Foster	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



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Charles River Laboratories Inte	05/10/2022	Management	2	Yes	Elect Director Nancy C. Andrews	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Charles River Laboratories Inte	05/10/2022	Management	3	Yes	Elect Director Robert Bertolini	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Charles River Laboratories Inte	05/10/2022	Management	4	Yes	Elect Director Deborah T. Kochevar	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Charles River Laboratories Inte	05/10/2022	Management	5	Yes	Elect Director George Llado, Sr.	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Charles River Laboratories Inte	05/10/2022	Management	6	Yes	Elect Director Martin W. Mackay	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Charles River Laboratories Inte	05/10/2022	Management	7	Yes	Elect Director George E. Massaro	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Charles River Laboratories Inte	05/10/2022	Management	8	Yes	Elect Director C. Richard Reese	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	

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Charles River Laboratories Inte	05/10/2022	Management	9	Yes	Elect Director Richard F. Wallman	For	For	Against	Against		Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories Inte	05/10/2022	Management	10	Yes	Elect Director Virginia M. Wilson	For	For	For	For		Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories Inte	05/10/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and incentive awards continued to be based entirely on objective financial measures
Charles River Laboratories Inte	05/10/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against		A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Charter Communications, Inc.	04/26/2022	Management	1	Yes	Elect Director W. Lance Conn	For	Against	Against	Against		Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/26/2022	Management	2	Yes	Elect Director Kim C. Goodman	For	For	For	For		Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					Voting Policy Rationale	
Charter Communications, Inc.	04/26/2022	Management	3	Yes	Elect Director Craig A. Jacobson	For	For	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.	
Charter Communications, Inc.	04/26/2022	Management	4	Yes	Elect Director Gregory B. Maffei	For	Against	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.	
Charter Communications, Inc.	04/26/2022	Management	5	Yes	Elect Director John D. Markley, Jr.	For	For	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					Voting Policy Rationale	
Charter Communications, Inc.	04/26/2022	Management	6	Yes	Elect Director David C. Merritt	For	For	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.	
Charter Communications, Inc.	04/26/2022	Management	7	Yes	Elect Director James E. Meyer	For	For	For	For	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.	
Charter Communications, Inc.	04/26/2022	Management	8	Yes	Elect Director Steven A. Miron	For	Against	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					Voting Policy Rationale	
Charter Communications, Inc.	04/26/2022	Management	9	Yes	Elect Director Balan Nair	For	For	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.	
Charter Communications, Inc.	04/26/2022	Management	10	Yes	Elect Director Michael A. Newhouse	For	For	For	For	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.	
Charter Communications, Inc.	04/26/2022	Management	11	Yes	Elect Director Mauricio Ramos	For	Against	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.	



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Charter Communications, Inc.	04/26/2022	Management	12	Yes	Elect Director Thomas M. Rutledge	For	For	For	For	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/26/2022	Management	13	Yes	Elect Director Eric L. Zinterhofer	For	Against	Against	Against	Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. Votes AGAINST Compensation Committee members Eric Zinterhofer, W. Lance Conn, Gregory (Greg) Maffei, Steven Miron, and Mauricio Ramos are warranted given ongoing concerns with respect to large guaranteed time-vesting stock option awards to the CEO, a lack of performance-conditioned long-term incentives for other NEOs, and a change to the CEO's short-term incentive goals that ties a majority of his payout to subjectively determined achievements. In addition, a recently amended employment agreement with NEO Winfrey provides for multi-year guaranteed equity awards. Moreover, concerns are raised with respect to the inclusion of a problematic modified single-trigger severance provision in the CEO's existing employment agreement, provision of excessive life insurance and corporate aircraft-related perquisites, and utilizing above-median benchmarking in determining NEOs' base salaries and target incentive opportunities. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/26/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Charter Communications, Inc.	04/26/2022	Shareholder	15	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional reporting on the company's lobbying practices and policies, including its trade association memberships and payments, would benefit shareholders in assessing its management of related risks.
Charter Communications, Inc.	04/26/2022	Shareholder	16	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Charter Communications, Inc.	04/26/2022	Shareholder	17	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as more comprehensive information regarding the company's political contribution spending and nonprofit organization participation would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
Charter Communications, Inc.	04/26/2022	Shareholder	18	Yes	Disclose Climate Action Plan and GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction goals aligned with Paris Agreement goals, would allow shareholders to better assess how the company is mitigating climate change related risks.
Charter Communications, Inc.	04/26/2022	Shareholder	19	Yes	Adopt Policy to Annually Disclose EEO-1 Data	Against	For	For	For	A vote FOR this proposal is warranted, as additional diversity-related disclosure would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
Charter Communications, Inc.	04/26/2022	Shareholder	20	Yes	Report on Effectiveness of Diversity, Equity and Inclusion Efforts and Metrics	Against	For	For	For	A vote FOR this proposal is warranted, as reporting quantitative, comparable diversity data would allow shareholders to better assess the effectiveness of Charter's diversity, equity and inclusion efforts and management of related risks.
Chegg, Inc.	06/01/2022	Management	1	Yes	Elect Director John (Jed) York	For	For	For	For	A vote FOR all director nominees is warranted.
Chegg, Inc.	06/01/2022	Management	2	Yes	Elect Director Melanie Whelan	For	For	For	For	A vote FOR all director nominees is warranted.
Chegg, Inc.	06/01/2022	Management	3	Yes	Elect Director Sarah Bond	For	For	For	For	A vote FOR all director nominees is warranted.
Chegg, Inc.	06/01/2022	Management	4	Yes	Elect Director Marcela Martin	For	For	For	For	A vote FOR all director nominees is warranted.

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Chegg, Inc.	06/01/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Chegg, Inc.	06/01/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Chemed Corporation	05/16/2022	Management	1	Yes	Elect Director Kevin J. McNamara	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Joel Gemunder, Patrick Grace, Thomas Hutton, Andrea Lindell, Thomas Rice and Donald Saunders are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Joel Gemunder, Patrick Grace, Andrea Lindell, Thomas Rice and Donald Saunders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/16/2022	Management	2	Yes	Elect Director Ron DeLyons	For	For	For	For	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Joel Gemunder, Patrick Grace, Thomas Hutton, Andrea Lindell, Thomas Rice and Donald Saunders are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Joel Gemunder, Patrick Grace, Andrea Lindell, Thomas Rice and Donald Saunders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/16/2022	Management	3	Yes	Elect Director Joel F. Gemunder	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Joel Gemunder, Patrick Grace, Thomas Hutton, Andrea Lindell, Thomas Rice and Donald Saunders are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Joel Gemunder, Patrick Grace, Andrea Lindell, Thomas Rice and Donald Saunders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/16/2022	Management	4	Yes	Elect Director Patrick P. Grace	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Joel Gemunder, Patrick Grace, Thomas Hutton, Andrea Lindell, Thomas Rice and Donald Saunders are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Joel Gemunder, Patrick Grace, Andrea Lindell, Thomas Rice and Donald Saunders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/16/2022	Management	5	Yes	Elect Director Christopher J. Heaney	For	For	For	For	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Joel Gemunder, Patrick Grace, Thomas Hutton, Andrea Lindell, Thomas Rice and Donald Saunders are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Joel Gemunder, Patrick Grace, Andrea Lindell, Thomas Rice and Donald Saunders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/16/2022	Management	6	Yes	Elect Director Thomas C. Hutton	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Joel Gemunder, Patrick Grace, Thomas Hutton, Andrea Lindell, Thomas Rice and Donald Saunders are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Joel Gemunder, Patrick Grace, Andrea Lindell, Thomas Rice and Donald Saunders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/16/2022	Management	7	Yes	Elect Director Andrea R. Lindell	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Joel Gemunder, Patrick Grace, Thomas Hutton, Andrea Lindell, Thomas Rice and Donald Saunders are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Joel Gemunder, Patrick Grace, Andrea Lindell, Thomas Rice and Donald Saunders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/16/2022	Management	8	Yes	Elect Director Thomas P. Rice	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Joel Gemunder, Patrick Grace, Thomas Hutton, Andrea Lindell, Thomas Rice and Donald Saunders are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Joel Gemunder, Patrick Grace, Andrea Lindell, Thomas Rice and Donald Saunders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/16/2022	Management	9	Yes	Elect Director Donald E. Saunders	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Joel Gemunder, Patrick Grace, Thomas Hutton, Andrea Lindell, Thomas Rice and Donald Saunders are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Joel Gemunder, Patrick Grace, Andrea Lindell, Thomas Rice and Donald Saunders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Chemed Corporation	05/16/2022	Management	10	Yes	Elect Director George J. Walsh, III	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Joel Gemunder, Patrick Grace, Thomas Hutton, Andrea Lindell, Thomas Rice and Donald Saunders are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Joel Gemunder, Patrick Grace, Andrea Lindell, Thomas Rice and Donald Saunders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Chemed Corporation	05/16/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.40 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Chemed Corporation	05/16/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Chemed Corporation	05/16/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.	
Cheniere Energy, Inc.	05/12/2022	Management	1	Yes	Elect Director G. Andrea Botta	For	For	Against	Against	Votes AGAINST non-independent nominees G. Andrea Botta, Jack Fusco, Vicky Bailey, David Kilpatrick and Scott Peak are warranted for lack of a majority independent board. Votes AGAINST G. Andrea Botta, Vicky Bailey and David Kilpatrick are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is	
Cheniere Energy, Inc.	05/12/2022	Management	2	Yes	Elect Director Jack A. Fusco	For	For	Against	Against	Votes AGAINST non-independent nominees G. Andrea Botta, Jack Fusco, Vicky Bailey, David Kilpatrick and Scott Peak are warranted for lack of a majority independent board. Votes AGAINST G. Andrea Botta, Vicky Bailey and David Kilpatrick are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is	
Cheniere Energy, Inc.	05/12/2022	Management	3	Yes	Elect Director Vicky A. Bailey	For	For	Against	Against	Votes AGAINST non-independent nominees G. Andrea Botta, Jack Fusco, Vicky Bailey, David Kilpatrick and Scott Peak are warranted for lack of a majority independent board. Votes AGAINST G. Andrea Botta, Vicky Bailey and David Kilpatrick are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is	
Cheniere Energy, Inc.	05/12/2022	Management	4	Yes	Elect Director Patricia K. Collawn	For	For	Against	Against	Votes AGAINST non-independent nominees G. Andrea Botta, Jack Fusco, Vicky Bailey, David Kilpatrick and Scott Peak are warranted for lack of a majority independent board. Votes AGAINST G. Andrea Botta, Vicky Bailey and David Kilpatrick are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is	
Cheniere Energy, Inc.	05/12/2022	Management	5	Yes	Elect Director David B. Kilpatrick	For	For	Against	Against	Votes AGAINST non-independent nominees G. Andrea Botta, Jack Fusco, Vicky Bailey, David Kilpatrick and Scott Peak are warranted for lack of a majority independent board. Votes AGAINST G. Andrea Botta, Vicky Bailey and David Kilpatrick are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is	
Cheniere Energy, Inc.	05/12/2022	Management	6	Yes	Elect Director Lorraine Mitchelmore	For	For	For	For	Votes AGAINST non-independent nominees G. Andrea Botta, Jack Fusco, Vicky Bailey, David Kilpatrick and Scott Peak are warranted for lack of a majority independent board. Votes AGAINST G. Andrea Botta, Vicky Bailey and David Kilpatrick are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is	
Cheniere Energy, Inc.	05/12/2022	Management	7	Yes	Elect Director Scott Peak	For	For	Against	Against	Votes AGAINST non-independent nominees G. Andrea Botta, Jack Fusco, Vicky Bailey, David Kilpatrick and Scott Peak are warranted for lack of a majority independent board. Votes AGAINST G. Andrea Botta, Vicky Bailey and David Kilpatrick are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is	
Cheniere Energy, Inc.	05/12/2022	Management	8	Yes	Elect Director Donald F. Robillard, Jr.	For	For	For	For	Votes AGAINST non-independent nominees G. Andrea Botta, Jack Fusco, Vicky Bailey, David Kilpatrick and Scott Peak are warranted for lack of a majority independent board. Votes AGAINST G. Andrea Botta, Vicky Bailey and David Kilpatrick are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is	

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Cheniere Energy, Inc.	05/12/2022	Management	9	Yes	Elect Director Neal A. Shear	For	For	For	For	Votes AGAINST non-independent nominees G. Andrea Botta, Jack Fusco, Vicky Bailey, David Kilpatrick and Scott Peak are warranted for lack of a majority independent board. Votes AGAINST G. Andrea Botta, Vicky Bailey and David Kilpatrick are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
Cheniere Energy, Inc.	05/12/2022	Management	10	Yes	Elect Director Andrew J. Teno	For	For	For	For	Votes AGAINST non-independent nominees G. Andrea Botta, Jack Fusco, Vicky Bailey, David Kilpatrick and Scott Peak are warranted for lack of a majority independent board. Votes AGAINST G. Andrea Botta, Vicky Bailey and David Kilpatrick are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Patricia Collawn are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
Cheniere Energy, Inc.	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, support FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Close monitoring of the pay program is warranted; however, given the significant increase in the CEO's target LTI opportunity in 2022 to ensure pay remains reasonably aligned with performance in the future.
Cheniere Energy, Inc.	05/12/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chevron Corporation	05/25/2022	Management	1	Yes	Elect Director Wanda M. Austin	For	For	For	For	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.
Chevron Corporation	05/25/2022	Management	2	Yes	Elect Director John B. Frank	For	For	For	For	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.
Chevron Corporation	05/25/2022	Management	3	Yes	Elect Director Alice P. Gast	For	For	For	For	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.
Chevron Corporation	05/25/2022	Management	4	Yes	Elect Director Enrique Hernandez, Jr.	For	For	Against	Against	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.

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Chevron Corporation	05/25/2022	Management	5	Yes	Elect Director Marilyn A. Hewson	For	For	For	For	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.	
Chevron Corporation	05/25/2022	Management	6	Yes	Elect Director Jon M. Huntsman Jr.	For	For	For	For	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.	
Chevron Corporation	05/25/2022	Management	7	Yes	Elect Director Charles W. Moorman	For	For	For	For	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.	
Chevron Corporation	05/25/2022	Management	8	Yes	Elect Director Dambisa F. Moyo	For	For	For	For	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.	
Chevron Corporation	05/25/2022	Management	9	Yes	Elect Director Debra Reed-Klages	For	For	For	For	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.	



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Chevron Corporation	05/25/2022	Management	10	Yes	Elect Director Ronald D. Sugar	For	For	Against	Against	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.
Chevron Corporation	05/25/2022	Management	11	Yes	Elect Director D. James Umpleby, III	For	For	For	For	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.
Chevron Corporation	05/25/2022	Management	12	Yes	Elect Director Michael K. Wirth	For	For	Against	Against	Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary and due to the board's insufficient responsiveness to a majority-supported proposal on Scope 3 emissions reduction. Votes AGAINST Ronald (Ron) Sugar and Enrique (Rick) Hernandez Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR the other members of the Public Policy and Sustainability Committee, Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III, are warranted, with caution, because the company has only been partially responsive to a majority-supported shareholder proposal. Votes FOR the remaining director nominees are warranted.
Chevron Corporation	05/25/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chevron Corporation	05/25/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment persisted for the year under review and sufficient mitigating factors were not identified. Annual incentive payouts are heavily impacted by individual performance factors, for which the committee provides limited disclosure of the considerations made when determining payouts. In addition, while the company added certain targets to the annual incentive plan scorecard, threshold and maximum goals are lacking, and disclosure of qualitative goals and achievements is also limited. Lack of such disclosure limits transparency into the pay-for-performance alignment of the program, impeding investors' ability to assess payouts and goal rigor from year to year. Lastly, in the LTI program, performance for the new ROCE metric targets merely the median of peers and, as the peer group is relatively small, a portion of the award will vest for any performance level that is not the bottom of the peer group. The TSR-based performance awards also continue to allow for above-target vesting for negative returns.
Chevron Corporation	05/25/2022	Management	15	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
Chevron Corporation	05/25/2022	Shareholder	16	Yes	Adopt Medium and Long-Term GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Chevron Corporation	05/25/2022	Shareholder	17	Yes	Issue Audited Net-Zero Scenario Analysis Report	Against	For	For	For	A vote FOR this proposal is warranted because shareholders would benefit from greater disclosure about the company's risk of stranded assets, given its planned spending plan and business strategy.
Chevron Corporation	05/25/2022	Shareholder	18	Yes	Oversee and Report on Reliability of Methane Emission Disclosures	For	For	For	For	A vote FOR this resolution is warranted, because direct measurements of methane emissions often produce larger estimates than calculations of methane emissions.
Chevron Corporation	05/25/2022	Shareholder	19	Yes	Report on Business with Conflict-Complicit Governments	Against	Against	For	For	A vote FOR this proposal is warranted as it should further strengthen the company's commitment to and respect for the preservation and protection of human rights and help minimize the company's exposure to the risks posed by operations in politically volatile countries where significant human rights abuses are prevalent.

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Chevron Corporation	05/25/2022	Shareholder	20	Yes	Oversee and Report a Racial Equity Audit	Against	For	For	For	A vote FOR this proposal is warranted, because a racial equity audit would allow shareholders to better evaluate the company's management of potential racial equity or human rights concerns, including from pollution or GHG emissions, that are associated with its operations.
Chevron Corporation	05/25/2022	Shareholder	21	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the threshold to call a special meeting and removing the agenda item restrictions would enhance the current shareholder right to call special meetings.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	1	Yes	Elect Director Albert S. Baldocchi	For	For	Withhold	Withhold	WITHHOLD votes for Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	2	Yes	Elect Director Matthew A. Carey	For	For	For	For	WITHHOLD votes for Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	3	Yes	Elect Director Gregg L. Engles	For	For	For	For	WITHHOLD votes for Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	4	Yes	Elect Director Patricia Fili-Krushel	For	For	For	For	WITHHOLD votes for Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	5	Yes	Elect Director Mauricio Gutierrez	For	For	For	For	WITHHOLD votes for Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	6	Yes	Elect Director Robin Hickenlooper	For	For	For	For	WITHHOLD votes for Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	7	Yes	Elect Director Scott Maw	For	For	For	For	WITHHOLD votes for Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	8	Yes	Elect Director Brian Niccol	For	For	For	For	WITHHOLD votes for Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	9	Yes	Elect Director Mary Winston	For	For	For	For	WITHHOLD votes for Albert (Al) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee has made positive pay program changes and has also committed not to modify in-flight annual cash or equity incentive awards held by its executive officers, except possibly in the event of extraordinary circumstances, thereby demonstrating adequate responsiveness to the prior year's relatively low say-on-pay. Additionally, the majority of the CEO's pay is conditioned on objective performance metrics and CEO pay and company performance were reasonably aligned during the year in review.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Chipotle Mexican Grill, Inc.	05/18/2022	Management	13	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Chipotle Mexican Grill, Inc.	05/18/2022	Shareholder	14	Yes	Oversee and Report a Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Chipotle's efforts to address the issue of any inequality in its workforce and its management of related risks.
Chipotle Mexican Grill, Inc.	05/18/2022	Shareholder	15	Yes	Report on Effectiveness of Diversity Equity and Inclusion Efforts and Metrics	Against	Against	For	For	A vote FOR this resolution is warranted, as additional diversity-related disclosure would allow shareholders to better assess the effectiveness of the company's diversity and inclusion efforts and its management of related risks.
Choice Hotels International, Inc	05/25/2022	Management	1	Yes	Elect Director Brian B. Bainum	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc	05/25/2022	Management	2	Yes	Elect Director Stewart W. Bainum, Jr.	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc	05/25/2022	Management	3	Yes	Elect Director William L. Jews	For	For	Against	Against	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc	05/25/2022	Management	4	Yes	Elect Director Monte J.M. Koch	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Choice Hotels International, Inc	05/25/2022	Management	5	Yes	Elect Director Liza K. Landsman	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc	05/25/2022	Management	6	Yes	Elect Director Patrick S. Pacious	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc	05/25/2022	Management	7	Yes	Elect Director Ervin R. Shames	For	For	Against	Against	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc	05/25/2022	Management	8	Yes	Elect Director Gordon A. Smith	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc	05/25/2022	Management	9	Yes	Elect Director Maureen D. Sullivan	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc	05/25/2022	Management	10	Yes	Elect Director John P. Tague	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc	05/25/2022	Management	11	Yes	Elect Director Donna F. Vieira	For	For	For	For	Votes AGAINST Ervin Shames and William Jews are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Choice Hotels International, Inc	05/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Choice Hotels International, Inc	05/25/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chubb Limited	05/19/2022	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this routine item is warranted.
Chubb Limited	05/19/2022	Management	2	Yes	Allocate Disposable Profit	For	For	For	For	Votes FOR these proposals are warranted due to a lack of concerns.
Chubb Limited	05/19/2022	Management	3	Yes	Approve Dividend Distribution From Legal Reserves Through Capital Contributions Reserve Subaccount	For	For	For	For	Votes FOR these proposals are warranted due to a lack of concerns.
Chubb Limited	05/19/2022	Management	4	Yes	Approve Discharge of Board of Directors	For	For	For	For	A vote FOR this proposal is warranted.
Chubb Limited	05/19/2022	Management	5	Yes	Ratify PricewaterhouseCoopers AG (Zurich) as Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chubb Limited	05/19/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP (United States) as Independent Registered Accounting Firm	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chubb Limited	05/19/2022	Management	7	Yes	Ratify BDO AG (Zurich) as Special Audit Firm	For	For	For	For	A vote FOR this proposal to ratify the special auditor is warranted.
Chubb Limited	05/19/2022	Management	8	Yes	Elect Director Evan G. Greenberg	For	For	Against	Against	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	9	Yes	Elect Director Michael P. Connors	For	For	Against	Against	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	10	Yes	Elect Director Michael G. Atieh	For	For	For	For	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	11	Yes	Elect Director Kathy Bonanno	For	For	For	For	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.

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Chubb Limited	05/19/2022	Management	12	Yes	Elect Director Sheila P. Burke	For	For	For	For	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	13	Yes	Elect Director Mary Cirillo	For	For	Against	Against	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	14	Yes	Elect Director Robert J. Hugin	For	For	For	For	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	15	Yes	Elect Director Robert W. Scully	For	For	For	For	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	16	Yes	Elect Director Theodore E. Shasta	For	For	Against	Against	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	17	Yes	Elect Director David H. Sidwell	For	For	For	For	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	18	Yes	Elect Director Olivier Steimer	For	For	Against	Against	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	19	Yes	Elect Director Luis Tellez	For	For	For	For	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.

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Chubb Limited	05/19/2022	Management	20	Yes	Elect Director Frances F. Townsend	For	For	For	For	Votes AGAINST Michael Connors, Mary Cirillo-Goldberg and Theodore Shasta are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating & Governance Committee Chair Mary Cirillo-Goldberg, Board Chair and CEO Even G. Greenberg, and Risk & Finance Committee Chair Olivier Steimer are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/19/2022	Management	21	Yes	Elect Evan G. Greenberg as Board Chairman	For	Against	Against	Against	A vote AGAINST the election of Evan G. Greenberg as board chair is warranted because he also serves as CEO and because his election to the board does not warrant support.
Chubb Limited	05/19/2022	Management	22	Yes	Elect Michael P. Connors as Member of the Compensation Committee	For	For	Against	Against	Votes AGAINST Michael P. Connors and Mary Cirillo are warranted for serving as non-independent members of a key board committee. Votes FOR Frances F Townsend are warranted.
Chubb Limited	05/19/2022	Management	23	Yes	Elect Mary Cirillo as Member of the Compensation Committee	For	For	Against	Against	Votes AGAINST Michael P. Connors and Mary Cirillo are warranted for serving as non-independent members of a key board committee. Votes FOR Frances F Townsend are warranted.
Chubb Limited	05/19/2022	Management	24	Yes	Elect Frances F. Townsend as Member of the Compensation Committee	For	For	For	For	Votes AGAINST Michael P. Connors and Mary Cirillo are warranted for serving as non-independent members of a key board committee. Votes FOR Frances F Townsend are warranted.
Chubb Limited	05/19/2022	Management	25	Yes	Designate Homburger AG as Independent Proxy	For	For	For	For	A vote FOR this proposal is warranted due to a lack of concerns.
Chubb Limited	05/19/2022	Management	26	Yes	Approve Creation of Authorized Capital With or Without Preemptive Rights	For	For	For	For	A vote FOR the proposed authorization is warranted.
Chubb Limited	05/19/2022	Management	27	Yes	Approve CHF 318,275,265 Reduction in Share Capital via Cancellation of Repurchased Shares	For	For	For	For	A vote FOR the proposed share capital reduction is warranted.
Chubb Limited	05/19/2022	Management	28	Yes	Approve Remuneration of Directors in the Amount of USD 4.8 Million	For	For	For	For	A vote FOR this proposal is warranted because the proposed amount is broadly in line with market practice.
Chubb Limited	05/19/2022	Management	29	Yes	Approve Remuneration of Executive Management in the Amount of USD 54 Million for Fiscal 2023	For	For	Against	Against	As the company is classified as a US domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis. Accordingly, a vote AGAINST this proposal is warranted.
Chubb Limited	05/19/2022	Management	30	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft-related perquisite to the CEO.
Chubb Limited	05/19/2022	Shareholder	31	Yes	Adopt and Disclose Policies to Ensure Underwriting Does Not Support New Fossil Fuel Supplies	Against	Against	For	For	A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments to net zero activities and help ensure stronger alignment between the company's net zero goals and its policies and actions. Adoption of the resolution would also provide shareholders with a better understanding of the company's management and oversight of related risks.
Chubb Limited	05/19/2022	Shareholder	32	Yes	Report on Efforts to Reduce GHG Emissions Associated with Underwriting, Insuring, and Investing	Against	For	For	For	A vote FOR this proposal is warranted, because it would help shareholders better evaluate the company's management of climate risks from its underwriting, investment, and insurance activities.
Church & Dwight Co., Inc.	04/28/2022	Management	1	Yes	Elect Director Bradlen S. Cashaw	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/28/2022	Management	2	Yes	Elect Director James R. Craigie	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/28/2022	Management	3	Yes	Elect Director Matthew T. Farrell	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/28/2022	Management	4	Yes	Elect Director Bradley C. Irwin	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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										Voting Policy Rationale	
Church & Dwight Co., Inc.	04/28/2022	Management	5	Yes	Elect Director Penry W. Price	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Church & Dwight Co., Inc.	04/28/2022	Management	6	Yes	Elect Director Susan G. Saideman	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Church & Dwight Co., Inc.	04/28/2022	Management	7	Yes	Elect Director Ravichandra K. Saligram	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Church & Dwight Co., Inc.	04/28/2022	Management	8	Yes	Elect Director Robert K. Shearer	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Church & Dwight Co., Inc.	04/28/2022	Management	9	Yes	Elect Director Janet S. Vergis	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Church & Dwight Co., Inc.	04/28/2022	Management	10	Yes	Elect Director Arthur B. Winkleblack	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Church & Dwight Co., Inc.	04/28/2022	Management	11	Yes	Elect Director Laurie J. Yoler	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Bradley Irwin, James Craigie, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Bradley Irwin, Ravichandra (Ravi) Saligram, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Church & Dwight Co., Inc.	04/28/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although concerns are noted regarding the lack of performance-based equity, a vote FOR this proposal is warranted as pay and performance are reasonable aligned.	
Church & Dwight Co., Inc.	04/28/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Church & Dwight Co., Inc.	04/28/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Church & Dwight Co., Inc.	04/28/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right would remain small.	
Churchill Downs Incorporated	04/26/2022	Management	1	Yes	Elect Director Ulysses L. Bridgeman, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominee R. Alex Rankin are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Ulysses L. Bridgeman, Jr. is warranted.	
Churchill Downs Incorporated	04/26/2022	Management	2	Yes	Elect Director R. Alex Rankin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee R. Alex Rankin are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Ulysses L. Bridgeman, Jr. is warranted.	
Churchill Downs Incorporated	04/26/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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Churchill Downs Incorporated	04/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ciena Corporation	03/31/2022	Management	1	Yes	Elect Director Lawton W. Fitt	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick Nettles and Lawton Fitt are warranted for lack of a majority independent board.Votes AGAINST Lawton Fitt are also warranted for serving as a non-independent member of a key board committee.A vote FOR Devinder Kumar is warranted.
Ciena Corporation	03/31/2022	Management	2	Yes	Elect Director Devinder Kumar	For	For	For	For	Votes AGAINST non-independent nominees Patrick Nettles and Lawton Fitt are warranted for lack of a majority independent board.Votes AGAINST Lawton Fitt are also warranted for serving as a non-independent member of a key board committee.A vote FOR Devinder Kumar is warranted.
Ciena Corporation	03/31/2022	Management	3	Yes	Elect Director Patrick H. Nettles	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick Nettles and Lawton Fitt are warranted for lack of a majority independent board.Votes AGAINST Lawton Fitt are also warranted for serving as a non-independent member of a key board committee.A vote FOR Devinder Kumar is warranted.
Ciena Corporation	03/31/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ciena Corporation	03/31/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cigna Corporation	04/27/2022	Management	1	Yes	Elect Director David M. Cordani	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	2	Yes	Elect Director William J. DeLaney	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	3	Yes	Elect Director Eric J. Foss	For	For	Against	Against	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	4	Yes	Elect Director Elder Granger	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	5	Yes	Elect Director Neesha Hathi	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	6	Yes	Elect Director George Kurian	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	7	Yes	Elect Director Kathleen M. Mazzarella	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	8	Yes	Elect Director Mark B. McClellan	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	9	Yes	Elect Director Kimberly A. Ross	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	10	Yes	Elect Director Eric C. Wiseman	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	11	Yes	Elect Director Donna F. Zarcone	For	For	Against	Against	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cigna Corporation	04/27/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO. Concerns are also noted regarding the lack of forward-looking goal disclosure under the long-term incentive program, and the significant use of committee discretion for annual incentive awards.
Cigna Corporation	04/27/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cigna Corporation	04/27/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold would make the special meeting right more easily exercisable by institutional investors, while still providing protection against abuse.
Cigna Corporation	04/27/2022	Shareholder	15	Yes	Report on Gender Pay Gap	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's diversity and inclusion initiatives.
Cigna Corporation	04/27/2022	Shareholder	16	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as more comprehensive information comparing Cigna's public policy statements and its direct and indirect political contributions and nonprofit organization participation would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks from political activities conducted by its

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Cincinnati Financial Corporation	05/07/2022	Management	1	Yes	Elect Director Thomas J. Aaron	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	2	Yes	Elect Director William F. Bahl	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	3	Yes	Elect Director Nancy C. Benacci	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	4	Yes	Elect Director Linda W. Clement-Holmes	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	5	Yes	Elect Director Dirk J. Debbink	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	6	Yes	Elect Director Steven J. Johnston	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	7	Yes	Elect Director Jill P. Meyer	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	8	Yes	Elect Director David P. Osborn	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	9	Yes	Elect Director Gretchen W. Schar	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	10	Yes	Elect Director Charles O. Schiff	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cincinnati Financial Corporation	05/07/2022	Management	11	Yes	Elect Director Douglas S. Skidmore	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	12	Yes	Elect Director John F. Steele, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	13	Yes	Elect Director Larry R. Webb	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr., and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST William Bahl, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/07/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concern is noted regarding the majority of equity awards not being performance-conditioned, a vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time.
Cincinnati Financial Corporation	05/07/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Citigroup Inc.	04/26/2022	Management	1	Yes	Elect Director Ellen M. Costello	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	2	Yes	Elect Director Grace E. Dailey	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	3	Yes	Elect Director Barbara J. Desoer	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	4	Yes	Elect Director John C. Dugan	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	5	Yes	Elect Director Jane N. Fraser	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	6	Yes	Elect Director Duncan P. Hennes	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	7	Yes	Elect Director Peter B. Henry	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	8	Yes	Elect Director S. Leslie Ireland	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	9	Yes	Elect Director Renee J. James	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	10	Yes	Elect Director Gary M. Reiner	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	11	Yes	Elect Director Diana L. Taylor	For	For	Against	Against	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	12	Yes	Elect Director James S. Turley	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/26/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Citigroup Inc.	04/26/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is concern raised by annual incentive pay determinations which, although guided by wide-ranging performance assessments, are ultimately determined discretionally. Moreover, investors may question the need for additional award opportunities in furtherance of goals to address problems around risk and control, when related performance assessments resulted in incentive pay reductions in the prior year. While these issues warrant continued close monitoring, there are sufficient mitigating factors. Specifically, CEO pay and company performance are aligned for the year in review, and the increase in the CEO's incentive awards for the 2021 performance year directionally aligns with the company's modestly improved financial performance. Further, the CEO's long-term incentives are predominantly performance-conditioned with clearly disclosed multi-year goals that were recently increased. Lastly, in a supplemental filing the board has elaborated on the proxy's disclosure regarding the rationale and mechanics of the one-time awards. While the additional disclosure does not fully mitigate concerns, it does address several deficiencies in disclosure in the proxy statement. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure and one-time pay decisions.
Citigroup Inc.	04/26/2022	Management	15	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 4.57 percent is acceptable.
Citigroup Inc.	04/26/2022	Shareholder	16	Yes	Adopt Management Pay Clawback Authorization Policy	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as Citigroup's recoupment policies are relatively robust and establishing a collective responsibility among executive officers for monetary penalties imposed on the company is viewed as overly burdensome.
Citigroup Inc.	04/26/2022	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Citigroup Inc.	04/26/2022	Shareholder	18	Yes	Report on Respecting Indigenous Peoples' Rights	Against	For	For	For	A vote FOR this proposal is warranted. The bank and its shareholders are likely to benefit from increased transparency regarding due diligence around Indigenous Peoples' rights in project-related financing and clients' activities, for existing and future business.
Citigroup Inc.	04/26/2022	Shareholder	19	Yes	Adopt a Financing Policy Consistent with IEA's Net Zero Emissions by 2050 Scenario	Against	Against	For	For	A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments to net zero activities and help ensure stronger alignment between the company's net zero goals and its policies and actions. Adoption of the resolution would also provide shareholders with a better understanding of the company's management and oversight of related risks.
Citigroup Inc.	04/26/2022	Shareholder	20	Yes	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company has non-discrimination, non-harassment, and non-retaliation policies in place and provides sufficient information for shareholders to assess any reverse discrimination effect the company's employee programs and training materials may be having.
Citizens Financial Group Inc.	04/28/2022	Management	1	Yes	Elect Director Bruce Van Saun	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	2	Yes	Elect Director Lee Alexander	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	3	Yes	Elect Director Christine M. Cumming	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	4	Yes	Elect Director Kevin Cummings	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	5	Yes	Elect Director William P. Hankowsky	For	For	Against	Against	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	6	Yes	Elect Director Edward J. ("Ned") Kelly, III	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	7	Yes	Elect Director Robert G. Leary	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	8	Yes	Elect Director Terrance J. Lillis	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	9	Yes	Elect Director Michele N. Siekerka	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Citizens Financial Group Inc.	04/28/2022	Management	10	Yes	Elect Director Shivan Subramaniam	For	For	Against	Against	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	11	Yes	Elect Director Christopher J. Swift	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	12	Yes	Elect Director Wendy A. Watson	For	For	Against	Against	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	13	Yes	Elect Director Marita Zuraitis	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky and Wendy Watson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/28/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns continue to be raised by the heavy reliance on compensation committee discretion in determining total executive pay. In addition, the forward-looking goals for the performance shares remain undisclosed and the committee granted retention awards to senior executives, including NEOs. Whiles these issues warrant continued shareholder monitoring going forward, there are mitigating factors. Notably, the use of discretion has not resulted in a quantitative pay-for-performance misalignment and the increase in performance year pay is directionally aligned with overall company performance. Moreover, equity awards, including the retention awards, are largely performance based and utilize a multi-year measurement period, and the goals are disclosed retroactively. Shareholders are advised to monitor the company's incentive pay structure, particularly should CEO pay and company performance become misaligned going forward.
Citizens Financial Group Inc.	04/28/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Citizens Financial Group Inc.	04/28/2022	Management	16	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Citrix Systems, Inc.	04/21/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The sales process was competitive, shareholders are receiving a premium to the unaffected price, and there is downside risk of non-approval. The cash form of consideration also provides CTXS shareholders with liquidity and certainty of value. As such, support FOR the proposed transaction is warranted.
Citrix Systems, Inc.	04/21/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Cash severance is double trigger and of a reasonable basis and outstanding unvested equity will only accelerate upon a qualifying termination. However, two former executives are entitled to large cash payments in connection with the merger, in addition to contractually obligated severance benefits without any rationale provided.
Citrix Systems, Inc.	04/21/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Clean Harbors, Inc.	05/25/2022	Management	1	Yes	Elect Director Andrea Robertson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Andrea Robertson are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Robertson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/25/2022	Management	2	Yes	Elect Director Lauren C. States	For	For	For	For	WITHHOLD votes for non-independent nominee Andrea Robertson are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Robertson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/25/2022	Management	3	Yes	Elect Director Robert J. Willett	For	For	For	For	WITHHOLD votes for non-independent nominee Andrea Robertson are warranted for lack of a majority independent board. WITHHOLD votes for Andrea Robertson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Harbors, Inc.	05/25/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Clean Harbors, Inc.	05/25/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cleveland-Cliffs Inc.	04/27/2022	Management	1	Yes	Elect Director Lourenco Goncalves	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	04/27/2022	Management	2	Yes	Elect Director Douglas C. Taylor	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	04/27/2022	Management	3	Yes	Elect Director John T. Baldwin	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cleveland-Cliffs Inc.	04/27/2022	Management	4	Yes	Elect Director Robert P. Fisher, Jr.	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	04/27/2022	Management	5	Yes	Elect Director William K. Gerber	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	04/27/2022	Management	6	Yes	Elect Director Susan M. Green	For	For	Withhold	Withhold	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	04/27/2022	Management	7	Yes	Elect Director Ralph S. Michael, III	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	04/27/2022	Management	8	Yes	Elect Director Janet L. Miller	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	04/27/2022	Management	9	Yes	Elect Director Gabriel Stoliar	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	04/27/2022	Management	10	Yes	Elect Director Arlene M. Yocum	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company demonstrated sufficient responsiveness to last year's failed say-on-pay vote, by providing additional disclosures detailing the metric and goal setting process, and rationale for the size and structure of the CEO's compensation. In addition, pay and performance are reasonably aligned at this time.
Cleveland-Cliffs Inc.	04/27/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cloudflare, Inc.	06/02/2022	Management	1	Yes	Elect Director Mark Anderson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Carl Ledbetter are warranted for lack of a majority independent board. WITHHOLD votes for Carl Ledbetter are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent directors Mark Anderson and Carl Ledbetter given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee chair Carl Ledbetter for an apparent lack of racial or ethnic diversity on the board. A vote FOR Mark Hawkins is warranted.
Cloudflare, Inc.	06/02/2022	Management	2	Yes	Elect Director Mark Hawkins	For	For	For	For	WITHHOLD votes for non-independent nominee Carl Ledbetter are warranted for lack of a majority independent board. WITHHOLD votes for Carl Ledbetter are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent directors Mark Anderson and Carl Ledbetter given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee chair Carl Ledbetter for an apparent lack of racial or ethnic diversity on the board. A vote FOR Mark Hawkins is warranted.
Cloudflare, Inc.	06/02/2022	Management	3	Yes	Elect Director Carl Ledbetter	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Carl Ledbetter are warranted for lack of a majority independent board. WITHHOLD votes for Carl Ledbetter are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent directors Mark Anderson and Carl Ledbetter given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee chair Carl Ledbetter for an apparent lack of racial or ethnic diversity on the board. A vote FOR Mark Hawkins is warranted.
Cloudflare, Inc.	06/02/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cloudflare, Inc.	06/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to concerns regarding the extreme magnitude of one-time awards to the co-CEOs. Even with rigorous performance vesting criteria, the values of the award opportunities are excessively large and other concerns are identified.

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Cloudflare, Inc.	06/02/2022	Management	6	Yes	Approve Stock Option Grants	For	Against	Against	Against	The magnitude of the awards is excessively large at \$620 million in total. The performance goals appear rigorous given that they required 615.6 percent stock price appreciation as of the grant date for the full award to vest and now require 1,734.7 percent appreciation based on the most recent stock price, but they also can be achieved over a long period of 10 years. Additional concerns noted are the lack of an apparent clawback policy, no adjustments to the award size when the co-founders would transition to executive chair or another C-suite position, and there is no apparent commitment not to grant additional awards during the term of the performance awards. In light of these concerns, a vote AGAINST this proposal is warranted.
CME Group Inc.	05/04/2022	Management	1	Yes	Elect Director Terrence A. Duffy	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	2	Yes	Elect Director Timothy S. Bitsberger	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	3	Yes	Elect Director Charles P. Carey	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	4	Yes	Elect Director Dennis H. Chookaszian	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	5	Yes	Elect Director Bryan T. Durkin	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	6	Yes	Elect Director Ana Dutra	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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CME Group Inc.	05/04/2022	Management	7	Yes	Elect Director Martin J. Gepsman	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	8	Yes	Elect Director Larry G. Gerdes	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	9	Yes	Elect Director Daniel R. Glickman	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	10	Yes	Elect Director Daniel G. Kaye	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	11	Yes	Elect Director Phyllis M. Lockett	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	12	Yes	Elect Director Deborah J. Lucas	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	13	Yes	Elect Director Terry L. Savage	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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CME Group Inc.	05/04/2022	Management	14	Yes	Elect Director Rahael Seifu	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	15	Yes	Elect Director William R. Shepard	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	16	Yes	Elect Director Howard J. Siegel	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	17	Yes	Elect Director Dennis A. Suskind	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Bryan Durkin, Martin Gepsman, Larry Gerdes, Terry Savage, William Shepard, Howard Siegel and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Daniel Glickman, Timothy Bitsberger, Charles Carey, Dennis Chookaszian, Martin Gepsman, Larry Gerdes, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ana Claudia Amaral Ferreira Dutra are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2022	Management	18	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CME Group Inc.	05/04/2022	Management	19	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The company provided the CEO with a \$5 million discretionary bonus in connection with extending the term of his employment agreement for one year, and the proxy does not disclose any clawback or repayment provisions if he were to resign or retire. Furthermore, the annual pay program's goal setting is concerning. The financial metric target used in the annual bonus was set below the prior year's actual performance for the third consecutive year without a compelling rationale disclosed or a corresponding reduction in pay opportunity. Goal setting concerns also exist in the LTI program, as performance equity merely targets median performance.
CME Group Inc.	05/04/2022	Management	20	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
CME Group Inc.	05/04/2022	Management	21	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
CME Group Inc.	05/04/2022	Management	22	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
CMS Energy Corporation	05/06/2022	Management	1	Yes	Elect Director Jon E. Barfield	For	For	Against	Against	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/06/2022	Management	2	Yes	Elect Director Deborah H. Butler	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/06/2022	Management	3	Yes	Elect Director Kurt L. Darrow	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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CMS Energy Corporation	05/06/2022	Management	4	Yes	Elect Director William D. Harvey	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/06/2022	Management	5	Yes	Elect Director Garrick J. Rochow	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/06/2022	Management	6	Yes	Elect Director John G. Russell	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/06/2022	Management	7	Yes	Elect Director Suzanne F. Shank	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/06/2022	Management	8	Yes	Elect Director Myrna M. Soto	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/06/2022	Management	9	Yes	Elect Director John G. Sznewajs	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/06/2022	Management	10	Yes	Elect Director Ronald J. Tanski	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/06/2022	Management	11	Yes	Elect Director Laura H. Wright	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO compensation is conditioned on objective financial performance metrics and payouts under the long-term incentive plan are capped at target if absolute TSR is negative for the performance period.
CMS Energy Corporation	05/06/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CNA Financial Corporation	04/27/2022	Management	1	Yes	Elect Director Michael A. Bless	For	For	For	For	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/27/2022	Management	2	Yes	Elect Director Jose O. Montemayor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/27/2022	Management	3	Yes	Elect Director Don M. Randel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/27/2022	Management	4	Yes	Elect Director Andre Rice	For	For	For	For	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/27/2022	Management	5	Yes	Elect Director Dino E. Robusto	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CNA Financial Corporation	04/27/2022	Management	6	Yes	Elect Director Kenneth I. Siegel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/27/2022	Management	7	Yes	Elect Director Andrew H. Tisch	For	Withhold	Withhold	Withhold	
CNA Financial Corporation	04/27/2022	Management	8	Yes	Elect Director Benjamin J. Tisch	For	Withhold	Withhold	Withhold	
CNA Financial Corporation	04/27/2022	Management	9	Yes	Elect Director James S. Tisch	For	Withhold	Withhold	Withhold	
CNA Financial Corporation	04/27/2022	Management	10	Yes	Elect Director Jane J. Wang	For	Withhold	Withhold	Withhold	
CNA Financial Corporation	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are goal rigor and disclosure concerns identified under the STI program: the proxy does not disclose the relative weighting of the corporate and individual performance metrics, and target goals continue to be set below the prior year's results without a clearly disclosed, compelling rationale or corresponding reduction in pay opportunity. Further, the CEO's target STI opportunity is relatively large. Structural concerns are also identified in the LTI program; although the program is entirely performance-based, the company uses the same corporate metric, goals and annual performance period utilized in the STI program, exacerbating goal rigor concerns and providing for duplicative payouts for the same performance results. Concerns are also raised that the company provided an inordinate amount of personal use of corporate aircraft perquisite exceeds seven years.
CNA Financial Corporation	04/27/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cognex Corporation	05/04/2022	Management	1	Yes	Elect Director Anthony Sun	For	For	Against	Against	Votes AGAINST non-independent nominees Anthony (Tony) Sun and Robert Willett are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Sun are also warranted for serving as a non-independent member of a key board committee. A vote FOR Marjorie T. Sennett is warranted.
Cognex Corporation	05/04/2022	Management	2	Yes	Elect Director Robert J. Willett	For	For	Against	Against	Votes AGAINST non-independent nominees Anthony (Tony) Sun and Robert Willett are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Sun are also warranted for serving as a non-independent member of a key board committee. A vote FOR Marjorie T. Sennett is warranted.
Cognex Corporation	05/04/2022	Management	3	Yes	Elect Director Marjorie T. Sennett	For	For	For	For	Votes AGAINST non-independent nominees Anthony (Tony) Sun and Robert Willett are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Sun are also warranted for serving as a non-independent member of a key board committee. A vote FOR Marjorie T. Sennett is warranted.
Cognex Corporation	05/04/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Cognex Corporation	05/04/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. Nevertheless, continued shareholder monitoring is warranted as CEO pay increased significantly and shareholders would benefit from increased disclosure regarding the individual performance objectives assessed under the annual incentive plan, and from the majority of the company's regular equity awards being conditioned on objective long-term performance metrics.
Cognizant Technology Solutions	06/07/2022	Management	1	Yes	Elect Director Zein Abdalla	For	For	For	For	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	2	Yes	Elect Director Vinita Bali	For	For	For	For	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	3	Yes	Elect Director Maureen Breakiron-Evans	For	For	Against	Against	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	4	Yes	Elect Director Archana Deskus	For	For	For	For	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	5	Yes	Elect Director John M. Dineen	For	For	For	For	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	6	Yes	Elect Director Brian Humphries	For	For	For	For	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	7	Yes	Elect Director Leo S. Mackay, Jr.	For	For	For	For	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	8	Yes	Elect Director Michael Patsalos-Fox	For	For	For	For	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	9	Yes	Elect Director Stephen J. Rohleder	For	For	For	For	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	10	Yes	Elect Director Joseph M. Velli	For	For	For	For	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	11	Yes	Elect Director Sandra S. Wijnberg	For	For	For	For	Votes AGAINST Maureen Breakiron-Evans are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cognizant Technology Solutions	06/07/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.
Cognizant Technology Solutions	06/07/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cognizant Technology Solutions	06/07/2022	Shareholder	14	Yes	Amend Governing Documents Regarding Requirements to Call for a Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the existing one-year holding period requirement is not especially problematic, is consistent with SEC requirements for filing shareholder proposals, and provides a reasonable safeguard against abuse of the right.
Colfax Corporation	02/28/2022	Management	1	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the number of authorized shares would be proportionally reduced following the reverse stock split.
Colfax Corporation	02/28/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as Item 1 merits shareholder support.
Colgate-Palmolive Company	05/06/2022	Management	1	Yes	Elect Director John P. Bilbrey	For	For	For	For	Votes AGAINST Stephen Sadove and John Cahill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/06/2022	Management	2	Yes	Elect Director John T. Cahill	For	For	Against	Against	Votes AGAINST Stephen Sadove and John Cahill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/06/2022	Management	3	Yes	Elect Director Lisa M. Edwards	For	For	For	For	Votes AGAINST Stephen Sadove and John Cahill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/06/2022	Management	4	Yes	Elect Director C. Martin Harris	For	For	For	For	Votes AGAINST Stephen Sadove and John Cahill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/06/2022	Management	5	Yes	Elect Director Martina Hund-Mejean	For	For	For	For	Votes AGAINST Stephen Sadove and John Cahill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/06/2022	Management	6	Yes	Elect Director Kimberly A. Nelson	For	For	For	For	Votes AGAINST Stephen Sadove and John Cahill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Colgate-Palmolive Company	05/06/2022	Management	7	Yes	Elect Director Lorrie M. Norrington	For	For	For	For	Votes AGAINST Stephen Sadove and John Cahill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/06/2022	Management	8	Yes	Elect Director Michael B. Polk	For	For	For	For	Votes AGAINST Stephen Sadove and John Cahill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/06/2022	Management	9	Yes	Elect Director Stephen I. Sadove	For	For	Against	Against	Votes AGAINST Stephen Sadove and John Cahill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/06/2022	Management	10	Yes	Elect Director Noel R. Wallace	For	For	For	For	Votes AGAINST Stephen Sadove and John Cahill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/06/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Colgate-Palmolive Company	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide excessive auto-related perquisite to the CEO.
Colgate-Palmolive Company	05/06/2022	Shareholder	13	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Colgate-Palmolive Company	05/06/2022	Shareholder	14	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal is overly prescriptive, and such disclosure is not a standard industry practice at this time. Additionally, there are no significant related controversies involving the
Columbia Sportswear Company	06/01/2022	Management	1	Yes	Elect Director Timothy P. Boyle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	2	Yes	Elect Director Stephen E. Babson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	3	Yes	Elect Director Andy D. Bryant	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	4	Yes	Elect Director John W. Culver	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	5	Yes	Elect Director Kevin Mansell	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	6	Yes	Elect Director Ronald E. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	7	Yes	Elect Director Sabrina L. Simmons	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Columbia Sportswear Company	06/01/2022	Management	8	Yes	Elect Director Malia H. Wasson	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy (Tim) Boyle, Andy Bryant, Stephen Babson and Ronald Nelson are warranted for lack of a majority independent board. WITHHOLD votes for Andy Bryant, Stephen Babson and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/01/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbia Sportswear Company	06/01/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Comcast Corporation	06/01/2022	Management	1	Yes	Elect Director Kenneth J. Bacon	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/01/2022	Management	2	Yes	Elect Director Madeline S. Bell	For	For	For	For	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/01/2022	Management	3	Yes	Elect Director Edward D. Breen	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/01/2022	Management	4	Yes	Elect Director Gerald L. Hassell	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/01/2022	Management	5	Yes	Elect Director Jeffrey A. Honickman	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/01/2022	Management	6	Yes	Elect Director Maritza G. Montiel	For	For	For	For	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/01/2022	Management	7	Yes	Elect Director Asuka Nakahara	For	For	For	For	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/01/2022	Management	8	Yes	Elect Director David C. Novak	For	For	For	For	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/01/2022	Management	9	Yes	Elect Director Brian L. Roberts	For	For	For	For	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/01/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are noted, annual incentives are largely based on pre-set financial measures, and the majority of equity awards were performance based and utilized a multi-year measurement period.
Comcast Corporation	06/01/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Comcast Corporation	06/01/2022	Shareholder	12	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
Comcast Corporation	06/01/2022	Shareholder	13	Yes	Oversee and Report a Racial Equity Audit	Against	Against	For	For	A vote FOR this proposal is warranted, as it would strengthen the company's commitment towards addressing diversity, equity, and inclusion efforts in its business operations and ventures. In addition, it would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.



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Comcast Corporation	06/01/2022	Shareholder	14	Yes	Report on Omitting Viewpoint and Ideology from EEO Policy	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to be taking appropriate steps to protect itself against risks related to discrimination based on political ideology or viewpoint.
Comcast Corporation	06/01/2022	Shareholder	15	Yes	Conduct Audit and Report on Effectiveness of Sexual Harassment Policies	Against	Against	For	For	A vote FOR this proposal is warranted as additional information on the company's evaluation of risks associated with potential failures of its sexual harassment policies could help shareholders better assess the company's management of related risks.
Comcast Corporation	06/01/2022	Shareholder	16	Yes	Report on Retirement Plan Options Aligned with Company Climate Goals	Against	Against	For	For	A vote FOR this resolution is warranted. While the company may not be responsible for its employees' investment decisions, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.
Comerica Incorporated	04/26/2022	Management	1	Yes	Elect Director Michael E. Collins	For	For	For	For	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/26/2022	Management	2	Yes	Elect Director Roger A. Cregg	For	For	Against	Against	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/26/2022	Management	3	Yes	Elect Director Curtis C. Farmer	For	For	Against	Against	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/26/2022	Management	4	Yes	Elect Director Nancy Flores	For	For	For	For	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/26/2022	Management	5	Yes	Elect Director Jacqueline P. Kane	For	For	Against	Against	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/26/2022	Management	6	Yes	Elect Director Richard G. Lindner	For	For	Against	Against	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/26/2022	Management	7	Yes	Elect Director Barbara R. Smith	For	For	For	For	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/26/2022	Management	8	Yes	Elect Director Robert S. Taubman	For	For	Against	Against	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Comerica Incorporated	04/26/2022	Management	9	Yes	Elect Director Reginald M. Turner, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Comerica Incorporated	04/26/2022	Management	10	Yes	Elect Director Nina G. Vaca	For	For	Against	Against	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Comerica Incorporated	04/26/2022	Management	11	Yes	Elect Director Michael G. Van de Ven	For	For	For	For	Votes AGAINST non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman, and Reginald Turner Jr. are warranted for lack of a majority independent board. Votes AGAINST Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Comerica Incorporated	04/26/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Comerica Incorporated	04/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns regarding the introduction of qualitative annual incentive metrics and the rigor of performance share goals. However, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Commerce Bancshares, Inc.	04/20/2022	Management	1	Yes	Elect Director Earl H. Devanny, III	For	For	Withhold	Withhold	WITHHOLD votes for Earl Devanny III, Benjamin Rassieur III and Todd Schnuck are also warranted for serving as non-independent members of a key board committee and for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.	
Commerce Bancshares, Inc.	04/20/2022	Management	2	Yes	Elect Director June McAllister Fowler	For	For	For	For	WITHHOLD votes for Earl Devanny III, Benjamin Rassieur III and Todd Schnuck are also warranted for serving as non-independent members of a key board committee and for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.	
Commerce Bancshares, Inc.	04/20/2022	Management	3	Yes	Elect Director Benjamin F. Rassieur, III	For	For	Withhold	Withhold	WITHHOLD votes for Earl Devanny III, Benjamin Rassieur III and Todd Schnuck are also warranted for serving as non-independent members of a key board committee and for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.	
Commerce Bancshares, Inc.	04/20/2022	Management	4	Yes	Elect Director Todd R. Schnuck	For	For	Withhold	Withhold	WITHHOLD votes for Earl Devanny III, Benjamin Rassieur III and Todd Schnuck are also warranted for serving as non-independent members of a key board committee and for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.	
Commerce Bancshares, Inc.	04/20/2022	Management	5	Yes	Elect Director Christine B. Taylor-Broughton	For	For	For	For	WITHHOLD votes for Earl Devanny III, Benjamin Rassieur III and Todd Schnuck are also warranted for serving as non-independent members of a key board committee and for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.	
Commerce Bancshares, Inc.	04/20/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Commerce Bancshares, Inc.	04/20/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision, equity award arrangements provide for automatic accelerated vesting upon a change-in-control, and the company did not condition vesting of long-term awards on the achievement of performance goals for awards granted in the most recent fiscal year.	
CommScope Holding Company	05/06/2022	Management	1	Yes	Elect Director Mary S. Chan	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CommScope Holding Company	05/06/2022	Management	2	Yes	Elect Director Stephen (Steve) C. Gray	For	For	Against	Against	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CommScope Holding Company	05/06/2022	Management	3	Yes	Elect Director L. William (Bill) Krause	For	For	Against	Against	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CommScope Holding Company	05/06/2022	Management	4	Yes	Elect Director Derrick A. Roman	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CommScope Holding Company	05/06/2022	Management	5	Yes	Elect Director Charles L. Treadway	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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CommScope Holding Company	05/06/2022	Management	6	Yes	Elect Director Claudius (Bud) E. Watts, IV	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company	05/06/2022	Management	7	Yes	Elect Director Timothy T. Yates	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company	05/06/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.
CommScope Holding Company	05/06/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
CommScope Holding Company	05/06/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Concentrix Corporation	03/22/2022	Management	1	Yes	Elect Director Christopher Caldwell	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Concentrix Corporation	03/22/2022	Management	2	Yes	Elect Director Teh-Chien Chou	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Concentrix Corporation	03/22/2022	Management	3	Yes	Elect Director LaVerne H. Council	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Concentrix Corporation	03/22/2022	Management	4	Yes	Elect Director Jennifer Deason	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Concentrix Corporation	03/22/2022	Management	5	Yes	Elect Director Kathryn Hayley	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Concentrix Corporation	03/22/2022	Management	6	Yes	Elect Director Kathryn Marinello	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Concentrix Corporation	03/22/2022	Management	7	Yes	Elect Director Dennis Polk	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Concentrix Corporation	03/22/2022	Management	8	Yes	Elect Director Ann Vezina	For	For	For	For	WITHHOLD votes are warranted for Jennifer Deason for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Concentrix Corporation	03/22/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Concentrix Corporation	03/22/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.
ConocoPhillips	05/10/2022	Management	1	Yes	Elect Director Caroline Maury Devine	For	For	For	For	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	2	Yes	Elect Director Jody Freeman	For	For	Against	Against	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	3	Yes	Elect Director Gay Huey Evans	For	For	For	For	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.

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ConocoPhillips	05/10/2022	Management	4	Yes	Elect Director Jeffrey A. Joerres	For	For	For	For	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	5	Yes	Elect Director Ryan M. Lance	For	For	Against	Against	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	6	Yes	Elect Director Timothy A. Leach	For	For	For	For	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	7	Yes	Elect Director William H. McRaven	For	For	For	For	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	8	Yes	Elect Director Sharmila Mulligan	For	For	For	For	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	9	Yes	Elect Director Eric D. Mullins	For	For	For	For	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	10	Yes	Elect Director Arjun N. Murti	For	For	For	For	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.

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ConocoPhillips	05/10/2022	Management	11	Yes	Elect Director Robert A. Niblock	For	For	Against	Against	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	12	Yes	Elect Director David T. Seaton	For	For	For	For	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	13	Yes	Elect Director R.A. Walker	For	For	For	For	Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Chair and CEO Ryan Lance and Lead Director Robert Niblock are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Public Policy and Sustainability Committee Chair Jody Freeman are also warranted for insufficient responsiveness to a majority-supported shareholder proposal on GHG emissions reductions targets. A vote FOR the remaining director nominees is warranted.
ConocoPhillips	05/10/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ConocoPhillips	05/10/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While acknowledging the company's strong financial and share price performance for the year in review, a quantitative pay-for-performance misalignment is identified and underscored by several concerns regarding incentive programs. First, annual incentives, while based on an objective scorecard, lack clear disclosure of threshold and maximum goals for many metrics. This limits investor ability to assess payouts and goal rigor from year to year. The committee also used discretion to increase payouts in FY21. Long-term incentives, while mostly performance-based, target merely median performance and lack a cap on vesting for negative TSR. This is particularly concerning as PSUs have been earned above target for the last four performance cycles.
ConocoPhillips	05/10/2022	Management	16	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
ConocoPhillips	05/10/2022	Management	17	Yes	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
ConocoPhillips	05/10/2022	Shareholder	18	Yes	Provide Right to Call Special Meetings	Against	For	For	For	A vote FOR this proposal is warranted as the right to call special meetings at a 10 percent ownership threshold would enhance shareholders' rights.
ConocoPhillips	05/10/2022	Shareholder	19	Yes	Report on GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
ConocoPhillips	05/10/2022	Shareholder	20	Yes	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's lobbying-related expenditures, trade association payments, and board-level oversight mechanisms would help shareholders to better assess the risks and benefits associated with the company's participation in the public policy process.
Consolidated Edison, Inc.	05/16/2022	Management	1	Yes	Elect Director Timothy P. Cawley	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/16/2022	Management	2	Yes	Elect Director Ellen V. Futter	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Consolidated Edison, Inc.	05/16/2022	Management	3	Yes	Elect Director John F. Killian	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Consolidated Edison, Inc.	05/16/2022	Management	4	Yes	Elect Director Karol V. Mason	For	For	For	For	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Consolidated Edison, Inc.	05/16/2022	Management	5	Yes	Elect Director John McAvoy	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Consolidated Edison, Inc.	05/16/2022	Management	6	Yes	Elect Director Dwight A. McBride	For	For	For	For	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Consolidated Edison, Inc.	05/16/2022	Management	7	Yes	Elect Director William J. Mulrow	For	For	For	For	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Consolidated Edison, Inc.	05/16/2022	Management	8	Yes	Elect Director Armando J. Olivera	For	For	For	For	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Consolidated Edison, Inc.	05/16/2022	Management	9	Yes	Elect Director Michael W. Ranger	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Consolidated Edison, Inc.	05/16/2022	Management	10	Yes	Elect Director Linda S. Sanford	For	For	For	For	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Consolidated Edison, Inc.	05/16/2022	Management	11	Yes	Elect Director Deirdre Stanley	For	For	For	For	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Consolidated Edison, Inc.	05/16/2022	Management	12	Yes	Elect Director L. Frederick Sutherland	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Cawley, Michael Ranger, Ellen Futter, John Killian, John McAvoy and L. Frederick (Fred) Sutherland are warranted for lack of a majority independent board. Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Consolidated Edison, Inc.	05/16/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years	
Consolidated Edison, Inc.	05/16/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are both primarily based on pre-set, objective financial goals.	

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Continental Resources, Inc.	05/19/2022	Management	1	Yes	Elect Director William B. Berry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Harold Hamm, William Berry, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are warranted for lack of a majority independent board. WITHHOLD votes for Harold Hamm, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Mark Monroe are warranted for lack of racial or ethnic diversity on the board. A vote FOR Timothy G. Taylor is warranted.
Continental Resources, Inc.	05/19/2022	Management	2	Yes	Elect Director Harold G. Hamm	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Harold Hamm, William Berry Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are warranted for lack of a majority independent board. WITHHOLD votes for Harold Hamm, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Mark Monroe are warranted for lack of racial or ethnic diversity on the board. A vote FOR Timothy G. Taylor is warranted.
Continental Resources, Inc.	05/19/2022	Management	3	Yes	Elect Director Shelly Lambertz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Harold Hamm, William Berry, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are warranted for lack of a majority independent board. WITHHOLD votes for Harold Hamm, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Mark Monroe are warranted for lack of racial or ethnic diversity on the board. A vote FOR Timothy G. Taylor is warranted.
Continental Resources, Inc.	05/19/2022	Management	4	Yes	Elect Director Ellis L. 'Lon' McCain	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Harold Hamm, William Berry, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are warranted for lack of a majority independent board. WITHHOLD votes for Harold Hamm, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Mark Monroe are warranted for lack of racial or ethnic diversity on the board. A vote FOR Timothy G. Taylor is warranted.
Continental Resources, Inc.	05/19/2022	Management	5	Yes	Elect Director John T. McNabb, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Harold Hamm, William Berry, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are warranted for lack of a majority independent board. WITHHOLD votes for Harold Hamm, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Mark Monroe are warranted for lack of racial or ethnic diversity on the board. A vote FOR Timothy G. Taylor is warranted.
Continental Resources, Inc.	05/19/2022	Management	6	Yes	Elect Director Mark E. Monroe	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Harold Hamm, William Berry, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are warranted for lack of a majority independent board. WITHHOLD votes for Harold Hamm, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Mark Monroe are warranted for lack of racial or ethnic diversity on the board. A vote FOR Timothy G. Taylor is warranted.
Continental Resources, Inc.	05/19/2022	Management	7	Yes	Elect Director Timothy G. Taylor	For	For	For	For	WITHHOLD votes for non-independent nominees Harold Hamm, William Berry, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are warranted for lack of a majority independent board. WITHHOLD votes for Harold Hamm, Shelly Lambertz, Ellis (Lon) McCain, John McNabb II and Mark Monroe are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Mark Monroe are warranted for lack of racial or ethnic diversity on the board. A vote FOR Timothy G. Taylor is warranted.
Continental Resources, Inc.	05/19/2022	Management	8	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Continental Resources, Inc.	05/19/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Continental Resources, Inc.	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual bonuses were largely discretionary, with no disclosure of target goals. This impedes a pay-for-performance assessment of the program by investors. Long-term incentives lack performance vesting criteria and are entirely time-based. Lastly, an NEO retired and received cash severance, which is viewed as inappropriate for a voluntary termination.

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Corning Incorporated	04/28/2022	Management	1	Yes	Elect Director Donald W. Blair	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	2	Yes	Elect Director Leslie A. Brun	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	3	Yes	Elect Director Stephanie A. Burns	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	4	Yes	Elect Director Richard T. Clark	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	5	Yes	Elect Director Pamela J. Craig	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	6	Yes	Elect Director Robert F. Cummings, Jr.	For	For	Against	Against	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	7	Yes	Elect Director Roger W. Ferguson, Jr.	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	8	Yes	Elect Director Deborah A. Henretta	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	9	Yes	Elect Director Daniel P. Huttenlocher	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	10	Yes	Elect Director Kurt M. Landgraf	For	For	Against	Against	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	11	Yes	Elect Director Kevin J. Martin	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	12	Yes	Elect Director Deborah D. Rieman	For	For	Against	Against	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	13	Yes	Elect Director Hansel E. Tookes, II	For	For	Against	Against	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	14	Yes	Elect Director Wendell P. Weeks	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	15	Yes	Elect Director Mark S. Wrighton	For	For	For	For	Votes AGAINST Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, and Hansel Tookes II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/28/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided a large security-related perquisite to CEO Wendell Weeks; * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and * The company has a legacy arrangement containing a modified single-trigger provision upon a change in control.
Corning Incorporated	04/28/2022	Management	17	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Corteva, Inc.	04/29/2022	Management	1	Yes	Elect Director Lamberto Andreotti	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	2	Yes	Elect Director Klaus A. Engel	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	3	Yes	Elect Director David C. Everitt	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	4	Yes	Elect Director Janet P. Giesselman	For	For	For	For	A vote FOR all director nominees is warranted.

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Corteva, Inc.	04/29/2022	Management	5	Yes	Elect Director Karen H. Grimes	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	6	Yes	Elect Director Michael O. Johanns	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	7	Yes	Elect Director Rebecca B. Liebert	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	8	Yes	Elect Director Marcos M. Lutz	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	9	Yes	Elect Director Charles V. Magro	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	10	Yes	Elect Director Nayaki R. Nayyar	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	11	Yes	Elect Director Gregory R. Page	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	12	Yes	Elect Director Kerry J. Preete	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	13	Yes	Elect Director Patrick J. Ward	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/29/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of pay is conditioned on objective financial performance, resulting in an alignment between CEO pay and company performance.
Corteva, Inc.	04/29/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CoStar Group, Inc.	06/09/2022	Management	1	Yes	Elect Director Michael R. Klein	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/09/2022	Management	2	Yes	Elect Director Andrew C. Florance	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/09/2022	Management	3	Yes	Elect Director Laura Cox Kaplan	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/09/2022	Management	4	Yes	Elect Director Michael J. Glosserman	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/09/2022	Management	5	Yes	Elect Director John W. Hill	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/09/2022	Management	6	Yes	Elect Director Robert W. Musslewhite	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/09/2022	Management	7	Yes	Elect Director Christopher J. Nassetta	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/09/2022	Management	8	Yes	Elect Director Louise S. Sams	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/09/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CoStar Group, Inc.	06/09/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain modified single-trigger change-in-control and excise tax gross-up provisions. Further, equity award arrangements provide for automatic accelerated vesting upon a change in control.
CoStar Group, Inc.	06/09/2022	Shareholder	11	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a reduction in the ownership threshold to call special meetings would enhance shareholder rights.

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Costco Wholesale Corporation	01/20/2022	Management	1	Yes	Elect Director Susan L. Decker	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board.Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Mary Agnes (Maggie) Wilderotter are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/20/2022	Management	2	Yes	Elect Director Kenneth D. Denman	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board.Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Mary Agnes (Maggie) Wilderotter are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/20/2022	Management	3	Yes	Elect Director Richard A. Galanti	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board.Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Mary Agnes (Maggie) Wilderotter are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/20/2022	Management	4	Yes	Elect Director Hamilton E. James	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board.Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Mary Agnes (Maggie) Wilderotter are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/20/2022	Management	5	Yes	Elect Director W. Craig Jelinek	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board.Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Mary Agnes (Maggie) Wilderotter are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/20/2022	Management	6	Yes	Elect Director Sally Jewell	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board.Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Mary Agnes (Maggie) Wilderotter are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/20/2022	Management	7	Yes	Elect Director Charles T. Munger	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board.Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Mary Agnes (Maggie) Wilderotter are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/20/2022	Management	8	Yes	Elect Director Jeffrey S. Raikes	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board.Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Mary Agnes (Maggie) Wilderotter are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.



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Costco Wholesale Corporation	01/20/2022	Management	9	Yes	Elect Director John W. Stanton	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board.Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Mary Agnes (Maggie) Wilderotter are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/20/2022	Management	10	Yes	Elect Director Mary Agnes (Maggie) Wilderotter	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, and Jeffrey (Jeff) Raikes are warranted for lack of a majority independent board.Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Mary Agnes (Maggie) Wilderotter are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/20/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Costco Wholesale Corporation	01/20/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. While performance share grants continue to utilize a one-year performance period, the company eliminated the use of an individual performance metric in the annual incentive program.
Costco Wholesale Corporation	01/20/2022	Shareholder	13	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
Costco Wholesale Corporation	01/20/2022	Shareholder	14	Yes	Report on GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Costco Wholesale Corporation	01/20/2022	Shareholder	15	Yes	Report on Racial Justice and Food Equity	Against	Against	For	For	A vote FOR this resolution is warranted, as the requested report would enable shareholders to better assess the effectiveness of the steps the company is taking to address the issues of food equity and associated racial disparities.
Coterra Energy Inc.	04/29/2022	Management	1	Yes	Elect Director Dorothy M. Ables	For	For	For	For	Votes AGAINST Amanda Brock are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members Amanda Brock and Marcus (Marc) Watts are warranted as the board materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. A vote FOR the remaining director nominees is warranted.
Coterra Energy Inc.	04/29/2022	Management	2	Yes	Elect Director Robert S. Boswell	For	For	For	For	Votes AGAINST Amanda Brock are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members Amanda Brock and Marcus (Marc) Watts are warranted as the board materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. A vote FOR the remaining director nominees is warranted.
Coterra Energy Inc.	04/29/2022	Management	3	Yes	Elect Director Amanda M. Brock	For	For	Against	Against	Votes AGAINST Amanda Brock are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members Amanda Brock and Marcus (Marc) Watts are warranted as the board materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. A vote FOR the remaining director nominees is warranted.
Coterra Energy Inc.	04/29/2022	Management	4	Yes	Elect Director Dan O. Dinges	For	For	For	For	Votes AGAINST Amanda Brock are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members Amanda Brock and Marcus (Marc) Watts are warranted as the board materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. A vote FOR the remaining director nominees is warranted.
Coterra Energy Inc.	04/29/2022	Management	5	Yes	Elect Director Paul N. Eckley	For	For	For	For	Votes AGAINST Amanda Brock are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members Amanda Brock and Marcus (Marc) Watts are warranted as the board materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. A vote FOR the remaining director nominees is warranted.

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Coterra Energy Inc.	04/29/2022	Management	6	Yes	Elect Director Hans Helmerich	For	For	For	For	Votes AGAINST Amanda Brock are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members Amanda Brock and Marcus (Marc) Watts are warranted as the board materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. A vote FOR the remaining director nominees is warranted.
Coterra Energy Inc.	04/29/2022	Management	7	Yes	Elect Director Thomas E. Jorden	For	For	For	For	Votes AGAINST Amanda Brock are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members Amanda Brock and Marcus (Marc) Watts are warranted as the board materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. A vote FOR the remaining director nominees is warranted.
Coterra Energy Inc.	04/29/2022	Management	8	Yes	Elect Director Lisa A. Stewart	For	For	For	For	Votes AGAINST Amanda Brock are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members Amanda Brock and Marcus (Marc) Watts are warranted as the board materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. A vote FOR the remaining director nominees is warranted.
Coterra Energy Inc.	04/29/2022	Management	9	Yes	Elect Director Frances M. Vallejo	For	For	For	For	Votes AGAINST Amanda Brock are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members Amanda Brock and Marcus (Marc) Watts are warranted as the board materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. A vote FOR the remaining director nominees is warranted.
Coterra Energy Inc.	04/29/2022	Management	10	Yes	Elect Director Marcus A. Watts	For	For	Against	Against	Votes AGAINST Amanda Brock are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Compensation Committee members Amanda Brock and Marcus (Marc) Watts are warranted as the board materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. A vote FOR the remaining director nominees is warranted.
Coterra Energy Inc.	04/29/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Coterra Energy Inc.	04/29/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Annual incentives and granted equity for legacy Cabot Oil NEOs were predominantly based on pre-set objective metrics. Additionally, while the combined company granted the current CEO and certain other NEOs, each former Cimarex NEOs, entirely time-based equity post-merger, equity grants will revert to majority performance-based starting in 2022. However, the company materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. Further, the company provided an excessive amount of relocation benefits to the CEO. As such, a vote AGAINST this proposal is warranted.
Coupa Software Incorporated	05/25/2022	Management	1	Yes	Elect Director Robert Bernshteyn	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Robert (Rob) Bernshteyn and Frank van Veenendaal are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR Kanika Soni is warranted.
Coupa Software Incorporated	05/25/2022	Management	2	Yes	Elect Director Frank van Veenendaal	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Robert (Rob) Bernshteyn and Frank van Veenendaal are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR Kanika Soni is warranted.
Coupa Software Incorporated	05/25/2022	Management	3	Yes	Elect Director Kanika Soni	For	For	For	For	WITHHOLD votes for incumbent director nominees Robert (Rob) Bernshteyn and Frank van Veenendaal are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR Kanika Soni is warranted.
Coupa Software Incorporated	05/25/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Coupa Software Incorporated	05/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, but with caution. While the majority of the CEO's FY21 equity awards are performance-based with multi-year goals, some goal rigor concern is noted as the relative TSR metric does not target index outperformance and no vesting cap is disclosed in the event of negative TSR. Additionally, while the majority of the NEOs' annual incentives were based on rigorous financial goals, with payouts capped at target, there are concerns about the continued limited disclosure on individual performance assessments. Further, concern exists that the CEO's relatively high base salary may contribute to future pay-for-performance misalignment. Continued monitoring of pay outcomes is warranted.
Crane Co.	05/16/2022	Management	1	Yes	Elect Director Martin R. Benante	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	2	Yes	Elect Director Michael Dinkins	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	3	Yes	Elect Director Ronald C. Lindsay	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	4	Yes	Elect Director Ellen McClain	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	5	Yes	Elect Director Charles G. McClure, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	6	Yes	Elect Director Max H. Mitchell	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	7	Yes	Elect Director Jennifer M. Pollino	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	8	Yes	Elect Director John S. Stroup	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	9	Yes	Elect Director James L. L. Tullis	For	For	For	For	A vote FOR the director nominees is warranted.
Crane Co.	05/16/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crane Co.	05/16/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Crane Co.	05/16/2022	Management	12	Yes	Approve Formation of Holding Company	For	For	For	For	A vote FOR this proposal is warranted. The formation of a holding company is expected to enhance the company's operational and financial flexibility. Further, the conversion is being consummated on a one-for-one share basis. Additionally, there is no change in the state of incorporation nor any material changes to the company's governing documents that would adversely impact shareholder rights.
CrowdStrike Holdings, Inc.	06/29/2022	Management	1	Yes	Elect Director Cary J. Davis	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees George Kurtz, Cary Davis, and Laura Schumacher given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, supermajority and "pop-up" supermajority vote requirements to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. In addition, a WITHHOLD vote is warranted for compensation committee member Cary Davis given an unmitigated pay-for-performance misalignment. The CEO and CFO received special equity awards that, while performance-conditioned, were excessive. Further concerns exist with respect to the magnitude of NEOs' annual LTI awards, the structure of annual LTI grants, and a lack of disclosure surrounding
CrowdStrike Holdings, Inc.	06/29/2022	Management	2	Yes	Elect Director George Kurtz	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees George Kurtz, Cary Davis, and Laura Schumacher given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, supermajority and "pop-up" supermajority vote requirements to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. In addition, a WITHHOLD vote is warranted for compensation committee member Cary Davis given an unmitigated pay-for-performance misalignment. The CEO and CFO received special equity awards that, while performance-conditioned, were excessive. Further concerns exist with respect to the magnitude of NEOs' annual LTI awards, the structure of annual LTI grants, and a lack of disclosure surrounding
CrowdStrike Holdings, Inc.	06/29/2022	Management	3	Yes	Elect Director Laura J. Schumacher	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees George Kurtz, Cary Davis, and Laura Schumacher given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, supermajority and "pop-up" supermajority vote requirements to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. In addition, a WITHHOLD vote is warranted for compensation committee member Cary Davis given an unmitigated pay-for-performance misalignment. The CEO and CFO received special equity awards that, while performance-conditioned, were excessive. Further concerns exist with respect to the magnitude of NEOs' annual LTI awards, the structure of annual LTI grants, and a lack of disclosure surrounding
CrowdStrike Holdings, Inc.	06/29/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Crown Castle International Corp.	05/19/2022	Management	1	Yes	Elect Director P. Robert Bartolo	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle International Corp.	05/19/2022	Management	2	Yes	Elect Director Jay A. Brown	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Crown Castle International Corp	05/19/2022	Management	3	Yes	Elect Director Cindy Christy	For	For	Against	Against	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle International Corp	05/19/2022	Management	4	Yes	Elect Director Ari Q. Fitzgerald	For	For	Against	Against	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle International Corp	05/19/2022	Management	5	Yes	Elect Director Andrea J. Goldsmith	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle International Corp	05/19/2022	Management	6	Yes	Elect Director Tammy K. Jones	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle International Corp	05/19/2022	Management	7	Yes	Elect Director Anthony J. Melone	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle International Corp	05/19/2022	Management	8	Yes	Elect Director W. Benjamin Moreland	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle International Corp	05/19/2022	Management	9	Yes	Elect Director Kevin A. Stephens	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle International Corp	05/19/2022	Management	10	Yes	Elect Director Matthew Thornton, III	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle International Corp	05/19/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crown Castle International Corp	05/19/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Crown Castle International Corp	05/19/2022	Management	13	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized common shares is reasonable and there are no substantial concerns about the company's past use of shares.
Crown Castle International Corp	05/19/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. A majority of the CEO's pay is conditioned on objective financial performance, and the majority of equity grants are earned based on a multi-year performance period.
Crown Holdings, Inc.	04/28/2022	Management	1	Yes	Elect Director Timothy J. Donahue	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/28/2022	Management	2	Yes	Elect Director Richard H. Fearon	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/28/2022	Management	3	Yes	Elect Director Andrea J. Funk	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/28/2022	Management	4	Yes	Elect Director Stephen J. Hagge	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/28/2022	Management	5	Yes	Elect Director James H. Miller	For	For	Withhold	Withhold	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/28/2022	Management	6	Yes	Elect Director Josef M. Muller	For	For	Withhold	Withhold	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/28/2022	Management	7	Yes	Elect Director B. Craig Owens	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/28/2022	Management	8	Yes	Elect Director Caesar F. Sweitzer	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/28/2022	Management	9	Yes	Elect Director Marsha C. Williams	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/28/2022	Management	10	Yes	Elect Director Dwayne A. Wilson	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/28/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crown Holdings, Inc.	04/28/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Crown Holdings, Inc.	04/28/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Crown Holdings, Inc.	04/28/2022	Shareholder	14	Yes	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	For	For	For	For	A vote FOR this proposal is warranted as providing the right to call special meetings at a 25 percent ownership threshold would enhance shareholders' rights.
CSX Corporation	05/04/2022	Management	1	Yes	Elect Director Donna M. Alvarado	For	For	Against	Against	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/04/2022	Management	2	Yes	Elect Director Thomas P. Bostick	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/04/2022	Management	3	Yes	Elect Director James M. Foote	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/04/2022	Management	4	Yes	Elect Director Steven T. Halverson	For	For	Against	Against	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/04/2022	Management	5	Yes	Elect Director Paul C. Hilal	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/04/2022	Management	6	Yes	Elect Director David M. Moffett	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/04/2022	Management	7	Yes	Elect Director Linda H. Riefler	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/04/2022	Management	8	Yes	Elect Director Suzanne M. Vautrinot	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/04/2022	Management	9	Yes	Elect Director James L. Wainscott	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/04/2022	Management	10	Yes	Elect Director J. Steven Whisler	For	For	Against	Against	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/04/2022	Management	11	Yes	Elect Director John J. Zillmer	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CSX Corporation	05/04/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	
CSX Corporation	05/04/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
										A vote AGAINST this proposal is warranted. The committee used discretion for the second consecutive year to increase the CEO's annual incentive payout. While the FY20 adjustment was clearly explained and related to the COVID-19 pandemic, this year's proxy provided limited rationale regarding the committee's decision to again use discretion to increase payouts. Further, FY20 bonuses remained below target opportunities, while the FY21 adjustment increased the payout to maximum-level. This also came in the same year as an increase to the CEO's salary and bonus target. Many investors may question the decision to use discretion to adjust payouts in consecutive years, particularly with limited rationale. Additionally, the company provided an inordinate amount of personal aircraft perquisites to the CEO/executives.



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CubeSmart	05/17/2022	Management	1	Yes	Elect Director Piero Bussani	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/17/2022	Management	2	Yes	Elect Director Dorothy Dowling	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/17/2022	Management	3	Yes	Elect Director John W. Fain	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/17/2022	Management	4	Yes	Elect Director Jair K. Lynch	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/17/2022	Management	5	Yes	Elect Director Christopher P. Marr	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/17/2022	Management	6	Yes	Elect Director John F. Remondi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/17/2022	Management	7	Yes	Elect Director Jeffrey F. Rogatz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/17/2022	Management	8	Yes	Elect Director Deborah R. Salzberg	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/17/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
CubeSmart	05/17/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cullen/Frost Bankers, Inc.	04/27/2022	Management	1	Yes	Elect Director Carlos Alvarez	For	For	Against	Against	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/27/2022	Management	2	Yes	Elect Director Chris M. Avery	For	For	For	For	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/27/2022	Management	3	Yes	Elect Director Anthony R. 'Tony' Chase	For	For	For	For	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cullen/Frost Bankers, Inc.	04/27/2022	Management	4	Yes	Elect Director Cynthia J. Comparin	For	For	For	For	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cullen/Frost Bankers, Inc.	04/27/2022	Management	5	Yes	Elect Director Samuel G. Dawson	For	For	For	For	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cullen/Frost Bankers, Inc.	04/27/2022	Management	6	Yes	Elect Director Crawford H. Edwards	For	For	Against	Against	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cullen/Frost Bankers, Inc.	04/27/2022	Management	7	Yes	Elect Director Patrick B. Frost	For	For	Against	Against	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cullen/Frost Bankers, Inc.	04/27/2022	Management	8	Yes	Elect Director Phillip D. Green	For	For	Against	Against	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cullen/Frost Bankers, Inc.	04/27/2022	Management	9	Yes	Elect Director David J. Haemisegger	For	For	Against	Against	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cullen/Frost Bankers, Inc.	04/27/2022	Management	10	Yes	Elect Director Charles W. Matthews	For	For	Against	Against	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cullen/Frost Bankers, Inc.	04/27/2022	Management	11	Yes	Elect Director Linda B. Rutherford	For	For	For	For	Votes AGAINST non-independent nominees Phillip Green, Charles Matthews, Carlos Alvarez, Crawford Edwards, Patrick Frost and David Haemisegger are warranted for lack of a majority independent board. Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cullen/Frost Bankers, Inc.	04/27/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Cullen/Frost Bankers, Inc.	04/27/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Cummins Inc.	05/10/2022	Management	1	Yes	Elect Director N. Thomas Linebarger	For	For	Against	Against	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cummins Inc.	05/10/2022	Management	2	Yes	Elect Director Jennifer W. Rumsey	For	For	Against	Against	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Cummins Inc.	05/10/2022	Management	3	Yes	Elect Director Robert J. Bernhard	For	For	Against	Against	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/10/2022	Management	4	Yes	Elect Director Franklin R. Chang Diaz	For	For	Against	Against	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/10/2022	Management	5	Yes	Elect Director Bruno V. Di Leo Allen	For	For	For	For	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/10/2022	Management	6	Yes	Elect Director Stephen B. Dobbs	For	For	Against	Against	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/10/2022	Management	7	Yes	Elect Director Carla A. Harris	For	For	For	For	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/10/2022	Management	8	Yes	Elect Director Robert K. Herdman	For	For	Against	Against	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/10/2022	Management	9	Yes	Elect Director Thomas J. Lynch	For	For	For	For	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/10/2022	Management	10	Yes	Elect Director William I. Miller	For	For	Against	Against	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/10/2022	Management	11	Yes	Elect Director Georgia R. Nelson	For	For	Against	Against	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/10/2022	Management	12	Yes	Elect Director Kimberly A. Nelson	For	For	For	For	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cummins Inc.	05/10/2022	Management	13	Yes	Elect Director Karen H. Quintos	For	For	For	For	Votes AGAINST non-independent nominees N. Thomas Linebarger, Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller, Georgia Nelson and Jennifer Rumsey are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Franklin Chang Diaz, Stephen (Steve) Dobbs, Robert Herdman, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/10/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
Cummins Inc.	05/10/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cummins Inc.	05/10/2022	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the separation of the chair and CEO positions and appointment of an independent board chair.
Curtiss-Wright Corporation	05/05/2022	Management	1	Yes	Elect Director David C. Adams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	2	Yes	Elect Director Lynn M. Bamford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	3	Yes	Elect Director Dean M. Flatt	For	For	For	For	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	4	Yes	Elect Director S. Marce Fuller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	5	Yes	Elect Director Bruce D. Hoechner	For	For	For	For	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	6	Yes	Elect Director Glenda J. Minor	For	For	For	For	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	7	Yes	Elect Director Anthony J. Moraco	For	For	For	For	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	8	Yes	Elect Director John B. Nathman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Curtiss-Wright Corporation	05/05/2022	Management	9	Yes	Elect Director Robert J. Rivet	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	10	Yes	Elect Director Peter C. Wallace	For	For	For	For	WITHHOLD votes for non-independent nominees Lynn Bamford, S. Marce Fuller, David Adams, John Nathman and Robert Rivet are warranted for lack of a majority independent board. WITHHOLD votes for S. Marce Fuller, John Nathman and Robert Rivet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/05/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Curtiss-Wright Corporation	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CVS Health Corporation	05/11/2022	Management	1	Yes	Elect Director Fernando Aguirre	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	2	Yes	Elect Director C. David Brown, II	For	For	Against	Against	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	3	Yes	Elect Director Alecia A. DeCoudreaux	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	4	Yes	Elect Director Nancy-Ann M. DeParle	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	5	Yes	Elect Director Roger N. Farah	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	6	Yes	Elect Director Anne M. Finucane	For	For	Against	Against	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	7	Yes	Elect Director Edward J. Ludwig	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	8	Yes	Elect Director Karen S. Lynch	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	9	Yes	Elect Director Jean-Pierre Millon	For	For	Against	Against	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	10	Yes	Elect Director Mary L. Schapiro	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	11	Yes	Elect Director William C. Weldon	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/11/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CVS Health Corporation	05/11/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The 2021 STI financial metric target was set lower than the prior year's results. However, the target was set higher than the prior year's results after excluding the incremental positive impact of the pandemic that resulted in discretionary reductions in 2020. There is some concern surrounding lack of clear disclosure related to the customer service/satisfaction metric. However, the STI program is predominantly based on an objective financial metric, and 75 percent of long-term incentives are delivered in performance shares earned based on clearly disclosed multi-year goals. Continued monitoring of STI goal setting and disclosure is warranted.
CVS Health Corporation	05/11/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
CVS Health Corporation	05/11/2022	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
CVS Health Corporation	05/11/2022	Shareholder	16	Yes	Commission a Workplace Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company has enhanced its reporting around its diversity and inclusion initiatives, EEO-1 reporting, and relevant disclosures that allow shareholders to track the company's progress and policies on civil rights. BACKGROUND INFORMATION Policies: Racial Equity and/or Civil Rights Audit Guidelines



State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
CVS Health Corporation	05/11/2022	Shareholder	17	Yes	Adopt a Policy on Paid Sick Leave for All Employees	Against	Against	For	For	A vote FOR this resolution is warranted as it would provide shareholders with greater assurance that the company's workforce has reasonable access to sick leave, which would provide consistent expectations as concerns regarding societal health are on the rise. Additionally, the implementation of this proposal would allow shareholders to better assess whether the company is adhering to its stated commitment to colleague health and its management of related risks.
CVS Health Corporation	05/11/2022	Shareholder	18	Yes	Report on External Public Health Costs and Impact on Diversified Shareholders	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from an increased disclosure and understanding of the company's food, beverage, and candy business, and its role in the obesity epidemic and related health concerns.
CyrusOne Inc.	02/01/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the shares' all-time closing high, the reasonable sale process, and the cash form of consideration, which provides certainty of value, support FOR the transaction is warranted.
CyrusOne Inc.	02/01/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While NEOs' cash severance is double trigger and reasonably based, equity awards are subject to single-trigger vesting, and the performance-based equity awards will be deemed earned at maximum performance without a clear, compelling rationale disclosed in the proxy. Additionally, certain NEOs' retention bonuses are sizable and have a relatively short retention requirement.
CyrusOne Inc.	02/01/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
D.R. Horton, Inc.	01/26/2022	Management	1	Yes	Elect Director Donald R. Horton	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Horton, Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are warranted for lack of a majority independent board.Votes AGAINST Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/26/2022	Management	2	Yes	Elect Director Barbara K. Allen	For	For	For	For	Votes AGAINST non-independent nominees Donald Horton, Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are warranted for lack of a majority independent board.Votes AGAINST Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/26/2022	Management	3	Yes	Elect Director Brad S. Anderson	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Horton, Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are warranted for lack of a majority independent board.Votes AGAINST Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/26/2022	Management	4	Yes	Elect Director Michael R. Buchanan	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Horton, Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are warranted for lack of a majority independent board.Votes AGAINST Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/26/2022	Management	5	Yes	Elect Director Benjamin S. Carson, Sr.	For	For	For	For	Votes AGAINST non-independent nominees Donald Horton, Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are warranted for lack of a majority independent board.Votes AGAINST Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/26/2022	Management	6	Yes	Elect Director Michael W. Hewatt	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Horton, Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are warranted for lack of a majority independent board.Votes AGAINST Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/26/2022	Management	7	Yes	Elect Director Maribess L. Miller	For	For	For	For	Votes AGAINST non-independent nominees Donald Horton, Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are warranted for lack of a majority independent board.Votes AGAINST Bradley (Brad) Anderson, Michael Buchanan, and Michael Hewatt are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
D.R. Horton, Inc.	01/26/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Total pay for the CEO and chairman increased due to annual incentive payouts under a plan that does not provide for meaningful pay caps. As a result, the pay magnitude for Chairman Horton was almost four times that of the median pay to CEOs amongst the company's peers and continues to exceed that of the CEO.
D.R. Horton, Inc.	01/26/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations

						Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					Voting Policy Rationale	
Danaher Corporation	05/10/2022	Management	1	Yes	Elect Director Rainer M. Blair	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Danaher Corporation	05/10/2022	Management	2	Yes	Elect Director Linda Filler	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Danaher Corporation	05/10/2022	Management	3	Yes	Elect Director Teri List	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Danaher Corporation	05/10/2022	Management	4	Yes	Elect Director Walter G. Lohr, Jr.	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Danaher Corporation	05/10/2022	Management	5	Yes	Elect Director Jessica L. Mega	For	For	For	For	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Danaher Corporation	05/10/2022	Management	6	Yes	Elect Director Mitchell P. Rales	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	

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										Voting Policy Rationale	
Danaher Corporation	05/10/2022	Management	7	Yes	Elect Director Steven M. Rales	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Danaher Corporation	05/10/2022	Management	8	Yes	Elect Director Pardis C. Sabeti	For	For	For	For	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Danaher Corporation	05/10/2022	Management	9	Yes	Elect Director A. Shane Sanders	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Danaher Corporation	05/10/2022	Management	10	Yes	Elect Director John T. Schwieters	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Danaher Corporation	05/10/2022	Management	11	Yes	Elect Director Alan G. Spoon	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Danaher Corporation	05/10/2022	Management	12	Yes	Elect Director Raymond C. Stevens	For	For	For	For	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	

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Danaher Corporation	05/10/2022	Management	13	Yes	Elect Director Elias A. Zerhouni	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Walter Lohr Jr., Mitchell Rales, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Walter Lohr Jr., Teri List, A. Shane Sanders and John Schwieters are warranted for a failure to sufficiently address problematic pledging activity. Votes AGAINST governance committee chair Linda Filler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/10/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Danaher Corporation	05/10/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and half of long-term incentives are performance-conditioned.
Danaher Corporation	05/10/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 10 percent would improve shareholders' ability to use the special meeting right and no single shareholder would be able to act unilaterally to call a special meeting at the proposed threshold.
Darling Ingredients Inc.	05/10/2022	Management	1	Yes	Elect Director Randall C. Stuewe	For	For	For	For	A vote FOR all director nominees is warranted.
Darling Ingredients Inc.	05/10/2022	Management	2	Yes	Elect Director Charles Adair	For	For	For	For	A vote FOR all director nominees is warranted.
Darling Ingredients Inc.	05/10/2022	Management	3	Yes	Elect Director Beth Albright	For	For	For	For	A vote FOR all director nominees is warranted.
Darling Ingredients Inc.	05/10/2022	Management	4	Yes	Elect Director Celeste A. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
Darling Ingredients Inc.	05/10/2022	Management	5	Yes	Elect Director Linda Goodspeed	For	For	For	For	A vote FOR all director nominees is warranted.
Darling Ingredients Inc.	05/10/2022	Management	6	Yes	Elect Director Enderson Guimaraes	For	For	For	For	A vote FOR all director nominees is warranted.
Darling Ingredients Inc.	05/10/2022	Management	7	Yes	Elect Director Dirk Kloosterboer	For	For	For	For	A vote FOR all director nominees is warranted.
Darling Ingredients Inc.	05/10/2022	Management	8	Yes	Elect Director Mary R. Korby	For	For	For	For	A vote FOR all director nominees is warranted.
Darling Ingredients Inc.	05/10/2022	Management	9	Yes	Elect Director Gary W. Mize	For	For	For	For	A vote FOR all director nominees is warranted.
Darling Ingredients Inc.	05/10/2022	Management	10	Yes	Elect Director Michael E. Rescoe	For	For	For	For	A vote FOR all director nominees is warranted.
Darling Ingredients Inc.	05/10/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Darling Ingredients Inc.	05/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Datadog, Inc.	06/02/2022	Management	1	Yes	Elect Director Titi Cole	For	For	For	For	WITHHOLD votes are warranted for incumbent directors Matthew (Matt) Jacobson and Julie Richardson given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. A vote FOR new director Titi Cole is warranted.
Datadog, Inc.	06/02/2022	Management	2	Yes	Elect Director Matthew Jacobson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Matthew (Matt) Jacobson and Julie Richardson given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. A vote FOR new director Titi Cole is warranted.
Datadog, Inc.	06/02/2022	Management	3	Yes	Elect Director Julie G. Richardson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Matthew (Matt) Jacobson and Julie Richardson given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. A vote FOR new director Titi Cole is warranted.
Datadog, Inc.	06/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Datadog, Inc.	06/02/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DaVita Inc.	06/09/2022	Management	1	Yes	Elect Director Pamela M. Arway	For	For	Against	Against	Votes AGAINST non-independent nominees Pamela Arway, Javier Rodriguez, Charles Berg, Paul Diaz and John Nehra are warranted for lack of a majority independent board. Votes AGAINST Pamela Arway, Paul Diaz and John Nehra are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/09/2022	Management	2	Yes	Elect Director Charles G. Berg	For	For	Against	Against	Votes AGAINST non-independent nominees Pamela Arway, Javier Rodriguez, Charles Berg, Paul Diaz and John Nehra are warranted for lack of a majority independent board. Votes AGAINST Pamela Arway, Paul Diaz and John Nehra are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/09/2022	Management	3	Yes	Elect Director Barbara J. Desoer	For	For	For	For	Votes AGAINST non-independent nominees Pamela Arway, Javier Rodriguez, Charles Berg, Paul Diaz and John Nehra are warranted for lack of a majority independent board. Votes AGAINST Pamela Arway, Paul Diaz and John Nehra are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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DaVita Inc.	06/09/2022	Management	4	Yes	Elect Director Paul J. Diaz	For	For	Against	Against	Votes AGAINST non-independent nominees Pamela Arway, Javier Rodriguez, Charles Berg, Paul Diaz and John Nehra are warranted for lack of a majority independent board. Votes AGAINST Pamela Arway, Paul Diaz and John Nehra are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/09/2022	Management	5	Yes	Elect Director Jason M. Hollar	For	For	For	For	Votes AGAINST non-independent nominees Pamela Arway, Javier Rodriguez, Charles Berg, Paul Diaz and John Nehra are warranted for lack of a majority independent board. Votes AGAINST Pamela Arway, Paul Diaz and John Nehra are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/09/2022	Management	6	Yes	Elect Director Gregory J. Moore	For	For	For	For	Votes AGAINST non-independent nominees Pamela Arway, Javier Rodriguez, Charles Berg, Paul Diaz and John Nehra are warranted for lack of a majority independent board. Votes AGAINST Pamela Arway, Paul Diaz and John Nehra are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/09/2022	Management	7	Yes	Elect Director John M. Nehra	For	For	Against	Against	Votes AGAINST non-independent nominees Pamela Arway, Javier Rodriguez, Charles Berg, Paul Diaz and John Nehra are warranted for lack of a majority independent board. Votes AGAINST Pamela Arway, Paul Diaz and John Nehra are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/09/2022	Management	8	Yes	Elect Director Javier J. Rodriguez	For	For	Against	Against	Votes AGAINST non-independent nominees Pamela Arway, Javier Rodriguez, Charles Berg, Paul Diaz and John Nehra are warranted for lack of a majority independent board. Votes AGAINST Pamela Arway, Paul Diaz and John Nehra are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/09/2022	Management	9	Yes	Elect Director Phyllis R. Yale	For	For	For	For	Votes AGAINST non-independent nominees Pamela Arway, Javier Rodriguez, Charles Berg, Paul Diaz and John Nehra are warranted for lack of a majority independent board. Votes AGAINST Pamela Arway, Paul Diaz and John Nehra are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/09/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DaVita Inc.	06/09/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
DaVita Inc.	06/09/2022	Shareholder	12	Yes	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's direct political contributions and indirect political contributions through all tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
Deere & Company	02/23/2022	Management	1	Yes	Elect Director Leanne G. Caret	For	For	For	For	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Deere & Company	02/23/2022	Management	2	Yes	Elect Director Tamra A. Erwin	For	For	For	For	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Deere & Company	02/23/2022	Management	3	Yes	Elect Director Alan C. Heuberger	For	For	For	For	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Deere & Company	02/23/2022	Management	4	Yes	Elect Director Charles O. Holliday, Jr.	For	For	For	For	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Deere & Company	02/23/2022	Management	5	Yes	Elect Director Michael O. Johanns	For	For	For	For	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Deere & Company	02/23/2022	Management	6	Yes	Elect Director Clayton M. Jones	For	For	Against	Against	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Deere & Company	02/23/2022	Management	7	Yes	Elect Director John C. May	For	For	For	For	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Deere & Company	02/23/2022	Management	8	Yes	Elect Director Gregory R. Page	For	For	For	For	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Deere & Company	02/23/2022	Management	9	Yes	Elect Director Sherry M. Smith	For	For	For	For	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Deere & Company	02/23/2022	Management	10	Yes	Elect Director Dmitri L. Stockton	For	For	For	For	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Deere & Company	02/23/2022	Management	11	Yes	Elect Director Sheila G. Talton	For	For	For	For	Votes AGAINST Clayton Jones are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Deere & Company	02/23/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. STI and LTI are primarily performance-based, LTI rely on multiyear performance periods, and pay and performance are reasonably aligned at this time.
Deere & Company	02/23/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Deere & Company	02/23/2022	Management	14	Yes	Approve Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that:* The potential voting power dilution of 6.66 percent is reasonable;* The plan does not allow for repricing of stock options without prior shareholder approval; and* The equity burn rate is reasonable.
Deere & Company	02/23/2022	Shareholder	15	Yes	Amend Governing Documents Regarding Requirements to Call for a Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the one-year holding period is not especially problematic, is consistent with SEC requirements for filing shareholder proposals, and provides a reasonable safeguard against abuse of the right.
Dell Technologies Inc.	06/27/2022	Management	1	Yes	Elect Director Michael S. Dell	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Dell and Egon Durban are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Egon Durban are further warranted for serving as a director on more than four public company boards and for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Michael Dell, David Dorman, Egon Durban, William Green, Ellen Kullman, Simon Patterson, and Lynn Vojvodich are warranted given the board's failure to remove, or subject to a sunset requirement, its multi-class capital structure. A vote FOR new director nominee David Grain is warranted.
Dell Technologies Inc.	06/27/2022	Management	2	Yes	Elect Director David W. Dorman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Dell and Egon Durban are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Egon Durban are further warranted for serving as a director on more than four public company boards and for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Michael Dell, David Dorman, Egon Durban, William Green, Ellen Kullman, Simon Patterson, and Lynn Vojvodich are warranted given the board's failure to remove, or subject to a sunset requirement, its multi-class capital structure. A vote FOR new director nominee David Grain is warranted.
Dell Technologies Inc.	06/27/2022	Management	3	Yes	Elect Director Egon Durban	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Dell and Egon Durban are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Egon Durban are further warranted for serving as a director on more than four public company boards and for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Michael Dell, David Dorman, Egon Durban, William Green, Ellen Kullman, Simon Patterson, and Lynn Vojvodich are warranted given the board's failure to remove, or subject to a sunset requirement, its multi-class capital structure. A vote FOR new director nominee David Grain is warranted.
Dell Technologies Inc.	06/27/2022	Management	4	Yes	Elect Director David Grain	For	For	For	For	WITHHOLD votes for Michael Dell and Egon Durban are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Egon Durban are further warranted for serving as a director on more than four public company boards and for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Michael Dell, David Dorman, Egon Durban, William Green, Ellen Kullman, Simon Patterson, and Lynn Vojvodich are warranted given the board's failure to remove, or subject to a sunset requirement, its multi-class capital structure. A vote FOR new director nominee David Grain is warranted.
Dell Technologies Inc.	06/27/2022	Management	5	Yes	Elect Director William D. Green	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Dell and Egon Durban are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Egon Durban are further warranted for serving as a director on more than four public company boards and for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Michael Dell, David Dorman, Egon Durban, William Green, Ellen Kullman, Simon Patterson, and Lynn Vojvodich are warranted given the board's failure to remove, or subject to a sunset requirement, its multi-class capital structure. A vote FOR new director nominee David Grain is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale	
Dell Technologies Inc.	06/27/2022	Management	6	Yes	Elect Director Simon Patterson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Dell and Egon Durban are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Egon Durban are further warranted for serving as a director on more than four public company boards and for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Michael Dell, David Dorman, Egon Durban, William Green, Ellen Kullman, Simon Patterson, and Lynn Vojvodich are warranted given the board's failure to remove, or subject to a sunset requirement, its multi-class capital structure. A vote FOR new director nominee David Grain is warranted.	
Dell Technologies Inc.	06/27/2022	Management	7	Yes	Elect Director Lynn Vojvodich Radakovich	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Dell and Egon Durban are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Egon Durban are further warranted for serving as a director on more than four public company boards and for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Michael Dell, David Dorman, Egon Durban, William Green, Ellen Kullman, Simon Patterson, and Lynn Vojvodich are warranted given the board's failure to remove, or subject to a sunset requirement, its multi-class capital structure. A vote FOR new director nominee David Grain is warranted.	
Dell Technologies Inc.	06/27/2022	Management	8	Yes	Elect Director Ellen J. Kullman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Dell and Egon Durban are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Egon Durban are further warranted for serving as a director on more than four public company boards and for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Michael Dell, David Dorman, Egon Durban, William Green, Ellen Kullman, Simon Patterson, and Lynn Vojvodich are warranted given the board's failure to remove, or subject to a sunset requirement, its multi-class capital structure. A vote FOR new director nominee David Grain is warranted.	
Dell Technologies Inc.	06/27/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Dell Technologies Inc.	06/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. An NEO received a relatively large sign-on bonus and an equity grant that lacked any performance conditions in connection with his hiring. These concerns are amplified given the magnitude of the NEO's equity award value. Moreover, concerns are noted with other aspects of the pay program, including the uncapped bonus opportunity, a significant individual performance modifier, and half of PSUs being subject to annual performance goals.	
Dell Technologies Inc.	06/27/2022	Management	11	Yes	Amend Certificate of Incorporation	For	For	Against	Against	A vote AGAINST this proposal is warranted. While the elimination of the authorized Class V common stock and related provisions in the company's charter do not materially impact shareholder rights, this bundled article amendment proposal also seeks to establish an exclusive forum provision, which may deprive shareholders of the flexibility to choose the forum in which to file claims.	
Delta Air Lines, Inc.	06/16/2022	Management	1	Yes	Elect Director Edward H. Bastian	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Delta Air Lines, Inc.	06/16/2022	Management	2	Yes	Elect Director Francis S. Blake	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Delta Air Lines, Inc.	06/16/2022	Management	3	Yes	Elect Director Ashton B. Carter	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Delta Air Lines, Inc.	06/16/2022	Management	4	Yes	Elect Director Greg Creed	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Delta Air Lines, Inc.	06/16/2022	Management	5	Yes	Elect Director David G. DeWalt	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	

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Delta Air Lines, Inc.	06/16/2022	Management	6	Yes	Elect Director William H. Easter, III	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/16/2022	Management	7	Yes	Elect Director Leslie D. Hale	For	For	Against	Against	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/16/2022	Management	8	Yes	Elect Director Christopher A. Hazleton	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/16/2022	Management	9	Yes	Elect Director Michael P. Huerta	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/16/2022	Management	10	Yes	Elect Director Jeanne P. Jackson	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/16/2022	Management	11	Yes	Elect Director George N. Mattson	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/16/2022	Management	12	Yes	Elect Director Sergio A. L. Rial	For	For	Against	Against	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/16/2022	Management	13	Yes	Elect Director David S. Taylor	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/16/2022	Management	14	Yes	Elect Director Kathy N. Waller	For	For	For	For	Votes AGAINST Leslie Hale are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Sergio Agapito Lires Rial are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/16/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.
Delta Air Lines, Inc.	06/16/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Delta Air Lines, Inc.	06/16/2022	Shareholder	17	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's state level lobbying, indirect lobbying-related expenditures and board oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
DENTSPLY SIRONA Inc.	05/25/2022	Management	1	Yes	Elect Director Eric K. Brandt	For	For	Against	Against	Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/25/2022	Management	2	No	Elect Director Donald M. Casey, Jr. "Withdrawn Resolution"					Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/25/2022	Management	3	Yes	Elect Director Willie A. Deese	For	For	Against	Against	Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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DENTSPLY SIRONA Inc.	05/25/2022	Management	4	Yes	Elect Director John P. Groetelaars	For	For	For	For	Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/25/2022	Management	5	Yes	Elect Director Betsy D. Holden	For	For	For	For	Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/25/2022	Management	6	Yes	Elect Director Clyde R. Hosein	For	For	For	For	Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/25/2022	Management	7	Yes	Elect Director Harry M. Jansen Kraemer, Jr.	For	For	For	For	Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/25/2022	Management	8	Yes	Elect Director Gregory T. Lucier	For	For	For	For	Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/25/2022	Management	9	Yes	Elect Director Leslie F. Varon	For	For	For	For	Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/25/2022	Management	10	Yes	Elect Director Janet S. Vergis	For	For	For	For	Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/25/2022	Management	11	Yes	Elect Director Dorothea Wenzel	For	For	For	For	Donald Casey Jr.'s election as director was withdrawn and therefore the Public Fund Advisory Services recommendation is NONE. Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/25/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DENTSPLY SIRONA Inc.	05/25/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are largely based on pre-set financial measures and the majority of equity awards are performance based. Nonetheless, close monitoring of pay decisions and outcomes in 2022 is warranted given the recent changes in leadership.
DENTSPLY SIRONA Inc.	05/25/2022	Management	14	Yes	Amend Bylaws to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Devon Energy Corporation	06/08/2022	Management	1	Yes	Elect Director Barbara M. Baumann	For	For	Withhold	Withhold	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/08/2022	Management	2	Yes	Elect Director John E. Bethancourt	For	For	For	For	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Devon Energy Corporation	06/08/2022	Management	3	Yes	Elect Director Ann G. Fox	For	For	For	For	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/08/2022	Management	4	Yes	Elect Director David A. Hager	For	For	Withhold	Withhold	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/08/2022	Management	5	Yes	Elect Director Kelt Kindick	For	For	Withhold	Withhold	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/08/2022	Management	6	Yes	Elect Director John Krenicki, Jr.	For	For	For	For	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/08/2022	Management	7	Yes	Elect Director Karl F. Kurz	For	For	For	For	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/08/2022	Management	8	Yes	Elect Director Robert A. Mosbacher, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/08/2022	Management	9	Yes	Elect Director Richard E. Muncrief	For	For	For	For	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/08/2022	Management	10	Yes	Elect Director Duane C. Radtke	For	For	Withhold	Withhold	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.



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Devon Energy Corporation	06/08/2022	Management	11	Yes	Elect Director Valerie M. Williams	For	For	For	For	WITHHOLD votes for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann are warranted, as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. WITHHOLD votes for Robert Mosbacher Jr. and Duane Radtke are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/08/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Devon Energy Corporation	06/08/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain relating to the rigor of relative TSR for the distribution of performance shares under the long-term incentive plan, as TSR targets median performance. Nonetheless, annual incentives are primarily linked to pre-set financial metrics and equity awards are chiefly performance based.
Devon Energy Corporation	06/08/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
DexCom, Inc.	05/19/2022	Management	1	Yes	Elect Director Steven R. Altman	For	For	For	For	Votes AGAINST Barbara Kahn and Jay Skyler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/19/2022	Management	2	Yes	Elect Director Barbara E. Kahn	For	For	Against	Against	Votes AGAINST Barbara Kahn and Jay Skyler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/19/2022	Management	3	Yes	Elect Director Kyle Malady	For	For	For	For	Votes AGAINST Barbara Kahn and Jay Skyler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/19/2022	Management	4	Yes	Elect Director Jay S. Skyler	For	For	Against	Against	Votes AGAINST Barbara Kahn and Jay Skyler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/19/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DexCom, Inc.	05/19/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance were reasonably aligned during the year in review. The majority of pay remains conditioned on objective financial performance metrics, although shareholders would benefit from increased disclosure regarding the targets and achieved performance levels under the long-term incentive plan.
DexCom, Inc.	05/19/2022	Management	7	Yes	Approve Forward Stock Split	For	For	For	For	A vote FOR this proposal is warranted. Given the increase in the company's share price over the last several years, the board's rationale for the split appears reasonable.
Diamondback Energy, Inc.	06/09/2022	Management	1	Yes	Elect Director Travis D. Stice	For	For	Against	Against	A vote FOR the director nominees is warranted.
Diamondback Energy, Inc.	06/09/2022	Management	2	Yes	Elect Director Vincent K. Brooks	For	For	For	For	
Diamondback Energy, Inc.	06/09/2022	Management	3	Yes	Elect Director Michael P. Cross	For	For	For	For	
Diamondback Energy, Inc.	06/09/2022	Management	4	Yes	Elect Director David L. Houston	For	For	For	For	
Diamondback Energy, Inc.	06/09/2022	Management	5	Yes	Elect Director Stephanie K. Mains	For	For	For	For	
Diamondback Energy, Inc.	06/09/2022	Management	6	Yes	Elect Director Mark L. Plaumann	For	For	For	For	
Diamondback Energy, Inc.	06/09/2022	Management	7	Yes	Elect Director Melanie M. Trent	For	For	Against	Against	
Diamondback Energy, Inc.	06/09/2022	Management	8	Yes	Elect Director Steven E. West	For	For	For	For	
Diamondback Energy, Inc.	06/09/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
Diamondback Energy, Inc.	06/09/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Digital Realty Trust, Inc.	06/03/2022	Management	1	Yes	Elect Director Laurence A. Chapman	For	Against	Against	Against	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Digital Realty Trust, Inc.	06/03/2022	Management	2	Yes	Elect Director Alexis Black Bjorlin	For	For	For	For	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Digital Realty Trust, Inc.	06/03/2022	Management	3	Yes	Elect Director VeraLinn "Dash" Jamieson	For	Against	Against	Against	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Digital Realty Trust, Inc.	06/03/2022	Management	4	Yes	Elect Director Kevin J. Kennedy	For	For	Against	Against	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Digital Realty Trust, Inc.	06/03/2022	Management	5	Yes	Elect Director William G. LaPerch	For	Against	Against	Against	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Digital Realty Trust, Inc.	06/03/2022	Management	6	Yes	Elect Director Jean F.H.P. Mandeville	For	For	For	For	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Digital Realty Trust, Inc.	06/03/2022	Management	7	Yes	Elect Director Afshin Mohebbi	For	For	For	For	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Digital Realty Trust, Inc.	06/03/2022	Management	8	Yes	Elect Director Mark R. Patterson	For	Against	Against	Against	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Digital Realty Trust, Inc.	06/03/2022	Management	9	Yes	Elect Director Mary Hogan Preusse	For	Against	Against	Against	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	

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Digital Realty Trust, Inc.	06/03/2022	Management	10	Yes	Elect Director Dennis E. Singleton	For	For	For	For	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Digital Realty Trust, Inc.	06/03/2022	Management	11	Yes	Elect Director A. William Stein	For	For	For	For	Votes AGAINST Laurence Chapman, Mary Hogan Preusse, VeraLinn (Dash) Jamieson, William LaPerch and Mark Patterson are warranted for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. Votes AGAINST Laurence Chapman are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Kevin Kennedy are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Digital Realty Trust, Inc.	06/03/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Digital Realty Trust, Inc.	06/03/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review, annual incentives were primarily based on pre-set objective targets and a majority of the long-term incentives are performance contingent.
Digital Realty Trust, Inc.	06/03/2022	Shareholder	14	Yes	Report on Risks Associated with Use of Concealment Clauses	Against	For	For	For	A vote FOR this proposal is warranted because more information on the impact that the company's use of concealment clauses has on its employees may bring information to light that could result in improved employee recruitment, development and retention.
Discover Financial Services	05/19/2022	Management	1	Yes	Elect Director Jeffrey S. Aronin	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	2	Yes	Elect Director Mary K. Bush	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	3	Yes	Elect Director Gregory C. Case	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	4	Yes	Elect Director Candace H. Duncan	For	For	For	For	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	5	Yes	Elect Director Joseph F. Eazor	For	For	For	For	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	6	Yes	Elect Director Cynthia A. Glassman	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Discover Financial Services	05/19/2022	Management	7	Yes	Elect Director Roger C. Hochschild	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	8	Yes	Elect Director Thomas G. Maheras	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	9	Yes	Elect Director Michael H. Moskow	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	10	Yes	Elect Director David L. Rawlinson, II	For	For	For	For	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	11	Yes	Elect Director Mark A. Thierer	For	For	For	For	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	12	Yes	Elect Director Jennifer L. Wong	For	For	For	For	Votes AGAINST non-independent nominees Thomas Maheras, Roger Hochschild, Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case, Cynthia Glassman and Michael Moskow are warranted for lack of a majority independent board. Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush, Gregory Case and Cynthia Glassman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/19/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, though some concerns are highlighted and warrant continued monitoring. In particular, shareholders would benefit from improved disclosure of the annual incentive payment decisions as they are largely determined by discretion. Nonetheless, pay outcomes were reasonably aligned with company performance for the year in review and the majority of equity awards were subject to multi-year performance goals.
Discover Financial Services	05/19/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Discovery, Inc.	03/11/2022	Management	1	Yes	Approve Reclassification of Discovery Capital stock Issued and Outstanding or Held by Discovery as Treasury Stock	For	For	For	For	A vote FOR this proposal is warranted as it facilitates the elimination of the existing multi-class capital structure and therefore would represent an improvement to shareholder rights.
Discovery, Inc.	03/11/2022	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	The size of the proposed increase in authorized common shares is excessive. However, approval of this proposal would facilitate the merger (Item 2) which would result in the elimination of the company's existing multi-class capital structure. Given the improvement in shareholder rights as a result of the elimination of the existing capital structure, a vote FOR this proposal is warranted with caution.
Discovery, Inc.	03/11/2022	Management	3	Yes	Increase Authorized Preferred Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposed increase in authorized preferred shares is excessive and the board has not specifically stated that the shares of preferred stock will not be used for anti-takeover purposes.
Discovery, Inc.	03/11/2022	Management	4	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Discovery, Inc.	03/11/2022	Management	5	Yes	Approve All Other Changes in Connection with the Charter Amendment	For	For	For	For	A vote FOR this proposal is warranted as, on balance, the proposed changes represent an improvement to shareholder rights.

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Discovery, Inc.	03/11/2022	Management	6	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted given the sound strategic rationale which will provide existing shareholders the ability to participate in the potential upside of a combined company with significant economies of scale. Additionally, the transaction will result in the elimination of the existing multi-class capital structure and thus materially improve shareholder rights.
Discovery, Inc.	03/11/2022	Management	7	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although a portion of the CEO's outstanding equity is subject to single trigger vesting, the remainder of the CEO's equity requires a qualifying termination. In addition, cash severance requires a qualifying termination, is reasonably based, and no excise gross-ups are payable. Further, the transaction will not constitute a change in control for purposes of the CEO's new employment agreement.
Discovery, Inc.	04/08/2022	Management	1	Yes	Elect Director Paul A. Gould	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Gould and Kenneth Lowe are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Daniel Sanchez, Paul Gould and Kenneth Lowe are warranted given the company's persistent poor compensation practices. In addition to long-standing compensation concerns, the board recently entered into a new employment agreement with CEO Zaslav which contains a problematic severance arrangement and provides for approximately \$200 million in stock options, in addition to his annual compensation. WITHHOLD votes for incumbent audit committee member Kenneth Lowe are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Discovery, Inc.	04/08/2022	Management	2	Yes	Elect Director Kenneth W. Lowe	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Gould and Kenneth Lowe are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Daniel Sanchez, Paul Gould and Kenneth Lowe are warranted given the company's persistent poor compensation practices. In addition to long-standing compensation concerns, the board recently entered into a new employment agreement with CEO Zaslav which contains a problematic severance arrangement and provides for approximately \$200 million in stock options, in addition to his annual compensation. WITHHOLD votes for incumbent audit committee member Kenneth Lowe are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Discovery, Inc.	04/08/2022	Management	3	Yes	Elect Director Daniel E. Sanchez	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Gould and Kenneth Lowe are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Daniel Sanchez, Paul Gould and Kenneth Lowe are warranted given the company's persistent poor compensation practices. In addition to long-standing compensation concerns, the board recently entered into a new employment agreement with CEO Zaslav which contains a problematic severance arrangement and provides for approximately \$200 million in stock options, in addition to his annual compensation. WITHHOLD votes for incumbent audit committee member Kenneth Lowe are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Discovery, Inc.	04/08/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Discovery, Inc.	04/08/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
DISH Network Corporation	04/29/2022	Management	1	Yes	Elect Director Kathleen Q. Abernathy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen, and Tom Ortolf are warranted for lack of a majority independent board. WITHHOLD votes for Tom Ortolf are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kathleen Abernathy are warranted for lack of diversity on the board. WITHHOLD votes for incumbent Compensation Committee members George Brokaw, Kathleen Abernathy, and Tom Ortolf are warranted given the magnitude of chairman Ergen's personal use of company aircraft perquisite. Votes FOR Joseph T. Proietti are warranted.
DISH Network Corporation	04/29/2022	Management	2	Yes	Elect Director George R. Brokaw	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen, and Tom Ortolf are warranted for lack of a majority independent board. WITHHOLD votes for Tom Ortolf are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kathleen Abernathy are warranted for lack of diversity on the board. WITHHOLD votes for incumbent Compensation Committee members George Brokaw, Kathleen Abernathy, and Tom Ortolf are warranted given the magnitude of chairman Ergen's personal use of company aircraft perquisite. Votes FOR Joseph T. Proietti are warranted.



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DISH Network Corporation	04/29/2022	Management	3	Yes	Elect Director W. Erik Carlson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen, and Tom Ortolf are warranted for lack of a majority independent board. WITHHOLD votes for Tom Ortolf are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kathleen Abernathy are warranted for lack of diversity on the board. WITHHOLD votes for incumbent Compensation Committee members George Brokaw, Kathleen Abernathy, and Tom Ortolf are warranted given the magnitude of chairman Ergen's personal use of company aircraft perquisite. Votes FOR Joseph T. Proietti are warranted.
DISH Network Corporation	04/29/2022	Management	4	Yes	Elect Director James DeFranco	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen, and Tom Ortolf are warranted for lack of a majority independent board. WITHHOLD votes for Tom Ortolf are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kathleen Abernathy are warranted for lack of diversity on the board. WITHHOLD votes for incumbent Compensation Committee members George Brokaw, Kathleen Abernathy, and Tom Ortolf are warranted given the magnitude of chairman Ergen's personal use of company aircraft perquisite. Votes FOR Joseph T. Proietti are warranted.
DISH Network Corporation	04/29/2022	Management	5	Yes	Elect Director Cantey M. Ergen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen, and Tom Ortolf are warranted for lack of a majority independent board. WITHHOLD votes for Tom Ortolf are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kathleen Abernathy are warranted for lack of diversity on the board. WITHHOLD votes for incumbent Compensation Committee members George Brokaw, Kathleen Abernathy, and Tom Ortolf are warranted given the magnitude of chairman Ergen's personal use of company aircraft perquisite. Votes FOR Joseph T. Proietti are warranted.
DISH Network Corporation	04/29/2022	Management	6	Yes	Elect Director Charles W. Ergen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen, and Tom Ortolf are warranted for lack of a majority independent board. WITHHOLD votes for Tom Ortolf are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kathleen Abernathy are warranted for lack of diversity on the board. WITHHOLD votes for incumbent Compensation Committee members George Brokaw, Kathleen Abernathy, and Tom Ortolf are warranted given the magnitude of chairman Ergen's personal use of company aircraft perquisite. Votes FOR Joseph T. Proietti are warranted.
DISH Network Corporation	04/29/2022	Management	7	Yes	Elect Director Tom A. Ortolf	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen, and Tom Ortolf are warranted for lack of a majority independent board. WITHHOLD votes for Tom Ortolf are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kathleen Abernathy are warranted for lack of diversity on the board. WITHHOLD votes for incumbent Compensation Committee members George Brokaw, Kathleen Abernathy, and Tom Ortolf are warranted given the magnitude of chairman Ergen's personal use of company aircraft perquisite. Votes FOR Joseph T. Proietti are warranted.
DISH Network Corporation	04/29/2022	Management	8	Yes	Elect Director Joseph T. Proietti	For	For	For	For	WITHHOLD votes for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen, and Tom Ortolf are warranted for lack of a majority independent board. WITHHOLD votes for Tom Ortolf are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Kathleen Abernathy are warranted for lack of diversity on the board. WITHHOLD votes for incumbent Compensation Committee members George Brokaw, Kathleen Abernathy, and Tom Ortolf are warranted given the magnitude of chairman Ergen's personal use of company aircraft perquisite. Votes FOR Joseph T. Proietti are warranted.
DISH Network Corporation	04/29/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DISH Network Corporation	04/29/2022	Shareholder	10	Yes	Report on Political Contributions	Against	For	For	For	A vote FOR this resolution is warranted, as reporting on the company's political contributions and policies would benefit shareholders in assessing its management of related risks.
Diversey Holdings, Ltd.	05/04/2022	Management	1	Yes	Elect Director Philip Wieland	For	Against	Against	Against	Votes AGAINST non-independent nominees Philip Wieland, Kenneth (Ken) Hanau and Jonathon Penn are warranted for lack of a majority independent board. Votes AGAINST Kenneth (Ken) Hanau are also warranted for serving as a non-independent member of a key board committee. A vote FOR Rodney F. Hochman is warranted.
Diversey Holdings, Ltd.	05/04/2022	Management	2	Yes	Elect Director Kenneth Hanau	For	Against	Against	Against	Votes AGAINST non-independent nominees Philip Wieland, Kenneth (Ken) Hanau and Jonathon Penn are warranted for lack of a majority independent board. Votes AGAINST Kenneth (Ken) Hanau are also warranted for serving as a non-independent member of a key board committee. A vote FOR Rodney F. Hochman is warranted.

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Diversey Holdings, Ltd.	05/04/2022	Management	3	Yes	Elect Director Rodney Hochman	For	For	For	For	Votes AGAINST non-independent nominees Philip Wieland, Kenneth (Ken) Hanau and Jonathon Penn are warranted for lack of a majority independent board. Votes AGAINST Kenneth (Ken) Hanau are also warranted for serving as a non-independent member of a key board committee. A vote FOR Rodney F. Hochman is warranted.
Diversey Holdings, Ltd.	05/04/2022	Management	4	Yes	Elect Director Jonathon Penn	For	Against	Against	Against	Votes AGAINST non-independent nominees Philip Wieland, Kenneth (Ken) Hanau and Jonathon Penn are warranted for lack of a majority independent board. Votes AGAINST Kenneth (Ken) Hanau are also warranted for serving as a non-independent member of a key board committee. A vote FOR Rodney F. Hochman is warranted.
Diversey Holdings, Ltd.	05/04/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Diversey Holdings, Ltd.	05/04/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Diversey Holdings, Ltd.	05/04/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DocuSign, Inc.	06/03/2022	Management	1	Yes	Elect Director Teresa Briggs	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Daniel (Dan) Springer, Teresa Briggs, and Blake Irving given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
DocuSign, Inc.	06/03/2022	Management	2	Yes	Elect Director Blake J. Irving	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Daniel (Dan) Springer, Teresa Briggs, and Blake Irving given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
DocuSign, Inc.	06/03/2022	Management	3	Yes	Elect Director Daniel D. Springer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Daniel (Dan) Springer, Teresa Briggs, and Blake Irving given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
DocuSign, Inc.	06/03/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
DocuSign, Inc.	06/03/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are entirely based on financial metrics and the CEO's long-term incentives are half-comprised of performance-based awards that utilize a multi-year performance period. However, shareholders should continue to monitor pay outcomes in light of semi-annual performance periods utilized in the annual incentive plan.
Dolby Laboratories, Inc.	02/08/2022	Management	1	Yes	Elect Director Kevin Yeaman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Gotcher, Kevin Yeaman, David Dolby, Roger Siboni and Avadis (Avie) Tevanian Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Peter Gotcher, Roger Siboni and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/08/2022	Management	2	Yes	Elect Director Peter Gotcher	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Gotcher, Kevin Yeaman, David Dolby, Roger Siboni and Avadis (Avie) Tevanian Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Peter Gotcher, Roger Siboni and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/08/2022	Management	3	Yes	Elect Director Micheline Chau	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Gotcher, Kevin Yeaman, David Dolby, Roger Siboni and Avadis (Avie) Tevanian Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Peter Gotcher, Roger Siboni and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/08/2022	Management	4	Yes	Elect Director David Dolby	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Gotcher, Kevin Yeaman, David Dolby, Roger Siboni and Avadis (Avie) Tevanian Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Peter Gotcher, Roger Siboni and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/08/2022	Management	5	Yes	Elect Director Tony Prophet	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Gotcher, Kevin Yeaman, David Dolby, Roger Siboni and Avadis (Avie) Tevanian Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Peter Gotcher, Roger Siboni and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Dolby Laboratories, Inc.	02/08/2022	Management	6	Yes	Elect Director Emily Rollins	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Gotcher, Kevin Yeaman, David Dolby, Roger Siboni and Avadis (Avie) Tevanian Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Peter Gotcher, Roger Siboni and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Dolby Laboratories, Inc.	02/08/2022	Management	7	Yes	Elect Director Simon Segars	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Gotcher, Kevin Yeaman, David Dolby, Roger Siboni and Avadis (Avie) Tevanian Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Peter Gotcher, Roger Siboni and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Dolby Laboratories, Inc.	02/08/2022	Management	8	Yes	Elect Director Roger Siboni	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Gotcher, Kevin Yeaman, David Dolby, Roger Siboni and Avadis (Avie) Tevanian Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Peter Gotcher, Roger Siboni and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Dolby Laboratories, Inc.	02/08/2022	Management	9	Yes	Elect Director Anjali Sud	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Gotcher, Kevin Yeaman, David Dolby, Roger Siboni and Avadis (Avie) Tevanian Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Peter Gotcher, Roger Siboni and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Dolby Laboratories, Inc.	02/08/2022	Management	10	Yes	Elect Director Avadis Tevanian, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Gotcher, Kevin Yeaman, David Dolby, Roger Siboni and Avadis (Avie) Tevanian Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Peter Gotcher, Roger Siboni and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Dolby Laboratories, Inc.	02/08/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Dolby Laboratories, Inc.	02/08/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Dollar General Corporation	05/25/2022	Management	1	Yes	Elect Director Warren F. Bryant	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Calbert, Todd Vasos, Warren Bryant and William Rhodes III are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Calbert, Warren Bryant and William Rhodes III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Michael (Mike) Calbert are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Dollar General Corporation	05/25/2022	Management	2	Yes	Elect Director Michael M. Calbert	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Calbert, Todd Vasos, Warren Bryant and William Rhodes III are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Calbert, Warren Bryant and William Rhodes III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Michael (Mike) Calbert are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Dollar General Corporation	05/25/2022	Management	3	Yes	Elect Director Patricia D. Fili-Krushel	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Calbert, Todd Vasos, Warren Bryant and William Rhodes III are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Calbert, Warren Bryant and William Rhodes III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Michael (Mike) Calbert are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
Dollar General Corporation	05/25/2022	Management	4	Yes	Elect Director Timothy I. McGuire	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Calbert, Todd Vasos, Warren Bryant and William Rhodes III are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Calbert, Warren Bryant and William Rhodes III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Michael (Mike) Calbert are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	

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Dollar General Corporation	05/25/2022	Management	5	Yes	Elect Director William C. Rhodes, III	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Calbert, Todd Vasos, Warren Bryant and William Rhodes III are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Calbert, Warren Bryant and William Rhodes III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Michael (Mike) Calbert are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/25/2022	Management	6	Yes	Elect Director Debra A. Sandler	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Calbert, Todd Vasos, Warren Bryant and William Rhodes III are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Calbert, Warren Bryant and William Rhodes III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Michael (Mike) Calbert are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/25/2022	Management	7	Yes	Elect Director Ralph E. Santana	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Calbert, Todd Vasos, Warren Bryant and William Rhodes III are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Calbert, Warren Bryant and William Rhodes III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Michael (Mike) Calbert are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/25/2022	Management	8	Yes	Elect Director Todd J. Vasos	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Calbert, Todd Vasos, Warren Bryant and William Rhodes III are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Calbert, Warren Bryant and William Rhodes III are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Michael (Mike) Calbert are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/25/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft-related perquisite to the CEO.
Dollar General Corporation	05/25/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dollar General Corporation	05/25/2022	Shareholder	11	Yes	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as reporting on the company's political contributions and policies would benefit shareholders in assessing its management of related risks.
Dollar Tree, Inc.	06/30/2022	Management	1	Yes	Elect Director Thomas W. Dickson	For	For	Against	Against	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	2	Yes	Elect Director Richard W. Dreiling	For	For	For	For	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	3	Yes	Elect Director Cheryl W. Grise	For	For	For	For	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	4	Yes	Elect Director Daniel J. Heinrich	For	For	For	For	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	5	Yes	Elect Director Paul C. Hilal	For	For	For	For	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	6	Yes	Elect Director Edward J. Kelly, III	For	For	For	For	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	7	Yes	Elect Director Mary A. Laschinger	For	For	For	For	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	8	Yes	Elect Director Jeffrey G. Naylor	For	For	For	For	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Dollar Tree, Inc.	06/30/2022	Management	9	Yes	Elect Director Winnie Y. Park	For	For	For	For	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	10	Yes	Elect Director Bertram L. Scott	For	For	For	For	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	11	Yes	Elect Director Stephanie P. Stahl	For	For	Against	Against	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	12	Yes	Elect Director Michael A. Witynski	For	For	For	For	Votes AGAINST incumbent governance committee members Thomas Dickson and Stephanie Stahl are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Dollar Tree, Inc.	06/30/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual and long-term incentives are both entirely based on pre-set financial metrics.
Dollar Tree, Inc.	06/30/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dollar Tree, Inc.	06/30/2022	Management	15	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted. As the company does not currently provide shareholders with the ability to call special meetings, this would represent an enhancement to shareholders' rights.
Dollar Tree, Inc.	06/30/2022	Shareholder	16	Yes	Report on GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Dominion Energy, Inc.	05/11/2022	Management	1	Yes	Elect Director James A. Bennett	For	For	For	For	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	2	Yes	Elect Director Robert M. Blue	For	For	For	For	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	3	Yes	Elect Director Helen E. Dragas	For	For	Against	Against	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	4	Yes	Elect Director James O. Ellis, Jr.	For	For	For	For	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	5	Yes	Elect Director D. Maybank Hagood	For	For	For	For	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	6	Yes	Elect Director Ronald W. Jibson	For	For	For	For	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	7	Yes	Elect Director Mark J. Kington	For	For	Against	Against	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	8	Yes	Elect Director Joseph M. Rigby	For	For	For	For	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	9	Yes	Elect Director Pamela J. Royal	For	For	For	For	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	10	Yes	Elect Director Robert H. Spilman, Jr.	For	For	Against	Against	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	11	Yes	Elect Director Susan N. Story	For	For	For	For	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	12	Yes	Elect Director Michael E. Szymanczyk	For	For	For	For	Votes AGAINST Robert Spilman Jr., Helen Dragas and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/11/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial metrics. Half of long-term awards were performance-based and utilized a multi-year measurement period.
Dominion Energy, Inc.	05/11/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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Dominion Energy, Inc.	05/11/2022	Management	15	Yes	Amend Right to Call Special Meeting	For	For	For	For	A vote FOR this binding proposal is warranted, as reducing the ownership threshold to call a special meeting from 25 percent to 15 percent of outstanding shares would enhance shareholder rights.
Dominion Energy, Inc.	05/11/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent (or 15 percent, if Item 4 is approved) to 10 percent would improve shareholders' ability to use the special meeting right and no single shareholder would be able to act unilaterally to call a special meeting at the proposed threshold.
Dominion Energy, Inc.	05/11/2022	Shareholder	17	Yes	Adopt Medium Term Scope 3 GHG Emissions Reduction Target	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Dominion Energy, Inc.	05/11/2022	Shareholder	18	Yes	Report on the Risk of Natural Gas Stranded Assets	None	For	For	For	A vote FOR this proposal is warranted because shareholders would benefit from one unified disclosure that addresses any risks from stranded natural gas assets.
Domino's Pizza, Inc.	04/26/2022	Management	1	Yes	Elect Director David A. Brandon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Andrew Balson, Diana Cantor, Richard Federico, James Goldman and Russell Weiner are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/26/2022	Management	2	Yes	Elect Director C. Andrew Ballard	For	For	For	For	WITHHOLD votes for non-independent nominees David Brandon, Andrew Balson, Diana Cantor, Richard Federico, James Goldman and Russell Weiner are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/26/2022	Management	3	Yes	Elect Director Andrew B. Balson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Andrew Balson, Diana Cantor, Richard Federico, James Goldman and Russell Weiner are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/26/2022	Management	4	Yes	Elect Director Corie S. Barry	For	For	For	For	WITHHOLD votes for non-independent nominees David Brandon, Andrew Balson, Diana Cantor, Richard Federico, James Goldman and Russell Weiner are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/26/2022	Management	5	Yes	Elect Director Diana F. Cantor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Andrew Balson, Diana Cantor, Richard Federico, James Goldman and Russell Weiner are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/26/2022	Management	6	Yes	Elect Director Richard L. Federico	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Andrew Balson, Diana Cantor, Richard Federico, James Goldman and Russell Weiner are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/26/2022	Management	7	Yes	Elect Director James A. Goldman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Andrew Balson, Diana Cantor, Richard Federico, James Goldman and Russell Weiner are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/26/2022	Management	8	Yes	Elect Director Patricia E. Lopez	For	For	For	For	WITHHOLD votes for non-independent nominees David Brandon, Andrew Balson, Diana Cantor, Richard Federico, James Goldman and Russell Weiner are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/26/2022	Management	9	Yes	Elect Director Russell J. Weiner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Andrew Balson, Diana Cantor, Richard Federico, James Goldman and Russell Weiner are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/26/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Domino's Pizza, Inc.	04/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
DoorDash, Inc.	06/23/2022	Management	1	Yes	Elect Director John Doerr	For	Against	Against	Against	A vote AGAINST incumbent directors Andy Fang and L. John Doerr is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, which adversely impacts shareholder rights. A vote AGAINST governance committee member L. John Doerr is further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights.
DoorDash, Inc.	06/23/2022	Management	2	Yes	Elect Director Andy Fang	For	Against	Against	Against	A vote AGAINST incumbent directors Andy Fang and L. John Doerr is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, which adversely impacts shareholder rights. A vote AGAINST governance committee member L. John Doerr is further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights.
DoorDash, Inc.	06/23/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DoorDash, Inc.	06/23/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
DoubleVerify Holdings, Inc.	06/14/2022	Management	1	Yes	Elect Director Laura B. Desmond	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Laura Desmond and Joshua Selip given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for nominating committee chair Laura Desmond for lack of racial/ethnic diversity on the board. A vote FOR Rosie Perez is warranted.
DoubleVerify Holdings, Inc.	06/14/2022	Management	2	Yes	Elect Director Joshua L. Selip	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Laura Desmond and Joshua Selip given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for nominating committee chair Laura Desmond for lack of racial/ethnic diversity on the board. A vote FOR Rosie Perez is warranted.
DoubleVerify Holdings, Inc.	06/14/2022	Management	3	Yes	Elect Director Rosie Perez	For	For	For	For	WITHHOLD votes are warranted for incumbent directors Laura Desmond and Joshua Selip given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for nominating committee chair Laura Desmond for lack of racial/ethnic diversity on the board. A vote FOR Rosie Perez is warranted.
DoubleVerify Holdings, Inc.	06/14/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Douglas Emmett, Inc.	05/26/2022	Management	1	Yes	Elect Director Dan A. Emmett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Douglas Emmett, Inc.	05/26/2022	Management	2	Yes	Elect Director Jordan L. Kaplan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.

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Douglas Emmett, Inc.	05/26/2022	Management	3	Yes	Elect Director Kenneth M. Panzer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Douglas Emmett, Inc.	05/26/2022	Management	4	Yes	Elect Director Leslie E. Bider	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Douglas Emmett, Inc.	05/26/2022	Management	5	Yes	Elect Director Dorene C. Dominguez	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Douglas Emmett, Inc.	05/26/2022	Management	6	Yes	Elect Director David T. Feinberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Douglas Emmett, Inc.	05/26/2022	Management	7	Yes	Elect Director Ray C. Leonard	For	For	For	For	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Douglas Emmett, Inc.	05/26/2022	Management	8	Yes	Elect Director Virginia A. McFerran	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.

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Douglas Emmett, Inc.	05/26/2022	Management	9	Yes	Elect Director Thomas E. O'Hern	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Douglas Emmett, Inc.	05/26/2022	Management	10	Yes	Elect Director William E. Simon, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Douglas Emmett, Inc.	05/26/2022	Management	11	Yes	Elect Director Shirley Wang	For	For	For	For	WITHHOLD votes for non-independent nominees Dan Emmett, Jordan Kaplan, Leslie (Les) Bider, David Feinberg, Thomas O'Hern and Kenneth Panzer are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Bider, David Feinberg and Thomas O'Hern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Virginia McFerran and Dorene Dominguez are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Douglas Emmett, Inc.	05/26/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Douglas Emmett, Inc.	05/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	* The board is not majority independent. * Leslie (Les) Bider, David Feinberg and Thomas O'Hern are non-independent members of a key board committee. * David Feinberg serves on the boards of more than two publicly-traded companies while serving as CEO of a publicly-traded firm * The company's bylaws permit shareholders to amend the bylaws, but with material restrictions which exceed those set forth in existing SEC rules. * The company has retained the same audit firm in excess of seven years and non-audit fees exceed 25 percent of total fees. * The company's incentive program is discretionary in nature and equity awards lack rigorous long-term performance-vesting criteria. Pay-for-performance concerns are further exacerbated by the compensation of two executives with CEO-level pay.
Dover Corporation	05/06/2022	Management	1	Yes	Elect Director Deborah L. DeHaas	For	For	For	For	Votes AGAINST non-independent nominees Richard Tobin, Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are warranted for lack of a majority independent board. Votes AGAINST Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/06/2022	Management	2	Yes	Elect Director H. John Gilbertson, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Richard Tobin, Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are warranted for lack of a majority independent board. Votes AGAINST Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/06/2022	Management	3	Yes	Elect Director Kristiane C. Graham	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Tobin, Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are warranted for lack of a majority independent board. Votes AGAINST Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/06/2022	Management	4	Yes	Elect Director Michael F. Johnston	For	For	For	For	Votes AGAINST non-independent nominees Richard Tobin, Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are warranted for lack of a majority independent board. Votes AGAINST Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Dover Corporation	05/06/2022	Management	5	Yes	Elect Director Eric A. Spiegel	For	For	For	For	Votes AGAINST non-independent nominees Richard Tobin, Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are warranted for lack of a majority independent board. Votes AGAINST Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/06/2022	Management	6	Yes	Elect Director Richard J. Tobin	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Tobin, Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are warranted for lack of a majority independent board. Votes AGAINST Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/06/2022	Management	7	Yes	Elect Director Stephen M. Todd	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Tobin, Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are warranted for lack of a majority independent board. Votes AGAINST Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/06/2022	Management	8	Yes	Elect Director Stephen K. Wagner	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Tobin, Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are warranted for lack of a majority independent board. Votes AGAINST Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/06/2022	Management	9	Yes	Elect Director Keith E. Wandell	For	For	For	For	Votes AGAINST non-independent nominees Richard Tobin, Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are warranted for lack of a majority independent board. Votes AGAINST Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/06/2022	Management	10	Yes	Elect Director Mary A. Winston	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Tobin, Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are warranted for lack of a majority independent board. Votes AGAINST Kristiane Graham, Stephen Todd, Stephen Wagner and Mary Winston are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/06/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dover Corporation	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Dover Corporation	05/06/2022	Shareholder	13	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would improve shareholder rights.
Dow Inc.	04/14/2022	Management	1	Yes	Elect Director Samuel R. Allen	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	2	Yes	Elect Director Gaurdie Banister, Jr.	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	3	Yes	Elect Director Wesley G. Bush	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	4	Yes	Elect Director Richard K. Davis	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	5	Yes	Elect Director Jerri DeVard	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	6	Yes	Elect Director Debra L. Dial	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	7	Yes	Elect Director Jeff M. Fettig	For	For	Against	Against	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	8	Yes	Elect Director Jim Fitterling	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	9	Yes	Elect Director Jacqueline C. Hinman	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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Dow Inc.	04/14/2022	Management	10	Yes	Elect Director Luis Alberto Moreno	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	11	Yes	Elect Director Jill S. Wyant	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	12	Yes	Elect Director Daniel W. Yohannes	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/14/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.
Dow Inc.	04/14/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dow Inc.	04/14/2022	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
DraftKings Inc.	04/19/2022	Management	1	Yes	Elect Director Jason D. Robins	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	2	Yes	Elect Director Harry Evans Sloan	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	3	Yes	Elect Director Matthew Kalish	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	4	Yes	Elect Director Paul Liberman	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	5	Yes	Elect Director Woodrow H. Levin	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	6	Yes	Elect Director Shalom Meckenzie	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
DraftKings Inc.	04/19/2022	Management	7	Yes	Elect Director Jocelyn Moore	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	8	Yes	Elect Director Ryan R. Moore	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	9	Yes	Elect Director Valerie Mosley	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	10	Yes	Elect Director Steven J. Murray	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	11	Yes	Elect Director Marni M. Walden	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	12	Yes	Elect Director Tilman J. Fertitta	For	For	For	For	WITHHOLD votes for incumbent director nominees Jason Robins, Matthew Kalish, Woodrow Levin, Paul Liberman, Shalom Meckenzie, Jocelyn Moore, Ryan Moore, Valerie Mosley, Steven Murray, Harry Sloan, and Marni Walden are warranted given the implementation of a dual class capital structure without a reasonable sunset provision. WITHHOLD votes for Shalom Meckenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Harry Sloan are warranted for serving as a director on more than four public company boards. A vote FOR Tilman Fertitta is warranted.
DraftKings Inc.	04/19/2022	Management	13	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DraftKings Inc.	04/19/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST is warranted due to excessive CEO aggregate perks.
Driven Brands Holdings Inc.	05/18/2022	Management	1	Yes	Elect Director Catherine (Cathy) Halligan	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Catherine (Cathy) Halligan, Rick (Ricky) Puckett, and Michael Thompson are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. WITHHOLD votes for nominating committee member Michael Thompson are warranted for lack of diversity on the board. WITHHOLD votes for non-independent nominee Michael Thompson are further warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Driven Brands Holdings Inc.	05/18/2022	Management	2	Yes	Elect Director Rick Puckett	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Catherine (Cathy) Halligan, Rick (Ricky) Puckett, and Michael Thompson are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. WITHHOLD votes for nominating committee member Michael Thompson are warranted for lack of diversity on the board. WITHHOLD votes for non-independent nominee Michael Thompson are further warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.
Driven Brands Holdings Inc.	05/18/2022	Management	3	Yes	Elect Director Michael Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Catherine (Cathy) Halligan, Rick (Ricky) Puckett, and Michael Thompson are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. WITHHOLD votes for nominating committee member Michael Thompson are warranted for lack of diversity on the board. WITHHOLD votes for non-independent nominee Michael Thompson are further warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.
Driven Brands Holdings Inc.	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal warranted due to a pay-for-performance misalignment. The NEOs received sizable retention awards that are solely time-vesting without a clear rationale. In addition, the STI program is based on undisclosed goals and the CEO's target bonus opportunity is relatively high compared to CEOs in companies of similar size and industry.
Driven Brands Holdings Inc.	05/18/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the new auditor is warranted as there are no known issues.
Dropbox, Inc.	05/19/2022	Management	1	Yes	Elect Director Andrew W. Houston	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew Houston, Donald Blair, Lisa Campbell, Paul Jacobs, Michael Seibel, and Karen Peacock given the board's failure to remove, or subject to a sunset requirement, the dual class capital structure and other governance provisions that adversely impact shareholder rights. WITHHOLD votes for S. Sara Mathew are warranted for serving as a director on more than four public company boards. A vote FOR Abhay Parasnis is warranted.
Dropbox, Inc.	05/19/2022	Management	2	Yes	Elect Director Donald W. Blair	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew Houston, Donald Blair, Lisa Campbell, Paul Jacobs, Michael Seibel, and Karen Peacock given the board's failure to remove, or subject to a sunset requirement, the dual class capital structure and other governance provisions that adversely impact shareholder rights. WITHHOLD votes for S. Sara Mathew are warranted for serving as a director on more than four public company boards. A vote FOR Abhay Parasnis is warranted.
Dropbox, Inc.	05/19/2022	Management	3	Yes	Elect Director Lisa Campbell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew Houston, Donald Blair, Lisa Campbell, Paul Jacobs, Michael Seibel, and Karen Peacock given the board's failure to remove, or subject to a sunset requirement, the dual class capital structure and other governance provisions that adversely impact shareholder rights. WITHHOLD votes for S. Sara Mathew are warranted for serving as a director on more than four public company boards. A vote FOR Abhay Parasnis is warranted.
Dropbox, Inc.	05/19/2022	Management	4	Yes	Elect Director Paul E. Jacobs	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew Houston, Donald Blair, Lisa Campbell, Paul Jacobs, Michael Seibel, and Karen Peacock given the board's failure to remove, or subject to a sunset requirement, the dual class capital structure and other governance provisions that adversely impact shareholder rights. WITHHOLD votes for S. Sara Mathew are warranted for serving as a director on more than four public company boards. A vote FOR Abhay Parasnis is warranted.
Dropbox, Inc.	05/19/2022	Management	5	Yes	Elect Director Sara Mathew	For	For	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew Houston, Donald Blair, Lisa Campbell, Paul Jacobs, Michael Seibel, and Karen Peacock given the board's failure to remove, or subject to a sunset requirement, the dual class capital structure and other governance provisions that adversely impact shareholder rights. WITHHOLD votes for S. Sara Mathew are warranted for serving as a director on more than four public company boards. A vote FOR Abhay Parasnis is warranted.
Dropbox, Inc.	05/19/2022	Management	6	Yes	Elect Director Abhay Parasnis	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Andrew Houston, Donald Blair, Lisa Campbell, Paul Jacobs, Michael Seibel, and Karen Peacock given the board's failure to remove, or subject to a sunset requirement, the dual class capital structure and other governance provisions that adversely impact shareholder rights. WITHHOLD votes for S. Sara Mathew are warranted for serving as a director on more than four public company boards. A vote FOR Abhay Parasnis is warranted.

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Dropbox, Inc.	05/19/2022	Management	7	Yes	Elect Director Karen Peacock	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew Houston, Donald Blair, Lisa Campbell, Paul Jacobs, Michael Seibel, and Karen Peacock given the board's failure to remove, or subject to a sunset requirement, the dual class capital structure and other governance provisions that adversely impact shareholder rights. WITHHOLD votes for S. Sara Mathew are warranted for serving as a director on more than four public company boards. A vote FOR Abhay Parasnis is warranted.
Dropbox, Inc.	05/19/2022	Management	8	Yes	Elect Director Michael Seibel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew Houston, Donald Blair, Lisa Campbell, Paul Jacobs, Michael Seibel, and Karen Peacock given the board's failure to remove, or subject to a sunset requirement, the dual class capital structure and other governance provisions that adversely impact shareholder rights. WITHHOLD votes for S. Sara Mathew are warranted for serving as a director on more than four public company boards. A vote FOR Abhay Parasnis is warranted.
Dropbox, Inc.	05/19/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dropbox, Inc.	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
DT Midstream, Inc.	05/06/2022	Management	1	Yes	Elect Director Robert Skaggs, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
DT Midstream, Inc.	05/06/2022	Management	2	Yes	Elect Director David Slater	For	For	For	For	A vote FOR all director nominees is warranted.
DT Midstream, Inc.	05/06/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DT Midstream, Inc.	05/06/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DTE Energy Company	05/05/2022	Management	1	Yes	Elect Director David A. Brandon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/05/2022	Management	2	Yes	Elect Director Charles G. McClure, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/05/2022	Management	3	Yes	Elect Director Gail J. McGovern	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/05/2022	Management	4	Yes	Elect Director Mark A. Murray	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/05/2022	Management	5	Yes	Elect Director Gerardo Norcia	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/05/2022	Management	6	Yes	Elect Director Ruth G. Shaw	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/05/2022	Management	7	Yes	Elect Director Robert C. Skaggs, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
DTE Energy Company	05/05/2022	Management	8	Yes	Elect Director David A. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
DTE Energy Company	05/05/2022	Management	9	Yes	Elect Director Gary H. Torgow	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
DTE Energy Company	05/05/2022	Management	10	Yes	Elect Director James H. Vandenberghe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
DTE Energy Company	05/05/2022	Management	11	Yes	Elect Director Valerie M. Williams	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Ruth Shaw, David Brandon, Gail McGovern, Mark Murray and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Ruth Shaw, David Brandon, Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
DTE Energy Company	05/05/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
DTE Energy Company	05/05/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned for the year in review. The majority of CEO pay is conditioned on clearly disclosed objective performance metrics and the majority of the CEO's long-term equity grants are conditioned on long-term financial performance goals.	
DTE Energy Company	05/05/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 25 percent to 10 percent would enhance shareholders' rights.	
DTE Energy Company	05/05/2022	Shareholder	15	Yes	Revise Net Zero by 2050 Goal to Include Full Scope 3 Value Chain Emissions	Against	For	For	For	A vote FOR this proposal is warranted, as including all its material Scope 3 emissions into its net zero by 2050 goal would help investors better understand how the company plans to reduce its full value chain emissions and manage its transition to a low carbon economy.	
Duck Creek Technologies, Inc.	02/22/2022	Management	1	Yes	Elect Director Julie Dodd	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Roy Mackenzie are warranted for lack of a majority independent board.WITHHOLD votes for director nominees Julie Dodd, Roy Mackenzie, and Francis (Frank) Pelzer V are warranted for the following reasons:* for failure to establish racial and/or ethnic diversity on the board, and* given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Duck Creek Technologies, Inc.	02/22/2022	Management	2	Yes	Elect Director Roy Mackenzie	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Roy Mackenzie are warranted for lack of a majority independent board.WITHHOLD votes for director nominees Julie Dodd, Roy Mackenzie, and Francis (Frank) Pelzer V are warranted for the following reasons:* for failure to establish racial and/or ethnic diversity on the board, and* given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Duck Creek Technologies, Inc.	02/22/2022	Management	3	Yes	Elect Director Francis Pelzer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Roy Mackenzie are warranted for lack of a majority independent board.WITHHOLD votes for director nominees Julie Dodd, Roy Mackenzie, and Francis (Frank) Pelzer V are warranted for the following reasons:* for failure to establish racial and/or ethnic diversity on the board, and* given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Duck Creek Technologies, Inc.	02/22/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Duck Creek Technologies, Inc.	02/22/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	



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Duke Energy Corporation	05/05/2022	Management	1	Yes	Elect Director Derrick Burks	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	2	Yes	Elect Director Annette K. Clayton	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	3	Yes	Elect Director Theodore F. Craver, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	4	Yes	Elect Director Robert M. Davis	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	5	Yes	Elect Director Caroline Dorsa	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	6	Yes	Elect Director W. Roy Dunbar	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	7	Yes	Elect Director Nicholas C. Fanandakis	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	8	Yes	Elect Director Lynn J. Good	For	For	Withhold	Withhold	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	9	Yes	Elect Director John T. Herron	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	10	Yes	Elect Director Idalene F. Kesner	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	11	Yes	Elect Director E. Marie McKee	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.

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Duke Energy Corporation	05/05/2022	Management	12	Yes	Elect Director Michael J. Pacilio	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	13	Yes	Elect Director Thomas E. Skains	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	14	Yes	Elect Director William E. Webster, Jr.	For	For	For	For	WITHHOLD votes for board chair, President and CEO Lynn Good and Lead Director Theodore (Ted) Craver Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary given concerns regarding the company's climate-related goals and strategy. A vote FOR the remaining director nominees is warranted.
Duke Energy Corporation	05/05/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Duke Energy Corporation	05/05/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are primarily based on objective metrics and the majority of the company's equity grants remain conditioned on long-term objective performance with relatively increased goal rigor in each program.
Duke Energy Corporation	05/05/2022	Shareholder	17	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
Duke Realty Corporation	04/14/2022	Management	1	Yes	Elect Director John P. Case	For	For	For	For	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	2	Yes	Elect Director James B. Connor	For	For	For	For	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	3	Yes	Elect Director Tamara D. Fischer	For	For	For	For	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	4	Yes	Elect Director Norman K. Jenkins	For	For	For	For	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	5	Yes	Elect Director Kelly T. Killingsworth	For	For	For	For	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	6	Yes	Elect Director Melanie R. Sabelhaus	For	For	For	For	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	7	Yes	Elect Director Peter M. Scott, III	For	For	Against	Against	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	8	Yes	Elect Director David P. Stockert	For	For	For	For	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	9	Yes	Elect Director Chris T. Sultermeyer	For	For	For	For	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	10	Yes	Elect Director Warren M. Thompson	For	For	For	For	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	11	Yes	Elect Director Lynn C. Thurber	For	For	Against	Against	Votes AGAINST Peter Scott III and Lynn Thurber are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Duke Realty Corporation	04/14/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although a concern is noted with respect to goal rigor under the LTI program, short- and long-term incentive programs are predominantly tied to pre-set quantitative measures and payouts are aligned with the company's strong performance.
Duke Realty Corporation	04/14/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DuPont de Nemours, Inc.	05/26/2022	Management	1	Yes	Elect Director Amy G. Brady	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.

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DuPont de Nemours, Inc.	05/26/2022	Management	2	Yes	Elect Director Edward D. Breen	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	3	Yes	Elect Director Ruby R. Chandy	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	4	Yes	Elect Director Terrence R. Curtin	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	5	Yes	Elect Director Alexander M. Cutler	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	6	Yes	Elect Director Eleuthere I. du Pont	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	7	Yes	Elect Director Kristina M. Johnson	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	8	Yes	Elect Director Luther C. Kissam	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	9	Yes	Elect Director Frederick M. Lowery	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	10	Yes	Elect Director Raymond J. Milchovich	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	11	Yes	Elect Director Deanna M. Mulligan	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	12	Yes	Elect Director Steven M. Sterin	For	For	For	For	Cautionary support FOR Ruby R. Chandy is warranted due to partial responsiveness by the company to a majority-supported proposal asking for an annual report on plastic pollution. A vote FOR the remaining director nominees is warranted.	
DuPont de Nemours, Inc.	05/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: * The company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO. * The company maintains agreements that contain excessive severance provision.	
DuPont de Nemours, Inc.	05/26/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
DuPont de Nemours, Inc.	05/26/2022	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director. Votes AGAINST non-independent nominees Dominic Ng, Rudolph Estrada, Iris Chan, Paul Irving and Jack Liu are warranted for lack of a majority independent board. Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
East West Bancorp, Inc.	05/26/2022	Management	1	Yes	Elect Director Manuel P. Alvarez	For	For	For	For	Votes AGAINST non-independent nominees Dominic Ng, Rudolph Estrada, Iris Chan, Paul Irving and Jack Liu are warranted for lack of a majority independent board. Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
East West Bancorp, Inc.	05/26/2022	Management	2	Yes	Elect Director Molly Campbell	For	For	For	For	Votes AGAINST non-independent nominees Dominic Ng, Rudolph Estrada, Iris Chan, Paul Irving and Jack Liu are warranted for lack of a majority independent board. Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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East West Bancorp, Inc.	05/26/2022	Management	3	Yes	Elect Director Iris S. Chan	For	For	Against	Against	Votes AGAINST non-independent nominees Dominic Ng, Rudolph Estrada, Iris Chan, Paul Irving and Jack Liu are warranted for lack of a majority independent board. Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
East West Bancorp, Inc.	05/26/2022	Management	4	Yes	Elect Director Archana Deskus	For	For	For	For	Votes AGAINST non-independent nominees Dominic Ng, Rudolph Estrada, Iris Chan, Paul Irving and Jack Liu are warranted for lack of a majority independent board. Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
East West Bancorp, Inc.	05/26/2022	Management	5	Yes	Elect Director Rudolph I. Estrada	For	For	Against	Against	Votes AGAINST non-independent nominees Dominic Ng, Rudolph Estrada, Iris Chan, Paul Irving and Jack Liu are warranted for lack of a majority independent board. Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
East West Bancorp, Inc.	05/26/2022	Management	6	Yes	Elect Director Paul H. Irving	For	For	Against	Against	Votes AGAINST non-independent nominees Dominic Ng, Rudolph Estrada, Iris Chan, Paul Irving and Jack Liu are warranted for lack of a majority independent board. Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
East West Bancorp, Inc.	05/26/2022	Management	7	Yes	Elect Director Jack C. Liu	For	For	Against	Against	Votes AGAINST non-independent nominees Dominic Ng, Rudolph Estrada, Iris Chan, Paul Irving and Jack Liu are warranted for lack of a majority independent board. Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
East West Bancorp, Inc.	05/26/2022	Management	8	Yes	Elect Director Dominic Ng	For	For	Against	Against	Votes AGAINST non-independent nominees Dominic Ng, Rudolph Estrada, Iris Chan, Paul Irving and Jack Liu are warranted for lack of a majority independent board. Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
East West Bancorp, Inc.	05/26/2022	Management	9	Yes	Elect Director Lester M. Sussman	For	For	For	For	Votes AGAINST non-independent nominees Dominic Ng, Rudolph Estrada, Iris Chan, Paul Irving and Jack Liu are warranted for lack of a majority independent board. Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
East West Bancorp, Inc.	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR proposal is warranted as pay and performance are reasonably aligned at this time. The annual long-term incentives were based on pre-established performance metrics and substantially all of the long-term incentives were performance-based.	
East West Bancorp, Inc.	05/26/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Eastman Chemical Company	05/05/2022	Management	1	Yes	Elect Director Humberto P. Alfonso	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Eastman Chemical Company	05/05/2022	Management	2	Yes	Elect Director Brett D. Begemann	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Eastman Chemical Company	05/05/2022	Management	3	Yes	Elect Director Mark J. Costa	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Eastman Chemical Company	05/05/2022	Management	4	Yes	Elect Director Edward L. Doheny, II	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Eastman Chemical Company	05/05/2022	Management	5	Yes	Elect Director Julie F. Holder	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Eastman Chemical Company	05/05/2022	Management	6	Yes	Elect Director Renee J. Hornbaker	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/05/2022	Management	7	Yes	Elect Director Kim Ann Mink	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/05/2022	Management	8	Yes	Elect Director James J. O'Brien	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/05/2022	Management	9	Yes	Elect Director David W. Raisbeck	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/05/2022	Management	10	Yes	Elect Director Charles K. Stevens, III	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/05/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Eastman Chemical Company	05/05/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The auditor's tenure at the company exceeds seven years; and * The non-auditing consulting fees represent more than 25 percent of total fees paid.
Eastman Chemical Company	05/05/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 25 percent to 10 percent would enhance shareholders' rights.
Eaton Corporation plc	04/27/2022	Management	1	Yes	Elect Director Craig Arnold	For	For	For	For	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	2	Yes	Elect Director Christopher M. Connor	For	For	Against	Against	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	3	Yes	Elect Director Olivier Leonetti	For	For	For	For	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	4	Yes	Elect Director Deborah L. McCoy	For	For	Against	Against	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	5	Yes	Elect Director Silvio Napoli	For	For	For	For	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	6	Yes	Elect Director Gregory R. Page	For	For	Against	Against	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	7	Yes	Elect Director Sandra Pianalto	For	For	For	For	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	8	Yes	Elect Director Robert V. Pragada	For	For	For	For	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	9	Yes	Elect Director Lori J. Ryerkerk	For	For	For	For	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	10	Yes	Elect Director Gerald B. Smith	For	For	For	For	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	11	Yes	Elect Director Dorothy C. Thompson	For	For	For	For	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.



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Eaton Corporation plc	04/27/2022	Management	12	Yes	Elect Director Darryl L. Wilson	For	For	For	For	Votes AGAINST Christopher Connor, Deborah McCoy and Gregory Page are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Eaton Corporation plc	04/27/2022	Management	13	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eaton Corporation plc	04/27/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of pay is conditioned on objective financial performance metrics, resulting in an alignment between CEO pay and company performance.
Eaton Corporation plc	04/27/2022	Management	15	Yes	Authorize Issue of Equity with Pre-emptive Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Eaton Corporation plc	04/27/2022	Management	16	Yes	Authorize Issue of Equity without Pre-emptive Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Eaton Corporation plc	04/27/2022	Management	17	Yes	Authorize Share Repurchase of Issued Share Capital	For	For	For	For	A vote FOR this resolution is warranted because the proposed amount and duration are reasonable. Further, the board is using share buybacks to return value to shareholders and all shareholders may participate on equal terms.
Eaton Corporation plc	04/27/2022	Management	18	Yes	Approve Capitalization and Related Capital Reduction to Create Distributable Reserves	For	For	For	For	A vote FOR this resolution is warranted as no significant concerns have been identified.
eBay, Inc.	06/08/2022	Management	1	Yes	Elect Director Adriane M. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/08/2022	Management	2	Yes	Elect Director Logan D. Green	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/08/2022	Management	3	Yes	Elect Director E. Carol Hayles	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/08/2022	Management	4	Yes	Elect Director Jamie Iannone	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/08/2022	Management	5	Yes	Elect Director Kathleen C. Mitic	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/08/2022	Management	6	Yes	Elect Director Paul S. Pressler	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/08/2022	Management	7	Yes	Elect Director Mohak Shroff	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/08/2022	Management	8	Yes	Elect Director Robert H. Swan	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/08/2022	Management	9	Yes	Elect Director Perry M. Traquina	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/08/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
eBay, Inc.	06/08/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. The annual cash bonuses and long-term equity awards are primarily performance-based with performance shares relying on multi-year performance periods.
eBay, Inc.	06/08/2022	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
eBay, Inc.	06/08/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
Ecolab Inc.	05/05/2022	Management	1	Yes	Elect Director Shari L. Ballard	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/05/2022	Management	2	Yes	Elect Director Barbara J. Beck	For	For	Against	Against	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/05/2022	Management	3	Yes	Elect Director Christophe Beck	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/05/2022	Management	4	Yes	Elect Director Jeffrey M. Ettinger	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/05/2022	Management	5	Yes	Elect Director Arthur J. Higgins	For	For	Against	Against	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/05/2022	Management	6	Yes	Elect Director Michael Larson	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Ecolab Inc.	05/05/2022	Management	7	Yes	Elect Director David W. MacLennan	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ecolab Inc.	05/05/2022	Management	8	Yes	Elect Director Tracy B. McKibben	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ecolab Inc.	05/05/2022	Management	9	Yes	Elect Director Lionel L. Nowell, III	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ecolab Inc.	05/05/2022	Management	10	Yes	Elect Director Victoria J. Reich	For	For	Against	Against	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ecolab Inc.	05/05/2022	Management	11	Yes	Elect Director Suzanne M. Vautrinot	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ecolab Inc.	05/05/2022	Management	12	Yes	Elect Director John J. Zillmer	For	For	Against	Against	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ecolab Inc.	05/05/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.	
Ecolab Inc.	05/05/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns raised regarding the potential impact of individual performance adjustments on annual incentive payouts. Further, the majority of the CEO's LTI mix is time-based using Public Fund Advisory Services valuation, and the company granted a retention RSU award to one NEO that lacks performance-vesting criteria. However, there are mitigating factors for the year in review. Specifically, the committee positioned the new CEO's target short- and long-term incentives lower than his predecessor's in recognition of the shorter service. Further, the annual incentive is based on an objective financial criterion and the target goal was set higher than the prior year's achieved result. Further, performance equity utilizes multi-year measurement periods and discloses forward-looking targets. Finally, the LTI program caps the maximum vesting opportunity at 100 percent of target. On balance of these factors, a cautionary vote FOR this proposal is warranted.	
Ecolab Inc.	05/05/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the proposed right could be unilaterally exercised by a single active shareholder.	
Edison International	04/28/2022	Management	1	Yes	Elect Director Jeanne Beliveau-Dunn	For	For	For	For	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.	
Edison International	04/28/2022	Management	2	Yes	Elect Director Michael C. Camunez	For	For	For	For	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.	
Edison International	04/28/2022	Management	3	Yes	Elect Director Vanessa C.L. Chang	For	For	Against	Against	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.	
Edison International	04/28/2022	Management	4	Yes	Elect Director James T. Morris	For	For	For	For	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.	
Edison International	04/28/2022	Management	5	Yes	Elect Director Timothy T. O'Toole	For	For	For	For	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.	
Edison International	04/28/2022	Management	6	Yes	Elect Director Pedro J. Pizarro	For	For	For	For	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.	
Edison International	04/28/2022	Management	7	Yes	Elect Director Marcy L. Reed	For	For	For	For	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.	

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Edison International	04/28/2022	Management	8	Yes	Elect Director Carey A. Smith	For	For	For	For	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Edison International	04/28/2022	Management	9	Yes	Elect Director Linda G. Stuntz	For	For	For	For	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Edison International	04/28/2022	Management	10	Yes	Elect Director Peter J. Taylor	For	For	For	For	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Edison International	04/28/2022	Management	11	Yes	Elect Director Keith Trent	For	For	For	For	Votes AGAINST Chee Ling (Vanessa) Chang are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Edison International	04/28/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Edison International	04/28/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concern is noted regarding the majority of the company's equity awards lacking performance conditions, CEO pay and company performance were reasonably aligned during the year in review and the majority of the annual incentive award remains based on clearly disclosed objective performance metrics.
Edwards Lifesciences Corporat	05/03/2022	Management	1	Yes	Elect Director Kieran T. Gallahue	For	For	For	For	Votes AGAINST Governance Committee chair Nicholas Valeriani are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Edwards Lifesciences Corporat	05/03/2022	Management	2	Yes	Elect Director Leslie S. Heisz	For	For	For	For	Votes AGAINST Governance Committee chair Nicholas Valeriani are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Edwards Lifesciences Corporat	05/03/2022	Management	3	Yes	Elect Director Paul A. LaViolette	For	For	For	For	Votes AGAINST Governance Committee chair Nicholas Valeriani are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Edwards Lifesciences Corporat	05/03/2022	Management	4	Yes	Elect Director Steven R. Loranger	For	For	For	For	Votes AGAINST Governance Committee chair Nicholas Valeriani are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Edwards Lifesciences Corporat	05/03/2022	Management	5	Yes	Elect Director Martha H. Marsh	For	For	For	For	Votes AGAINST Governance Committee chair Nicholas Valeriani are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Edwards Lifesciences Corporat	05/03/2022	Management	6	Yes	Elect Director Michael A. Mussallem	For	For	For	For	Votes AGAINST Governance Committee chair Nicholas Valeriani are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Edwards Lifesciences Corporat	05/03/2022	Management	7	Yes	Elect Director Ramona Sequeira	For	For	For	For	Votes AGAINST Governance Committee chair Nicholas Valeriani are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Edwards Lifesciences Corporat	05/03/2022	Management	8	Yes	Elect Director Nicholas J. Valeriani	For	For	Against	Against	Votes AGAINST Governance Committee chair Nicholas Valeriani are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Edwards Lifesciences Corporat	05/03/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are relatively aligned at this time. While the COVID-related changes to the annual incentive plan again resulted in an increased use of discretion when determining payouts, quantitative financial metrics will return to the program in 2022.
Edwards Lifesciences Corporat	05/03/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Edwards Lifesciences Corporat	05/03/2022	Shareholder	11	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.
Elanco Animal Health Incorpora	05/18/2022	Management	1	Yes	Elect Director Kapila Kapur Anand	For	Against	Against	Against	A vote AGAINST governance committee members Kapila Anand and Lawrence Kurzius is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights and for an ongoing material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote FOR the remaining director nominees is warranted.
Elanco Animal Health Incorpora	05/18/2022	Management	2	Yes	Elect Director John P. Bilbrey	For	For	For	For	A vote AGAINST governance committee members Kapila Anand and Lawrence Kurzius is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights and for an ongoing material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote FOR the remaining director nominees is warranted.
Elanco Animal Health Incorpora	05/18/2022	Management	3	Yes	Elect Director Scott D. Ferguson	For	For	For	For	A vote AGAINST governance committee members Kapila Anand and Lawrence Kurzius is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights and for an ongoing material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote FOR the remaining director nominees is warranted.

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Elanco Animal Health Incorpo	05/18/2022	Management	4	Yes	Elect Director Paul Herendeen	For	For	For	For	A vote AGAINST governance committee members Kapila Anand and Lawrence Kurzius is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights and for an ongoing material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote FOR the remaining director nominees is warranted.
Elanco Animal Health Incorpo	05/18/2022	Management	5	Yes	Elect Director Lawrence E. Kurzius	For	Against	Against	Against	A vote AGAINST governance committee members Kapila Anand and Lawrence Kurzius is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights and for an ongoing material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote FOR the remaining director nominees is warranted.
Elanco Animal Health Incorpo	05/18/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Elanco Animal Health Incorpo	05/18/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual and long-term incentives are predominantly tied to pre-set, objective performance measures with goals that appear to be rigorous. However, certain concerns are noted with respect to the LTI program, including the use of relatively short two-year performance periods and the lack of forward-looking disclosure of goal targets. Although pay for performance concerns are mitigated for the year under review, continued monitoring of the pay program is warranted given the increasing value of the CEO's LTI awards and the reduction of the performance-based portion of LTI awards in FY22.
Elanco Animal Health Incorpo	05/18/2022	Management	8	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Elanco Animal Health Incorpo	05/18/2022	Management	9	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Elanco Animal Health Incorpo	05/18/2022	Management	10	Yes	Amend Certificate of Incorporation to Eliminate Legacy Parent Provisions	For	For	For	For	A vote FOR this proposal is warranted. The proposed amendment is primarily administrative in nature and will remove provisions related to the company's former parent company, which are no longer applicable.
Elastic N.V.	03/09/2022	Management	1	Yes	Elect Director Ashutosh Kulkarni	For	For	For	For	A vote FOR the director nominee is warranted.
Element Solutions Inc	06/07/2022	Management	1	Yes	Elect Director Martin E. Franklin	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	2	Yes	Elect Director Benjamin Gliklich	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	3	Yes	Elect Director Ian G.H. Ashken	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	4	Yes	Elect Director Elyse Napoli Filon	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	5	Yes	Elect Director Christopher T. Fraser	For	Against	Against	Against	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	6	Yes	Elect Director Michael F. Goss	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	7	Yes	Elect Director Nichelle Maynard-Elliott	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	8	Yes	Elect Director E. Stanley O'Neal	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/07/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.
Element Solutions Inc	06/07/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Element Solutions Inc	06/07/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eli Lilly and Company	05/02/2022	Management	1	Yes	Elect Director Ralph Alvarez	For	For	Against	Against	Votes AGAINST Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eli Lilly and Company	05/02/2022	Management	2	Yes	Elect Director Kimberly H. Johnson	For	For	For	For	Votes AGAINST Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eli Lilly and Company	05/02/2022	Management	3	Yes	Elect Director Juan R. Luciano	For	For	For	For	Votes AGAINST Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eli Lilly and Company	05/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives appear to be entirely performance-based, with performance equity utilizing multi-year performance periods. However, relative TSR awards pay the target award for median performance and lack a payout cap for negative absolute results.
Eli Lilly and Company	05/02/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eli Lilly and Company	05/02/2022	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and the company's continuing submission of the proposal demonstrates a commitment to shareholders' interests on the part of management.
Eli Lilly and Company	05/02/2022	Management	7	Yes	Eliminate Supermajority Voting Provisions	For	For	For	For	A vote FOR this proposal is warranted. Eliminating the 80 percent supermajority voting requirements will enable shareholders to have a more meaningful voice in various governance matters that impact their rights, thus enhancing the company's corporate governance structure. Further, by resubmitting this proposal after it failed to pass in prior years, the company is demonstrating a commitment to shareholders' interests.
Eli Lilly and Company	05/02/2022	Management	8	Yes	Amend Articles of Incorporation to Allow Shareholders to Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted. The proposal gives shareholders the ability to amend the bylaws, which would allow shareholders to have a more meaningful voice in the company's governance matters.
Eli Lilly and Company	05/02/2022	Shareholder	9	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Eli Lilly and Company	05/02/2022	Shareholder	10	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Eli Lilly and Company	05/02/2022	Shareholder	11	Yes	Publish Third-Party Review of Alignment of Company's Lobbying Activities with its Public Statements	Against	For	For	For	A vote FOR this resolution is warranted, as more comprehensive information comparing Eli Lilly's public policy statements and lobbying efforts would benefit shareholders in assessing its management of related risks.
Eli Lilly and Company	05/02/2022	Shareholder	12	Yes	Report on Board Oversight of Risks Related to Anticompetitive Pricing Strategies	Against	For	For	For	A vote FOR this proposal is warranted as the company faces substantial controversies over anticompetitive practices and the requested proposal may provide shareholders with valuable information and help the company address these risks.
Emerson Electric Co.	02/01/2022	Management	1	Yes	Elect Director Joshua B. Bolten	For	For	For	For	A vote FOR Corporate Governance and Nominating Committee Chair Joshua Bolten is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws.A vote FOR the remaining director nominees is warranted.
Emerson Electric Co.	02/01/2022	Management	2	Yes	Elect Director William H. Easter, III	For	For	For	For	A vote FOR Corporate Governance and Nominating Committee Chair Joshua Bolten is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws.A vote FOR the remaining director nominees is warranted.
Emerson Electric Co.	02/01/2022	Management	3	Yes	Elect Director Surendralal (Lal) L. Karsanbhai	For	For	For	For	A vote FOR Corporate Governance and Nominating Committee Chair Joshua Bolten is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws.A vote FOR the remaining director nominees is warranted.
Emerson Electric Co.	02/01/2022	Management	4	Yes	Elect Director Lori M. Lee	For	For	For	For	A vote FOR Corporate Governance and Nominating Committee Chair Joshua Bolten is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws.A vote FOR the remaining director nominees is warranted.
Emerson Electric Co.	02/01/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Emerson Electric Co.	02/01/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns are noted about the discretionary nature of the annual incentive awards and the NEOs' entirely time-based retention awards, pay and performance are reasonably aligned at this time.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Encompass Health Corporation	05/05/2022	Management	1	Yes	Elect Director Greg D. Carmichael	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	2	Yes	Elect Director John W. Chidsey	For	For	Against	Against	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	3	Yes	Elect Director Donald L. Correll	For	For	Against	Against	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	4	Yes	Elect Director Joan E. Herman	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	5	Yes	Elect Director Leslye G. Katz	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	6	Yes	Elect Director Patricia A. Maryland	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	7	Yes	Elect Director Kevin J. O'Connor	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	8	Yes	Elect Director Christopher R. Reidy	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	9	Yes	Elect Director Nancy M. Schlichting	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	10	Yes	Elect Director Mark J. Tarr	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	11	Yes	Elect Director Terrance Williams	For	For	For	For	Votes AGAINST John Chidsey and Donald Correll are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/05/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Encompass Health Corporation	05/05/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Enovis Corporation	06/07/2022	Management	1	Yes	Elect Director Mitchell P. Rales	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	2	Yes	Elect Director Matthew L. Trerotola	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	3	Yes	Elect Director Barbara W. Bodem	For	For	Against	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	4	Yes	Elect Director Liam J. Kelly	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.

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Enovis Corporation	06/07/2022	Management	5	Yes	Elect Director Angela S. Lalor	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	6	Yes	Elect Director Philip A. Okala	For	For	Against	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	7	Yes	Elect Director Christine Ortiz	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	8	Yes	Elect Director A. Clayton Perfall	For	For	Against	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	9	Yes	Elect Director Brady Shirley	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	10	Yes	Elect Director Rajiv Vinnakota	For	For	Against	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	11	Yes	Elect Director Sharon Wienbar	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members A. Clayton Perfall, Philip (Phil) Okala and Barbara Bodem are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock by the company's chairman. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	06/07/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enovis Corporation	06/07/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	* Clayton Perfall and Rajiv Vinnakota are non-independent members of a key board committee. * The significant pledging activity at the company persists and it represents a material risk to shareholders. * The company has retained the same audit firm in excess of seven years. * The company provided an excessively inordinate amount of personal use of corporate aircraft perquisites to the CEO. * The equity granted to the named executives during the last fiscal year is excessive.
Enovis Corporation	06/07/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Enphase Energy, Inc.	05/18/2022	Management	1	Yes	Elect Director Steven J. Gomo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Steven (Steve) Gomo are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Thurman John "T.J." Rodgers is warranted.
Enphase Energy, Inc.	05/18/2022	Management	2	Yes	Elect Director Thurman John "T.J." Rodgers	For	For	For	For	WITHHOLD votes for non-independent nominee Steven (Steve) Gomo are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Thurman John "T.J." Rodgers is warranted.

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Enphase Energy, Inc.	05/18/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the majority of long-term incentives use performance metrics to determine vesting, the stock price metric utilized by the PRSUs in the prior year was removed, resulting in the PRSUs being entirely based on undisclosed goals. Actual performance was also not disclosed, limiting investors' ability to assess the rigor of performance targets for the earned portion. Long-term incentives also continued to use a one-year performance period, limiting the long-term nature of the program. Further, the value of the NEOs' equity awards increased significantly in FY21, and the rationale provided in a supplemental filing was not considered to be
Enphase Energy, Inc.	05/18/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Entegris, Inc.	04/27/2022	Management	1	Yes	Elect Director Michael A. Bradley	For	For	Against	Against	Votes AGAINST Paul Olson and Michael Bradley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entegris, Inc.	04/27/2022	Management	2	Yes	Elect Director Rodney Clark	For	For	For	For	Votes AGAINST Paul Olson and Michael Bradley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entegris, Inc.	04/27/2022	Management	3	Yes	Elect Director James F. Gentilcore	For	For	For	For	Votes AGAINST Paul Olson and Michael Bradley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entegris, Inc.	04/27/2022	Management	4	Yes	Elect Director Yvette Kanouff	For	For	For	For	Votes AGAINST Paul Olson and Michael Bradley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entegris, Inc.	04/27/2022	Management	5	Yes	Elect Director James P. Lederer	For	For	For	For	Votes AGAINST Paul Olson and Michael Bradley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entegris, Inc.	04/27/2022	Management	6	Yes	Elect Director Bertrand Loy	For	For	For	For	Votes AGAINST Paul Olson and Michael Bradley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entegris, Inc.	04/27/2022	Management	7	Yes	Elect Director Paul L.H. Olson	For	For	Against	Against	Votes AGAINST Paul Olson and Michael Bradley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entegris, Inc.	04/27/2022	Management	8	Yes	Elect Director Azita Saleki-Gerhardt	For	For	For	For	Votes AGAINST Paul Olson and Michael Bradley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entegris, Inc.	04/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Entegris, Inc.	04/27/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Entergy Corporation	05/06/2022	Management	1	Yes	Elect Director John R. Burbank	For	For	For	For	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/06/2022	Management	2	Yes	Elect Director Patrick J. Condon	For	For	For	For	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/06/2022	Management	3	Yes	Elect Director Leo P. Denault	For	For	For	For	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/06/2022	Management	4	Yes	Elect Director Kirkland H. Donald	For	For	For	For	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/06/2022	Management	5	Yes	Elect Director Brian W. Ellis	For	For	For	For	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/06/2022	Management	6	Yes	Elect Director Philip L. Frederickson	For	For	For	For	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/06/2022	Management	7	Yes	Elect Director Alexis M. Herman	For	For	Against	Against	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/06/2022	Management	8	Yes	Elect Director M. Elise Hyland	For	For	For	For	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/06/2022	Management	9	Yes	Elect Director Stuart L. Levenick	For	For	Against	Against	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/06/2022	Management	10	Yes	Elect Director Blanche Lambert Lincoln	For	For	Against	Against	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Entergy Corporation	05/06/2022	Management	11	Yes	Elect Director Karen A. Puckett	For	For	For	For	Votes AGAINST Stuart Levenick, Alexis Herman and Blanche Lincoln are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/06/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Entergy Corporation	05/06/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Envista Holdings Corporation	05/24/2022	Management	1	Yes	Elect Director Amir Aghdaei	For	For	For	For	A vote FOR all director nominees is warranted.
Envista Holdings Corporation	05/24/2022	Management	2	Yes	Elect Director Vivek Jain	For	For	For	For	A vote FOR all director nominees is warranted.
Envista Holdings Corporation	05/24/2022	Management	3	Yes	Elect Director Daniel A. Raskas	For	For	For	For	A vote FOR all director nominees is warranted.
Envista Holdings Corporation	05/24/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Envista Holdings Corporation	05/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
EOG Resources, Inc.	04/20/2022	Management	1	Yes	Elect Director Janet F. Clark	For	For	For	For	Votes AGAINST Directors William Thomas and James Day are warranted, given the company's inadequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST non-independent nominees William (Bill) Thomas, Ezra Yacob, James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	04/20/2022	Management	2	Yes	Elect Director Charles R. Crisp	For	For	Against	Against	Votes AGAINST Directors William Thomas and James Day are warranted, given the company's inadequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST non-independent nominees William (Bill) Thomas, Ezra Yacob, James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	04/20/2022	Management	3	Yes	Elect Director Robert P. Daniels	For	For	For	For	Votes AGAINST Directors William Thomas and James Day are warranted, given the company's inadequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST non-independent nominees William (Bill) Thomas, Ezra Yacob, James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	04/20/2022	Management	4	Yes	Elect Director James C. Day	For	For	Against	Against	Votes AGAINST Directors William Thomas and James Day are warranted, given the company's inadequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST non-independent nominees William (Bill) Thomas, Ezra Yacob, James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	04/20/2022	Management	5	Yes	Elect Director C. Christopher Gaut	For	For	For	For	Votes AGAINST Directors William Thomas and James Day are warranted, given the company's inadequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST non-independent nominees William (Bill) Thomas, Ezra Yacob, James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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EOG Resources, Inc.	04/20/2022	Management	6	Yes	Elect Director Michael T. Kerr	For	For	For	For	Votes AGAINST Directors William Thomas and James Day are warranted, given the company's inadequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST non-independent nominees William (Bill) Thomas, Ezra Yacob, James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
EOG Resources, Inc.	04/20/2022	Management	7	Yes	Elect Director Julie J. Robertson	For	For	For	For	Votes AGAINST Directors William Thomas and James Day are warranted, given the company's inadequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST non-independent nominees William (Bill) Thomas, Ezra Yacob, James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
EOG Resources, Inc.	04/20/2022	Management	8	Yes	Elect Director Donald F. Textor	For	For	Against	Against	Votes AGAINST Directors William Thomas and James Day are warranted, given the company's inadequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST non-independent nominees William (Bill) Thomas, Ezra Yacob, James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
EOG Resources, Inc.	04/20/2022	Management	9	Yes	Elect Director William R. Thomas	For	For	Against	Against	Votes AGAINST Directors William Thomas and James Day are warranted, given the company's inadequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST non-independent nominees William (Bill) Thomas, Ezra Yacob, James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
EOG Resources, Inc.	04/20/2022	Management	10	Yes	Elect Director Ezra Y. Yacob	For	For	Against	Against	Votes AGAINST Directors William Thomas and James Day are warranted, given the company's inadequate GHG emissions reduction targets, which raises significant concerns regarding board oversight and management of climate risks at the company. Votes AGAINST non-independent nominees William (Bill) Thomas, Ezra Yacob, James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are warranted for lack of a majority independent board. Votes AGAINST James (Jim) Day, Charles (Charlie) Crisp and Donald (Don) Textor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
EOG Resources, Inc.	04/20/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
EOG Resources, Inc.	04/20/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Both annual and long-term incentives are predominantly performance-driven and long-term performance equity awards are measured over a multi-year period.	
EPAM Systems, Inc.	06/02/2022	Management	1	Yes	Elect Director Richard Michael Mayoras	For	For	For	For	A vote FOR the director nominees is warranted.	
EPAM Systems, Inc.	06/02/2022	Management	2	Yes	Elect Director Karl Robb	For	For	For	For	A vote FOR the director nominees is warranted.	
EPAM Systems, Inc.	06/02/2022	Management	3	Yes	Elect Director Helen Shan	For	For	For	For	A vote FOR the director nominees is warranted.	
EPAM Systems, Inc.	06/02/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
EPAM Systems, Inc.	06/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although there is some concern given the lack of performance-based equity, a vote FOR this proposal is warranted given that pay and performance are reasonably aligned at this time.	
EPAM Systems, Inc.	06/02/2022	Management	6	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as the potential voting power dilution of 11.91 percent is acceptable.	
EPR Properties	05/27/2022	Management	1	Yes	Elect Director Thomas M. Bloch	For	For	For	For	WITHHOLD votes for Peter Brown and Jack Newman Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	



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EPR Properties	05/27/2022	Management	2	Yes	Elect Director Peter C. Brown	For	For	Withhold	Withhold	WITHHOLD votes for Peter Brown and Jack Newman Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/27/2022	Management	3	Yes	Elect Director James B. Connor	For	For	For	For	WITHHOLD votes for Peter Brown and Jack Newman Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/27/2022	Management	4	Yes	Elect Director Jack A. Newman, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Peter Brown and Jack Newman Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/27/2022	Management	5	Yes	Elect Director Virginia E. Shanks	For	For	For	For	WITHHOLD votes for Peter Brown and Jack Newman Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/27/2022	Management	6	Yes	Elect Director Gregory K. Silvers	For	For	For	For	WITHHOLD votes for Peter Brown and Jack Newman Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/27/2022	Management	7	Yes	Elect Director Robin P. Sterneck	For	For	For	For	WITHHOLD votes for Peter Brown and Jack Newman Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/27/2022	Management	8	Yes	Elect Director Lisa G. Trimberger	For	For	For	For	WITHHOLD votes for Peter Brown and Jack Newman Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/27/2022	Management	9	Yes	Elect Director Caixia Ziegler	For	For	For	For	WITHHOLD votes for Peter Brown and Jack Newman Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Certain factors have been identified that sufficiently mitigate a pay-for-performance misalignment for the year under review. Concern is noted regarding lack of disclosure of threshold goals under the annual incentive program and the targeting of relative TSR under the LTI program at merely median performance with no disclose cap on payouts in the event of negative returns. However, the annual and long-term incentive programs are predominantly tied to pre-set, objective performance metrics, with the LTI program utilizing multi-year goals that are prospectively disclosed.
EPR Properties	05/27/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EQT Corporation	04/20/2022	Management	1	Yes	Elect Director Lydia I. Beebe	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	2	Yes	Elect Director Lee M. Canaan	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	3	Yes	Elect Director Janet L. Carrig	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	4	Yes	Elect Director Frank C. Hu	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	5	Yes	Elect Director Kathryn J. Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	6	Yes	Elect Director John F. McCartney	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	7	Yes	Elect Director James T. McManus, II	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	8	Yes	Elect Director Anita M. Powers	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	9	Yes	Elect Director Daniel J. Rice, IV	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	10	Yes	Elect Director Toby Z. Rice	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	11	Yes	Elect Director Hallie A. Vanderhider	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/20/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
EQT Corporation	04/20/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
EQT Corporation	04/20/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equifax Inc.	05/05/2022	Management	1	Yes	Elect Director Mark W. Begor	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/05/2022	Management	2	Yes	Elect Director Mark L. Feidler	For	For	Against	Against	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/05/2022	Management	3	Yes	Elect Director G. Thomas Hough	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/05/2022	Management	4	Yes	Elect Director Robert D. Marcus	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/05/2022	Management	5	Yes	Elect Director Scott A. McGregor	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/05/2022	Management	6	Yes	Elect Director John A. McKinley	For	For	Against	Against	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Equifax Inc.	05/05/2022	Management	7	Yes	Elect Director Robert W. Selander	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/05/2022	Management	8	Yes	Elect Director Melissa D. Smith	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/05/2022	Management	9	Yes	Elect Director Audrey Boone Tillman	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/05/2022	Management	10	Yes	Elect Director Heather H. Wilson	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/05/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites as well as an excessive financial/tax planning perquisite to the CEO.
Equifax Inc.	05/05/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equinix, Inc.	05/25/2022	Management	1	Yes	Elect Director Nanci Caldwell	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2022	Management	2	Yes	Elect Director Adaire Fox-Martin	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2022	Management	3	Yes	Elect Director Ron Guerrier	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2022	Management	4	Yes	Elect Director Gary Hromadko	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2022	Management	5	Yes	Elect Director Irving Lyons, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2022	Management	6	Yes	Elect Director Charles Meyers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2022	Management	7	Yes	Elect Director Christopher Paisley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2022	Management	8	Yes	Elect Director Sandra Rivera	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2022	Management	9	Yes	Elect Director Peter Van Camp	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Van Camp, Charles Meyers, Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Paisley, Gary Hromadko and Irving Lyons III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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B.1.a										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equinix, Inc.	05/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are based entirely on financial performance, and the majority of long-term equity awards are performance-based, with a portion utilizing a multi-year performance period. However, the majority of performance-based equity awards utilized the same metrics, goals and performance period as the annual incentive program. In addition, the relative TSR awards target the median and lack a payout cap for negative TSR results.
Equinix, Inc.	05/25/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equinix, Inc.	05/25/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 10 percent would improve shareholders' ability to use the special meeting right.
Equitable Holdings, Inc.	05/19/2022	Management	1	Yes	Elect Director Francis A. Hondal	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/19/2022	Management	2	Yes	Elect Director Daniel G. Kaye	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/19/2022	Management	3	Yes	Elect Director Joan Lamm-Tennant	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/19/2022	Management	4	Yes	Elect Director Kristi A. Matus	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/19/2022	Management	5	Yes	Elect Director Mark Pearson	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/19/2022	Management	6	Yes	Elect Director Bertram L. Scott	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/19/2022	Management	7	Yes	Elect Director George Stansfield	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/19/2022	Management	8	Yes	Elect Director Charles G.T. Stonehill	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/19/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equitable Holdings, Inc.	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted considering the excessive automobile-related and financial planning-related perquisites featured in the compensation plan.
Equitable Holdings, Inc.	05/19/2022	Management	11	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Equity LifeStyle Properties, Inc.	04/26/2022	Management	1	Yes	Elect Director Andrew Berkenfield	For	For	For	For	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan, and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis, and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted given concerns regarding the lack of adequate risk oversight raised in light of the continued significant pledging activity. WITHHOLD votes for Compensation Committee Chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/26/2022	Management	2	Yes	Elect Director Derrick Burks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan, and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis, and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted given concerns regarding the lack of adequate risk oversight raised in light of the continued significant pledging activity. WITHHOLD votes for Compensation Committee Chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/26/2022	Management	3	Yes	Elect Director Philip Calian	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan, and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis, and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted given concerns regarding the lack of adequate risk oversight raised in light of the continued significant pledging activity. WITHHOLD votes for Compensation Committee Chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

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						Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					
Equity LifeStyle Properties, Inc.	04/26/2022	Management	4	Yes	Elect Director David Contis	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan, and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis, and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted given concerns regarding the lack of adequate risk oversight raised in light of the continued significant pledging activity. WITHHOLD votes for Compensation Committee Chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/26/2022	Management	5	Yes	Elect Director Constance Freedman	For	For	For	For	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan, and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis, and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted given concerns regarding the lack of adequate risk oversight raised in light of the continued significant pledging activity. WITHHOLD votes for Compensation Committee Chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/26/2022	Management	6	Yes	Elect Director Thomas Heneghan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan, and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis, and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted given concerns regarding the lack of adequate risk oversight raised in light of the continued significant pledging activity. WITHHOLD votes for Compensation Committee Chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/26/2022	Management	7	Yes	Elect Director Marguerite Nader	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan, and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis, and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted given concerns regarding the lack of adequate risk oversight raised in light of the continued significant pledging activity. WITHHOLD votes for Compensation Committee Chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/26/2022	Management	8	Yes	Elect Director Scott Peppet	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan, and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis, and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted given concerns regarding the lack of adequate risk oversight raised in light of the continued significant pledging activity. WITHHOLD votes for Compensation Committee Chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

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						Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					
Equity LifeStyle Properties, Inc.	04/26/2022	Management	9	Yes	Elect Director Sheli Rosenberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan, and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis, and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted given concerns regarding the lack of adequate risk oversight raised in light of the continued significant pledging activity. WITHHOLD votes for Compensation Committee Chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/26/2022	Management	10	Yes	Elect Director Samuel Zell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan, and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis, and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted given concerns regarding the lack of adequate risk oversight raised in light of the continued significant pledging activity. WITHHOLD votes for Compensation Committee Chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/26/2022	Management	11	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equity LifeStyle Properties, Inc.	04/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Equity Residential	06/16/2022	Management	1	Yes	Elect Director Angela M. Aman	For	For	For	For	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/16/2022	Management	2	No	Elect Director Raymond Bennett - Withdrawn					WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/16/2022	Management	3	Yes	Elect Director Linda Walker Bynoe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/16/2022	Management	4	Yes	Elect Director Mary Kay Haben	For	For	For	For	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/16/2022	Management	5	Yes	Elect Director Tahsinul Zia Huque	For	For	For	For	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.



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Equity Residential	06/16/2022	Management	6	Yes	Elect Director John E. Neal	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/16/2022	Management	7	Yes	Elect Director David J. Neithercut	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/16/2022	Management	8	Yes	Elect Director Mark J. Parrell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/16/2022	Management	9	Yes	Elect Director Mark S. Shapiro	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/16/2022	Management	10	Yes	Elect Director Stephen E. Sterrett	For	For	For	For	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/16/2022	Management	11	Yes	Elect Director Samuel Zell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Mark Parrell, Linda Bynoe, John Neal, David Neithercut and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Mary Kay Haben is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/16/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equity Residential	06/16/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements with certain executives that provide for modified single-trigger cash severance.
Essential Utilities, Inc.	05/04/2022	Management	1	Yes	Elect Director Elizabeth B. Amato	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/04/2022	Management	2	Yes	Elect Director David A. Ciesinski	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/04/2022	Management	3	Yes	Elect Director Christopher H. Franklin	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/04/2022	Management	4	Yes	Elect Director Daniel J. Hilferty	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/04/2022	Management	5	Yes	Elect Director Edwina Kelly	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/04/2022	Management	6	Yes	Elect Director Ellen T. Ruff	For	For	Withhold	Withhold	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Essential Utilities, Inc.	05/04/2022	Management	7	Yes	Elect Director Lee C. Stewart	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/04/2022	Management	8	Yes	Elect Director Christopher C. Womack	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/04/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based predominantly on pre-set objective measures and granted equity to the CEO was entirely performance conditioned.
Essential Utilities, Inc.	05/04/2022	Management	10	Yes	Ratify the Amendment to the Bylaws to Require Shareholder Disclosure of Certain Derivative Securities Holdings	For	For	For	For	A vote FOR this proposal is warranted as additional disclosure of a proposing shareholder's securities interests would allow other shareholders to make better informed decisions and do not appear overly burdensome.
Essential Utilities, Inc.	05/04/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Essex Property Trust, Inc.	05/10/2022	Management	1	Yes	Elect Director Keith R. Guericke	For	For	For	For	WITHHOLD votes for Byron Scordelis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/10/2022	Management	2	Yes	Elect Director Maria R. Hawthorne	For	For	For	For	WITHHOLD votes for Byron Scordelis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/10/2022	Management	3	Yes	Elect Director Amal M. Johnson	For	For	For	For	WITHHOLD votes for Byron Scordelis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/10/2022	Management	4	Yes	Elect Director Mary Kasaris	For	For	For	For	WITHHOLD votes for Byron Scordelis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/10/2022	Management	5	Yes	Elect Director Irving F. Lyons, III	For	For	For	For	WITHHOLD votes for Byron Scordelis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/10/2022	Management	6	Yes	Elect Director George M. Marcus	For	For	For	For	WITHHOLD votes for Byron Scordelis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/10/2022	Management	7	Yes	Elect Director Thomas E. Robinson	For	For	For	For	WITHHOLD votes for Byron Scordelis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/10/2022	Management	8	Yes	Elect Director Michael J. Schall	For	For	For	For	WITHHOLD votes for Byron Scordelis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/10/2022	Management	9	Yes	Elect Director Byron A. Scordelis	For	For	Withhold	Withhold	WITHHOLD votes for Byron Scordelis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/10/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Essex Property Trust, Inc.	05/10/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is based on objective performance metrics and the majority of the company's regular equity awards are conditioned on long-term performance goals.
Etsy, Inc.	06/15/2022	Management	1	Yes	Elect Director C. Andrew Ballard	For	For	For	For	WITHHOLD votes for incumbent director nominees Jonathan Klein and Margaret (Peggy) Smyth are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Jonathan Klein are further warranted for serving as a non-independent member of a key board committee. A vote FOR C. Andrew Ballard is warranted.
Etsy, Inc.	06/15/2022	Management	2	Yes	Elect Director Jonathan D. Klein	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jonathan Klein and Margaret (Peggy) Smyth are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Jonathan Klein are further warranted for serving as a non-independent member of a key board committee. A vote FOR C. Andrew Ballard is warranted.
Etsy, Inc.	06/15/2022	Management	3	Yes	Elect Director Margaret M. Smyth	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Jonathan Klein and Margaret (Peggy) Smyth are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Jonathan Klein are further warranted for serving as a non-independent member of a key board committee. A vote FOR C. Andrew Ballard is warranted.

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Etsy, Inc.	06/15/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned at this time, and annual incentives are predominantly tied to objective metrics. In 2021, CEO Silverman received his first equity grant following three years of no grants after he received a multi-year equity award in 2017. A majority of this equity grant is performance-based.
Etsy, Inc.	06/15/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Euronet Worldwide, Inc.	05/18/2022	Management	1	Yes	Elect Director Michael J. Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Brown, Andrew Schmitt and M. Jeannine Strandjord are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Schmitt and M. Jeannine Strandjord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Andrew Schmitt and M. Jeannine Strandjord are further warranted for lack of racial/ethnic diversity on the board.
Euronet Worldwide, Inc.	05/18/2022	Management	2	Yes	Elect Director Andrew B. Schmitt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Brown, Andrew Schmitt and M. Jeannine Strandjord are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Schmitt and M. Jeannine Strandjord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Andrew Schmitt and M. Jeannine Strandjord are further warranted for lack of racial/ethnic diversity on the board.
Euronet Worldwide, Inc.	05/18/2022	Management	3	Yes	Elect Director M. Jeannine Strandjord	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Brown, Andrew Schmitt and M. Jeannine Strandjord are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Schmitt and M. Jeannine Strandjord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Andrew Schmitt and M. Jeannine Strandjord are further warranted for lack of racial/ethnic diversity on the board.
Euronet Worldwide, Inc.	05/18/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Euronet Worldwide, Inc.	05/18/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Everbridge, Inc.	05/19/2022	Management	1	Yes	Elect Director Richard D'Amore	For	For	For	For	WITHHOLD votes are warranted for Chair Jamie Ellertson and nominating and corporate governance chair Bruns Grayson as the dissident has made a compelling case that the board bears responsibility for the current state of affairs and that change at the board level is necessary. Cautionary support FOR directors Kent Mathy and Richard D'Amore is warranted, as their long tenures indicate they bear some responsibility for the issues raised by the dissident. WITHHOLD votes for Bruns Grayson are also warranted for serving as a non-independent member of certain key board committees and for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Everbridge, Inc.	05/19/2022	Management	2	Yes	Elect Director Alison Dean	For	For	For	For	WITHHOLD votes are warranted for Chair Jamie Ellertson and nominating and corporate governance chair Bruns Grayson as the dissident has made a compelling case that the board bears responsibility for the current state of affairs and that change at the board level is necessary. Cautionary support FOR directors Kent Mathy and Richard D'Amore is warranted, as their long tenures indicate they bear some responsibility for the issues raised by the dissident. WITHHOLD votes for Bruns Grayson are also warranted for serving as a non-independent member of certain key board committees and for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Everbridge, Inc.	05/19/2022	Management	3	Yes	Elect Director Jaime Ellertson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Chair Jamie Ellertson and nominating and corporate governance chair Bruns Grayson as the dissident has made a compelling case that the board bears responsibility for the current state of affairs and that change at the board level is necessary. Cautionary support FOR directors Kent Mathy and Richard D'Amore is warranted, as their long tenures indicate they bear some responsibility for the issues raised by the dissident. WITHHOLD votes for Bruns Grayson are also warranted for serving as a non-independent member of certain key board committees and for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Everbridge, Inc.	05/19/2022	Management	4	Yes	Elect Director Bruns Grayson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Chair Jamie Ellertson and nominating and corporate governance chair Bruns Grayson as the dissident has made a compelling case that the board bears responsibility for the current state of affairs and that change at the board level is necessary. Cautionary support FOR directors Kent Mathy and Richard D'Amore is warranted, as their long tenures indicate they bear some responsibility for the issues raised by the dissident. WITHHOLD votes for Bruns Grayson are also warranted for serving as a non-independent member of certain key board committees and for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Everbridge, Inc.	05/19/2022	Management	5	Yes	Elect Director David Henshall	For	For	For	For	WITHHOLD votes are warranted for Chair Jamie Ellertson and nominating and corporate governance chair Bruns Grayson as the dissident has made a compelling case that the board bears responsibility for the current state of affairs and that change at the board level is necessary. Cautionary support FOR directors Kent Mathy and Richard D'Amore is warranted, as their long tenures indicate they bear some responsibility for the issues raised by the dissident. WITHHOLD votes for Bruns Grayson are also warranted for serving as a non-independent member of certain key board committees and for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Everbridge, Inc.	05/19/2022	Management	6	Yes	Elect Director Kent Mathy	For	For	For	For	WITHHOLD votes are warranted for Chair Jamie Ellertson and nominating and corporate governance chair Bruns Grayson as the dissident has made a compelling case that the board bears responsibility for the current state of affairs and that change at the board level is necessary. Cautionary support FOR directors Kent Mathy and Richard D'Amore is warranted, as their long tenures indicate they bear some responsibility for the issues raised by the dissident. WITHHOLD votes for Bruns Grayson are also warranted for serving as a non-independent member of certain key board committees and for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Everbridge, Inc.	05/19/2022	Management	7	Yes	Elect Director Simon Paris	For	For	For	For	WITHHOLD votes are warranted for Chair Jamie Ellertson and nominating and corporate governance chair Bruns Grayson as the dissident has made a compelling case that the board bears responsibility for the current state of affairs and that change at the board level is necessary. Cautionary support FOR directors Kent Mathy and Richard D'Amore is warranted, as their long tenures indicate they bear some responsibility for the issues raised by the dissident. WITHHOLD votes for Bruns Grayson are also warranted for serving as a non-independent member of certain key board committees and for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Everbridge, Inc.	05/19/2022	Management	8	Yes	Elect Director Sharon Rowlands	For	For	For	For	WITHHOLD votes are warranted for Chair Jamie Ellertson and nominating and corporate governance chair Bruns Grayson as the dissident has made a compelling case that the board bears responsibility for the current state of affairs and that change at the board level is necessary. Cautionary support FOR directors Kent Mathy and Richard D'Amore is warranted, as their long tenures indicate they bear some responsibility for the issues raised by the dissident. WITHHOLD votes for Bruns Grayson are also warranted for serving as a non-independent member of certain key board committees and for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Everbridge, Inc.	05/19/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Everbridge, Inc.	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentives were entirely based on pre-set financial goals, and half of the long-term incentives were based on multi-year performance goals, although the forward-looking targets were only partially disclosed. However, PSUs that were eligible for vesting in FY21 were earned below target, consistent with long-term performance. The CEO also forfeited his annual incentive and certain equity award vesting upon his resignation. Nevertheless, continued close monitoring is warranted of pay levels, particularly given the leadership transition and already-announced time-based RSU grants to the interim co-CEOs.
Evercore Inc.	06/16/2022	Management	1	Yes	Elect Director Roger C. Altman	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	2	Yes	Elect Director Richard I. Beattie	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	3	Yes	Elect Director Pamela G. Carlton	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Evercore Inc.	06/16/2022	Management	4	Yes	Elect Director Ellen V. Futter	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	5	Yes	Elect Director Gail B. Harris	For	For	Withhold	Withhold	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	6	Yes	Elect Director Robert B. Millard	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	7	Yes	Elect Director Willard J. Overlock, Jr.	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	8	Yes	Elect Director Simon M. Robertson	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	9	Yes	Elect Director John S. Weinberg	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	10	Yes	Elect Director William J. Wheeler	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	11	Yes	Elect Director Sarah K. Williamson	For	For	For	For	WITHHOLD votes for Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/16/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains an employment agreement with an executive that provides for excise tax gross-ups on change-in-control severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards.
Evercore Inc.	06/16/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Evercore Inc.	06/16/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 28.22 percent is excessive. * The company's three-year average burn rate is excessive.
Evercore Inc.	06/16/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Everest Re Group, Ltd.	05/10/2022	Management	1	Yes	Elect Director John J. Amore	For	For	For	For	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, William Galtney Jr., Roger Singer and John Weber are warranted for lack of a majority independent board. Votes AGAINST William Galtney Jr., Roger Singer and John Weber are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Everest Re Group, Ltd.	05/10/2022	Management	2	Yes	Elect Director Juan C. Andrade	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, William Galtney Jr., Roger Singer and John Weber are warranted for lack of a majority independent board. Votes AGAINST William Galtney Jr., Roger Singer and John Weber are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Everest Re Group, Ltd.	05/10/2022	Management	3	Yes	Elect Director William F. Galtney, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, William Galtney Jr., Roger Singer and John Weber are warranted for lack of a majority independent board. Votes AGAINST William Galtney Jr., Roger Singer and John Weber are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Everest Re Group, Ltd.	05/10/2022	Management	4	Yes	Elect Director John A. Graf	For	For	For	For	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, William Galtney Jr., Roger Singer and John Weber are warranted for lack of a majority independent board. Votes AGAINST William Galtney Jr., Roger Singer and John Weber are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Everest Re Group, Ltd.	05/10/2022	Management	5	Yes	Elect Director Meryl Hartzband	For	For	For	For	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, William Galtney Jr., Roger Singer and John Weber are warranted for lack of a majority independent board. Votes AGAINST William Galtney Jr., Roger Singer and John Weber are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Everest Re Group, Ltd.	05/10/2022	Management	6	Yes	Elect Director Gerri Losquadro	For	For	For	For	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, William Galtney Jr., Roger Singer and John Weber are warranted for lack of a majority independent board. Votes AGAINST William Galtney Jr., Roger Singer and John Weber are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.



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Everest Re Group, Ltd.	05/10/2022	Management	7	Yes	Elect Director Roger M. Singer	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, William Galtney Jr., Roger Singer and John Weber are warranted for lack of a majority independent board. Votes AGAINST William Galtney Jr., Roger Singer and John Weber are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Everest Re Group, Ltd.	05/10/2022	Management	8	Yes	Elect Director Joseph V. Taranto	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, William Galtney Jr., Roger Singer and John Weber are warranted for lack of a majority independent board. Votes AGAINST William Galtney Jr., Roger Singer and John Weber are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Everest Re Group, Ltd.	05/10/2022	Management	9	Yes	Elect Director John A. Weber	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Taranto, Juan Andrade, William Galtney Jr., Roger Singer and John Weber are warranted for lack of a majority independent board. Votes AGAINST William Galtney Jr., Roger Singer and John Weber are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Everest Re Group, Ltd.	05/10/2022	Management	10	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Everest Re Group, Ltd.	05/10/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The company returned to its usual practice of basing the majority of annual incentive awards on objective financial performance metrics, and half of the CEO's equity awards are conditioned on long-term financial performance goals.
Evergy, Inc.	05/03/2022	Management	1	Yes	Elect Director David A. Campbell	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	2	Yes	Elect Director Thomas D. Hyde	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	3	Yes	Elect Director B. Anthony Isaac	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	4	Yes	Elect Director Paul M. Keglevic	For	For	For	For	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	5	Yes	Elect Director Mary L. Landrieu	For	For	For	For	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Evergy, Inc.	05/03/2022	Management	6	Yes	Elect Director Sandra A.J. Lawrence	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	7	Yes	Elect Director Ann D. Murtlow	For	For	For	For	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	8	Yes	Elect Director Sandra J. Price	For	For	For	For	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	9	Yes	Elect Director Mark A. Ruelle	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	10	Yes	Elect Director James Scarola	For	For	For	For	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	11	Yes	Elect Director S. Carl Soderstrom, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	12	Yes	Elect Director C. John Wilder	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Ruelle, David Campbell, Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are warranted for lack of a majority independent board. Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac, Sandra Lawrence, and S. Carl Soderstrom Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Charles John Wilder Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/03/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. The annual incentive awards are based on clearly disclosed performance goals and the company increased the weighting of the financial metrics from the prior year. Additionally, the majority of the company's regular equity grants are conditioned on multi-year performance goals which includes a relative TSR metric that caps payouts at target if absolute TSR is negative.

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Evergy, Inc.	05/03/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Evergy, Inc.	05/03/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eversource Energy	05/04/2022	Management	1	Yes	Elect Director Cotton M. Cleveland	For	For	Against	Against	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	2	Yes	Elect Director James S. DiStasio	For	For	For	For	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	3	Yes	Elect Director Francis A. Doyle	For	For	For	For	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	4	Yes	Elect Director Linda Dorcena Forry	For	For	For	For	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	5	Yes	Elect Director Gregory M. Jones	For	For	For	For	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	6	Yes	Elect Director James J. Judge	For	For	For	For	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	7	Yes	Elect Director John Y. Kim	For	For	For	For	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	8	Yes	Elect Director Kenneth R. Leibler	For	For	Against	Against	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	9	Yes	Elect Director David H. Long	For	For	For	For	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	10	Yes	Elect Director Joseph R. Nolan, Jr.	For	For	For	For	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	11	Yes	Elect Director William C. Van Faasen	For	For	For	For	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	12	Yes	Elect Director Frederica M. Williams	For	For	For	For	Votes AGAINST Cotton Cleveland and Kenneth Leibler are warranted for serving as non-independent members of a key board committee. Votes AGAINST James (Jim) Judge are warranted for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/04/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are largely based on pre-set performance goals. In addition, the majority of equity awards are performance based and utilize a multi-year performance measurement period, reflecting a significant increase in the proportion of PSUs. However, the relative TSR PSUs lack a payout cap for negative absolute TSR performance.
Eversource Energy	05/04/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelixis, Inc.	05/25/2022	Management	1	Yes	Elect Director Carl B. Feldbaum	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Exelixis, Inc.	05/25/2022	Management	2	Yes	Elect Director Maria C. Freire	For	For	For	For	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exelixis, Inc.	05/25/2022	Management	3	Yes	Elect Director Alan M. Garber	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exelixis, Inc.	05/25/2022	Management	4	Yes	Elect Director Vincent T. Marchesi	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exelixis, Inc.	05/25/2022	Management	5	Yes	Elect Director Michael M. Morrissey	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exelixis, Inc.	05/25/2022	Management	6	Yes	Elect Director Stelios Papadopoulos	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exelixis, Inc.	05/25/2022	Management	7	Yes	Elect Director George Poste	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exelixis, Inc.	05/25/2022	Management	8	Yes	Elect Director Julie Anne Smith	For	For	For	For	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exelixis, Inc.	05/25/2022	Management	9	Yes	Elect Director Lance Willsey	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exelixis, Inc.	05/25/2022	Management	10	Yes	Elect Director Jacqueline (Jacky) Wright	For	For	For	For	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Exelixis, Inc.	05/25/2022	Management	11	Yes	Elect Director Jack L. Wyszomierski	For	For	Against	Against	Votes AGAINST non-independent nominees Stelios Papadopoulos, Michael Morrissey, Carl Feldbaum, Alan Garber, Vincent Marchesi, George Poste, Lance Willsey and Jack Wyszomierski are warranted for lack of a majority independent board. Votes AGAINST Stelios Papadopoulos, Carl Feldbaum, Alan Garber, Vincent Marchesi, Lance Willsey and Jack Wyszomierski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Exelixis, Inc.	05/25/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelixis, Inc.	05/25/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 16.37 percent is excessive.
Exelixis, Inc.	05/25/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Exelon Corporation	04/26/2022	Management	1	Yes	Elect Director Anthony Anderson	For	For	For	For	Votes AGAINST Paul Joskow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelon Corporation	04/26/2022	Management	2	Yes	Elect Director Ann Berzin	For	For	For	For	Votes AGAINST Paul Joskow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelon Corporation	04/26/2022	Management	3	Yes	Elect Director W. Paul Bowers	For	For	For	For	Votes AGAINST Paul Joskow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelon Corporation	04/26/2022	Management	4	Yes	Elect Director Marjorie Rodgers Cheshire	For	For	For	For	Votes AGAINST Paul Joskow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelon Corporation	04/26/2022	Management	5	Yes	Elect Director Christopher Crane	For	For	For	For	Votes AGAINST Paul Joskow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelon Corporation	04/26/2022	Management	6	Yes	Elect Director Carlos Gutierrez	For	For	For	For	Votes AGAINST Paul Joskow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelon Corporation	04/26/2022	Management	7	Yes	Elect Director Linda Jojo	For	For	For	For	Votes AGAINST Paul Joskow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelon Corporation	04/26/2022	Management	8	Yes	Elect Director Paul Joskow	For	For	Against	Against	Votes AGAINST Paul Joskow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelon Corporation	04/26/2022	Management	9	Yes	Elect Director John Young	For	For	For	For	Votes AGAINST Paul Joskow are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Exelon Corporation	04/26/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelon Corporation	04/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of CEO compensation is conditioned on objective financial performance metrics, resulting in an alignment between CEO pay and company performance.
Exelon Corporation	04/26/2022	Shareholder	12	Yes	Report on Use of Child Labor in Supply Chain	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as it is unclear how the requested report would benefit shareholders given that the production of electric vehicle batteries is not within the company's supply chain.
Expedia Group, Inc.	06/16/2022	Management	1	Yes	Elect Director Samuel Altman	For	For	For	For	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/16/2022	Management	2	Yes	Elect Director Beverly Anderson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/16/2022	Management	3	Yes	Elect Director Susan Athey	For	For	For	For	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.



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Expedia Group, Inc.	06/16/2022	Management	4	Yes	Elect Director Chelsea Clinton	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/16/2022	Management	5	Yes	Elect Director Barry Diller	For	For	For	For	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/16/2022	Management	6	Yes	Elect Director Craig Jacobson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/16/2022	Management	7	Yes	Elect Director Peter Kern	For	For	For	For	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/16/2022	Management	8	Yes	Elect Director Dara Khosrowshahi	For	Withhold	Withhold	Withhold	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/16/2022	Management	9	Yes	Elect Director Patricia Menendez Cambo	For	For	For	For	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/16/2022	Management	10	Yes	Elect Director Alex von Furstenberg	For	For	For	For	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.

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Expedia Group, Inc.	06/16/2022	Management	11	Yes	Elect Director Julie Whalen	For	For	For	For	WITHHOLD votes for Craig Jacobson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent compensation committee members Beverly Anderson, Chelsea Clinton, and Craig Jacobson are warranted in light of egregious compensation-related decisions including an excessive time-vested equity award granted to the CEO with a grant-date value of over \$300 million. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	06/16/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Expeditors International of Was	05/03/2022	Management	1	Yes	Elect Director Glenn M. Alger	For	For	For	For	Votes AGAINST Mark Emmert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Expeditors International of Was	05/03/2022	Management	2	Yes	Elect Director Robert P. Carlile	For	For	For	For	Votes AGAINST Mark Emmert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Expeditors International of Was	05/03/2022	Management	3	Yes	Elect Director James M. DuBois	For	For	For	For	Votes AGAINST Mark Emmert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Expeditors International of Was	05/03/2022	Management	4	Yes	Elect Director Mark A. Emmert	For	For	Against	Against	Votes AGAINST Mark Emmert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Expeditors International of Was	05/03/2022	Management	5	Yes	Elect Director Diane H. Gulyas	For	For	For	For	Votes AGAINST Mark Emmert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Expeditors International of Was	05/03/2022	Management	6	Yes	Elect Director Jeffrey S. Musser	For	For	For	For	Votes AGAINST Mark Emmert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Expeditors International of Was	05/03/2022	Management	7	Yes	Elect Director Brandon S. Pedersen	For	For	For	For	Votes AGAINST Mark Emmert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Expeditors International of Was	05/03/2022	Management	8	Yes	Elect Director Liane J. Pelletier	For	For	For	For	Votes AGAINST Mark Emmert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Expeditors International of Was	05/03/2022	Management	9	Yes	Elect Director Olivia D. Polius	For	For	For	For	Votes AGAINST Mark Emmert are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Expeditors International of Was	05/03/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concern is raised given the funding structure for annual incentive awards carries the potential for substantial cash payouts, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Expeditors International of Was	05/03/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Expeditors International of Was	05/03/2022	Shareholder	12	Yes	Report on Political Contributions and Expenditures	Against	Against	For	For	A vote FOR this resolution is warranted as the additional disclosure of the company's political contributions, including trade association memberships and payments, and the company's oversight mechanisms regarding those contributions would allow shareholders to better assess related risks.
Extra Space Storage Inc.	05/25/2022	Management	1	Yes	Elect Director Kenneth M. Woolley	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/25/2022	Management	2	Yes	Elect Director Joseph D. Margolis	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/25/2022	Management	3	Yes	Elect Director Roger B. Porter	For	For	Against	Against	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/25/2022	Management	4	Yes	Elect Director Joseph J. Bonner	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/25/2022	Management	5	Yes	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/25/2022	Management	6	Yes	Elect Director Spencer F. Kirk	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/25/2022	Management	7	Yes	Elect Director Dennis J. Letham	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Extra Space Storage Inc.	05/25/2022	Management	8	Yes	Elect Director Diane Olmstead	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/25/2022	Management	9	Yes	Elect Director Julia Vander Ploeg	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/25/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Extra Space Storage Inc.	05/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and the majority of CEO pay is conditioned on objective performance metrics.
Exxon Mobil Corporation	05/25/2022	Management	1	Yes	Elect Director Michael J. Angelakis	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/25/2022	Management	2	Yes	Elect Director Susan K. Avery	For	For	Against	Against	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/25/2022	Management	3	Yes	Elect Director Angela F. Braly	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/25/2022	Management	4	Yes	Elect Director Ursula M. Burns	For	For	Against	Against	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/25/2022	Management	5	Yes	Elect Director Gregory J. Goff	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/25/2022	Management	6	Yes	Elect Director Kaisa H. Hietala	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/25/2022	Management	7	Yes	Elect Director Joseph L. Hooley	For	For	Against	Against	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/25/2022	Management	8	Yes	Elect Director Steven A. Kandarian	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.

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Exxon Mobil Corporation	05/25/2022	Management	9	Yes	Elect Director Alexander A. Karsner	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/25/2022	Management	10	Yes	Elect Director Jeffrey W. Ubben	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/25/2022	Management	11	Yes	Elect Director Darren W. Woods	For	For	Against	Against	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. Votes AGAINST CEO and Chair Darren Woods, Lead Director Joseph Hooley, and Public Issues and Contributions Committee Chair Susan Avery are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/25/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exxon Mobil Corporation	05/25/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. CEO Woods' pay increased year-over-year, in line with the company's financial recovery from the COVID-19 pandemic. Despite small improvements in disclosure, including providing accomplishments for each NEO and additional "focus areas" for compensation, concerns regarding the use of compensation committee discretion remain. Annual bonuses and equity award values continue to rely heavily on the committee's subjective assessment of performance, although the company provides certain considerations for executive pay decisions in the proxy. Further, equity awards do not carry performance vesting criteria, though awards use long time-vesting periods and maintain certain retention requirements. Nevertheless, for the year in review, these structural concerns were mitigated by rebounded financial performance and the alignment between pay and performance for the year in review. However, noted concerns around subjective pay determination and program structure warrant continued close monitoring, particularly should pay and performance not remain closely aligned going forward.
Exxon Mobil Corporation	05/25/2022	Shareholder	14	Yes	Remove Executive Perquisites	Against	For	For	For	A vote FOR this proposal is warranted. While the aggregated costs of NEO perquisites are not excessive, they represent a non-performance-based benefit that is not generally available to the broader employee population. Such perquisites are not considered to be a best practice and their elimination would be considered a pay program improvement.
Exxon Mobil Corporation	05/25/2022	Shareholder	15	Yes	Amend Bylaws to Limit Shareholder Rights for Proposal Submission	Against	Against	Against	Against	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Exxon Mobil Corporation	05/25/2022	Shareholder	16	Yes	Set GHG Emissions Reduction targets Consistent With Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Exxon Mobil Corporation	05/25/2022	Shareholder	17	Yes	Report on Low Carbon Business Planning	Against	Against	For	For	A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments towards GHG emissions reduction and help ensure stronger alignment between the company's goals and its policies and actions. Adoption of the resolution would also provide shareholders with additional information, allowing them to better assess the company's management and oversight of climate-related risks.
Exxon Mobil Corporation	05/25/2022	Shareholder	18	Yes	Report on Scenario Analysis Consistent with International Energy Agency's Net Zero by 2050	Against	For	For	For	A vote FOR this proposal is warranted because shareholders would benefit from greater disclosure about the company's risk of stranded assets, given its planned spending plan and business strategy.
Exxon Mobil Corporation	05/25/2022	Shareholder	19	Yes	Report on Reducing Plastic Pollution	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on metrics and targets related to ability of the company to transition from virgin polymer production would allow shareholders to better assess the company's management of associated financial, environmental, and reputational risks.

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Exxon Mobil Corporation	05/25/2022	Shareholder	20	Yes	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted as additional disclosure concerning Exxon's policies and memberships in trade associations and other political organizations would help shareholders assess the company's comprehensive political contribution activities and the company's management of associated risks and benefits.
F.N.B. Corporation	05/10/2022	Management	1	Yes	Elect Director Pamela A. Bena	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	2	Yes	Elect Director William B. Campbell	For	For	Withhold	Withhold	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	3	Yes	Elect Director James D. Chiafullo	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	4	Yes	Elect Director Vincent J. Delie, Jr.	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	5	Yes	Elect Director Mary Jo Dively	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	6	Yes	Elect Director David J. Malone	For	For	Withhold	Withhold	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	7	Yes	Elect Director Frank C. Mencini	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	8	Yes	Elect Director David L. Motley	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	9	Yes	Elect Director Heidi A. Nicholas	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	10	Yes	Elect Director John S. Stanik	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	11	Yes	Elect Director William J. Strimbu	For	For	Withhold	Withhold	WITHHOLD votes for William Campbell, David Malone and William Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
F.N.B. Corporation	05/10/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change in control provision.
F.N.B. Corporation	05/10/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
F5, Inc.	03/10/2022	Management	1	Yes	Elect Director Sandra E. Bergeron	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/10/2022	Management	2	Yes	Elect Director Elizabeth L. Buse	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/10/2022	Management	3	Yes	Elect Director Michael L. Dreyer	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/10/2022	Management	4	Yes	Elect Director Alan J. Higginson	For	For	Against	Against	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/10/2022	Management	5	Yes	Elect Director Peter S. Klein	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/10/2022	Management	6	Yes	Elect Director Francois Locoh-Donou	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/10/2022	Management	7	Yes	Elect Director Nikhil Mehta	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/10/2022	Management	8	Yes	Elect Director Michael F. Montoya	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.



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F5, Inc.	03/10/2022	Management	9	Yes	Elect Director Marie E. Myers	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/10/2022	Management	10	Yes	Elect Director James M. Phillips	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/10/2022	Management	11	Yes	Elect Director Sripada Shivananda	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/10/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
F5, Inc.	03/10/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
F5, Inc.	03/10/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time, although some concerns are noted regarding the long-term incentive plan.
Fair Isaac Corporation	03/01/2022	Management	1	Yes	Elect Director Braden R. Kelly	For	For	For	For	Votes AGAINST James Kirsner are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2022	Management	2	Yes	Elect Director Fabiola R. Arredondo	For	For	For	For	Votes AGAINST James Kirsner are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2022	Management	3	Yes	Elect Director James D. Kirsner	For	For	Against	Against	Votes AGAINST James Kirsner are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2022	Management	4	Yes	Elect Director William J. Lansing	For	For	For	For	Votes AGAINST James Kirsner are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2022	Management	5	Yes	Elect Director Eva Manolis	For	For	For	For	Votes AGAINST James Kirsner are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2022	Management	6	Yes	Elect Director Marc F. McMorris	For	For	For	For	Votes AGAINST James Kirsner are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2022	Management	7	Yes	Elect Director Joanna Rees	For	For	For	For	Votes AGAINST James Kirsner are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2022	Management	8	Yes	Elect Director David A. Rey	For	For	For	For	Votes AGAINST James Kirsner are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company continues to base the majority of its pay on objective financial performance, resulting in an alignment between CEO pay and company performance.
Fair Isaac Corporation	03/01/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fastenal Company	04/23/2022	Management	1	Yes	Elect Director Scott A. Satterlee	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist, and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Scott Satterlee and Michael Ancius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/23/2022	Management	2	Yes	Elect Director Michael J. Ancius	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist, and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Scott Satterlee and Michael Ancius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/23/2022	Management	3	Yes	Elect Director Stephen L. Eastman	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist, and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Scott Satterlee and Michael Ancius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/23/2022	Management	4	Yes	Elect Director Daniel L. Florness	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist, and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Scott Satterlee and Michael Ancius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Fastenal Company	04/23/2022	Management	5	Yes	Elect Director Rita J. Heise	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist, and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Scott Satterlee and Michael Ancius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/23/2022	Management	6	Yes	Elect Director Hsenghung Sam Hsu	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist, and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Scott Satterlee and Michael Ancius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/23/2022	Management	7	Yes	Elect Director Daniel L. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist, and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Scott Satterlee and Michael Ancius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/23/2022	Management	8	Yes	Elect Director Nicholas J. Lundquist	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist, and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Scott Satterlee and Michael Ancius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/23/2022	Management	9	Yes	Elect Director Sarah N. Nielsen	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist, and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Scott Satterlee and Michael Ancius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/23/2022	Management	10	Yes	Elect Director Reyne K. Wisecup	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist, and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Scott Satterlee and Michael Ancius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/23/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fastenal Company	04/23/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are noted regarding the lack of performance-based equity, pay and performance are reasonably aligned at this time.
Fastly, Inc.	06/15/2022	Management	1	Yes	Elect Director Artur Bergman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Artur Bergman and Christopher (Chris) Paisley given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for incumbent directors Artur Bergman and Christopher (Chris) Paisley given concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are also warranted for incumbent audit committee member Christopher (Chris) Paisley for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR new director Paula Loop is warranted.
Fastly, Inc.	06/15/2022	Management	2	Yes	Elect Director Paula Loop	For	For	For	For	WITHHOLD votes are warranted for incumbent directors Artur Bergman and Christopher (Chris) Paisley given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for incumbent directors Artur Bergman and Christopher (Chris) Paisley given concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are also warranted for incumbent audit committee member Christopher (Chris) Paisley for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR new director Paula Loop is warranted.

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										Voting Policy Rationale	
Fastly, Inc.	06/15/2022	Management	3	Yes	Elect Director Christopher B. Paisley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Artur Bergman and Christopher (Chris) Paisley given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for incumbent directors Artur Bergman and Christopher (Chris) Paisley given concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes are also warranted for incumbent audit committee member Christopher (Chris) Paisley for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR new director Paula Loop is warranted.	
Fastly, Inc.	06/15/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Fastly, Inc.	06/15/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Federal Realty Investment Trus	05/04/2022	Management	1	Yes	Elect Director David W. Faeder	For	For	Against	Against	Votes AGAINST David Faeder and Gail Steinel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Mark Ordan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Federal Realty Investment Trus	05/04/2022	Management	2	Yes	Elect Director Elizabeth I. Holland	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Mark Ordan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Federal Realty Investment Trus	05/04/2022	Management	3	Yes	Elect Director Nicole Y. Lamb-Hale	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Mark Ordan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Federal Realty Investment Trus	05/04/2022	Management	4	Yes	Elect Director Anthony P. Nader, III	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Mark Ordan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Federal Realty Investment Trus	05/04/2022	Management	5	Yes	Elect Director Mark S. Ordan	For	For	Against	Against	Votes AGAINST David Faeder and Gail Steinel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Mark Ordan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Federal Realty Investment Trus	05/04/2022	Management	6	Yes	Elect Director Gail P. Steinel	For	For	Against	Against	Votes AGAINST David Faeder and Gail Steinel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Mark Ordan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Federal Realty Investment Trus	05/04/2022	Management	7	Yes	Elect Director Donald C. Wood	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Mark Ordan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Federal Realty Investment Trus	05/04/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	
Federal Realty Investment Trus	05/04/2022	Management	9	Yes	Ratify Grant Thornton, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Fidelity National Financial, Inc.	06/15/2022	Management	1	Yes	Elect Director Halim Dhanidina	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel (Ron) Lane and Cary Thompson are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Halim Dhanidina is warranted.	
Fidelity National Financial, Inc.	06/15/2022	Management	2	Yes	Elect Director Daniel D. (Ron) Lane	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel (Ron) Lane and Cary Thompson are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Halim Dhanidina is warranted.	
Fidelity National Financial, Inc.	06/15/2022	Management	3	Yes	Elect Director Cary H. Thompson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel (Ron) Lane and Cary Thompson are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Halim Dhanidina is warranted.	
Fidelity National Financial, Inc.	06/15/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Fidelity National Financial, Inc.	06/15/2022	Management	5	Yes	Amend Nonqualified Employee Stock Purchase Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the additional shares would cause excessive voting power dilution.	

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Fidelity National Financial, Inc.	06/15/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Fidelity National Information Services	05/25/2022	Management	1	Yes	Elect Director Ellen R. Alemany	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	2	Yes	Elect Director Vijay D'Silva	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	3	Yes	Elect Director Jeffrey A. Goldstein	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	4	Yes	Elect Director Lisa A. Hook	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	5	Yes	Elect Director Keith W. Hughes	For	For	Against	Against	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	6	Yes	Elect Director Kenneth T. Lamneck	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	7	Yes	Elect Director Gary L. Lauer	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	8	Yes	Elect Director Gary A. Norcross	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	9	Yes	Elect Director Louise M. Parent	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	10	Yes	Elect Director Brian T. Shea	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	11	Yes	Elect Director James B. Stallings, Jr.	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	12	Yes	Elect Director Jeffrey E. Stiefler	For	For	For	For	Votes AGAINST Keith Hughes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fidelity National Information Services	05/25/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns regarding the increase in LTI grant value amid lagging shareholder returns. Also, the design of the LTI program could have a more long-term focus. However, the annual incentive program is based entirely on objective financial metrics and all target goals were reasonably rigorous. Further, realized pay outcomes in recent years reasonably reflect performance and the company's use of rigorous goals. On balance of these factors, a cautionary vote FOR this proposal is warranted. Shareholders are advised to closely monitor LTI grant values and the long-term nature of the LTI program going forward.
Fidelity National Information Services	05/25/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 6.79 percent is reasonable.
Fidelity National Information Services	05/25/2022	Management	15	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and has limits on employee contributions.
Fidelity National Information Services	05/25/2022	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fifth Third Bancorp	04/12/2022	Management	1	Yes	Elect Director Nicholas K. Akins	For	For	For	For	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Fifth Third Bancorp	04/12/2022	Management	2	Yes	Elect Director B. Evan Bayh, III	For	For	Against	Against	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is

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Fifth Third Bancorp	04/12/2022	Management	3	Yes	Elect Director Jorge L. Benitez	For	For	For	For	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Fifth Third Bancorp	04/12/2022	Management	4	Yes	Elect Director Katherine B. Blackburn	For	For	For	For	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Fifth Third Bancorp	04/12/2022	Management	5	Yes	Elect Director Emerson L. Brumback	For	For	Against	Against	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Fifth Third Bancorp	04/12/2022	Management	6	Yes	Elect Director Greg D. Carmichael	For	For	Against	Against	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Fifth Third Bancorp	04/12/2022	Management	7	Yes	Elect Director Linda W. Clement-Holmes	For	For	For	For	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Fifth Third Bancorp	04/12/2022	Management	8	Yes	Elect Director C. Bryan Daniels	For	For	For	For	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Fifth Third Bancorp	04/12/2022	Management	9	Yes	Elect Director Mitchell S. Feiger	For	For	Against	Against	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Fifth Third Bancorp	04/12/2022	Management	10	Yes	Elect Director Thomas H. Harvey	For	For	For	For	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Fifth Third Bancorp	04/12/2022	Management	11	Yes	Elect Director Gary R. Heminger	For	For	Against	Against	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
Fifth Third Bancorp	04/12/2022	Management	12	Yes	Elect Director Jewell D. Hoover	For	For	Against	Against	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is



State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations											B.1.a
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Fifth Third Bancorp	04/12/2022	Management	13	Yes	Elect Director Eileen A. Mallesch	For	For	For	For	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is	
Fifth Third Bancorp	04/12/2022	Management	14	Yes	Elect Director Michael B. McCallister	For	For	Against	Against	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is	
Fifth Third Bancorp	04/12/2022	Management	15	Yes	Elect Director Marsha C. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Greg Carmichael, Marsha Williams, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Jewell Hoover and Michael McCallister are warranted for lack of a majority independent board. Votes AGAINST Marsha Williams, B. Evan Bayh III, Emerson Brumback, Gary Heminger, Jewell Hoover and Michael McCallister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is	
Fifth Third Bancorp	04/12/2022	Management	16	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	Votes AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Fifth Third Bancorp	04/12/2022	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. There is continued concern about the structure of the annual incentive plan, which provides the committee with significant discretion. However, annual incentives are primarily based on pre-set, quantitative metrics, and half of the long-term incentives are based on multi-year performance for which the primary forward-looking goals are clearly disclosed. In addition, pay and performance remain reasonably aligned at this time. Continued monitoring of the pay program is nevertheless warranted.	
Fifth Third Bancorp	04/12/2022	Management	18	Yes	Amend Fifth Third Bancorp Code of Regulations to Add a Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.	
FIGS, Inc.	06/08/2022	Management	1	Yes	Elect Director Catherine Spear	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Catherine Spear and Sheila Antrum given the board's failure to remove, or subject to a reasonable sunset requirement, the dual class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Sheila Antrum in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment. In addition, the company entered into an agreement with the former CFO in 2021, which provides for problematic equity acceleration.	
FIGS, Inc.	06/08/2022	Management	2	Yes	Elect Director Sheila Antrum	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Catherine Spear and Sheila Antrum given the board's failure to remove, or subject to a reasonable sunset requirement, the dual class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Sheila Antrum in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment. In addition, the company entered into an agreement with the former CFO in 2021, which provides for problematic equity acceleration.	
FIGS, Inc.	06/08/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
First American Financial Corpor	05/10/2022	Management	1	Yes	Elect Director Reginald H. Gilyard	For	For	For	For	Votes AGAINST non-independent nominee Parker Kennedy are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
First American Financial Corpor	05/10/2022	Management	2	Yes	Elect Director Parker S. Kennedy	For	For	Against	Against	Votes AGAINST non-independent nominee Parker Kennedy are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
First American Financial Corpor	05/10/2022	Management	3	Yes	Elect Director Mark C. Oman	For	For	For	For	Votes AGAINST non-independent nominee Parker Kennedy are warranted for lack of a majority independent board, and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
First American Financial Corpor	05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.	

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First American Financial Corpor	05/10/2022	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is reasonable; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
First American Financial Corpor	05/10/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Citizens BancShares, Inc.	04/26/2022	Management	1	Yes	Elect Director Ellen R. Alemany	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	2	Yes	Elect Director John M. Alexander, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	3	Yes	Elect Director Victor E. Bell, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	4	Yes	Elect Director Peter M. Bristow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	5	Yes	Elect Director Hope H. Bryant	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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First Citizens BancShares, Inc.	04/26/2022	Management	6	Yes	Elect Director Michael A. Carpenter	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	7	Yes	Elect Director H. Lee Durham, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	8	Yes	Elect Director Daniel L. Heavner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	9	Yes	Elect Director Frank B. Holding, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	10	Yes	Elect Director Robert R. Hoppe	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	11	Yes	Elect Director Floyd L. Keels	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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First Citizens BancShares, Inc.	04/26/2022	Management	12	Yes	Elect Director Robert E. Mason, IV	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	13	Yes	Elect Director Robert T. Newcomb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	14	Yes	Elect Director John R. Ryan	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr., Daniel Heavner and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for incumbent Audit Committee members John Alexander Jr., H. Lee Durham Jr., Daniel Heavner and Floyd Keels in light of the significant pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/26/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
First Citizens BancShares, Inc.	04/26/2022	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
First Hawaiian, Inc.	04/20/2022	Management	1	Yes	Elect Director W. Allen Doane	For	For	Against	Against	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	2	Yes	Elect Director Robert S. Harrison	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	3	Yes	Elect Director Faye Watanabe Kurren	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	4	Yes	Elect Director James S. Moffatt	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	5	Yes	Elect Director Kelly A. Thompson	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	6	Yes	Elect Director Allen B. Uyeda	For	For	Against	Against	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	7	Yes	Elect Director Vanessa L. Washington	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	8	Yes	Elect Director C. Scott Wo	For	For	For	For	Votes AGAINST Allen Uyeda and W. Allen Doane are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/20/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Hawaiian, Inc.	04/20/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
First Horizon Corporation	04/26/2022	Management	1	Yes	Elect Director Harry V. Barton, Jr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.

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First Horizon Corporation	04/26/2022	Management	2	Yes	Elect Director Kenneth A. Burdick	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	3	Yes	Elect Director Daryl G. Byrd	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	4	Yes	Elect Director John N. Casbon	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	5	Yes	Elect Director John C. Compton	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	6	Yes	Elect Director Wendy P. Davidson	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	7	Yes	Elect Director William H. Fenstermaker	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	8	Yes	Elect Director D. Bryan Jordan	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	9	Yes	Elect Director J. Michael Kemp, Sr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	10	Yes	Elect Director Rick E. Maples	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	11	Yes	Elect Director Vicki R. Palmer	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	12	Yes	Elect Director Colin V. Reed	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.



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First Horizon Corporation	04/26/2022	Management	13	Yes	Elect Director E. Stewart Shea, III	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	14	Yes	Elect Director Cecelia D. Stewart	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	15	Yes	Elect Director Rajesh Subramaniam	For	Against	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	16	Yes	Elect Director Rosa Sugranes	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	17	Yes	Elect Director R. Eugene Taylor	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Rajesh Subramaniam are warranted for attending less than 75 percent of the board and committee meetings that were scheduled over the past year without a valid excuse. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/26/2022	Management	18	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Horizon Corporation	04/26/2022	Management	19	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Horizon Corporation	05/31/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the 37.0 percent premium to the unaffected price, as well as the premium to the prior 10-year closing high, the cash form of consideration, which provides liquidity and certainty of value, and the potential downside risk of non-approval given FHN's outperformance since announcement, support FOR the proposed transaction is warranted.
First Horizon Corporation	05/31/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	The board seeks shareholder approval to be acquired by The Toronto-Dominion Bank (TD). Under the terms of the agreement, FHN shareholders will receive \$25.00 in cash per share, or \$13.9 billion in aggregate. In light of the 37.0 percent premium to the unaffected price, as well as the premium to the prior 10-year closing high, the cash form of consideration, which provides liquidity and certainty of value, and the potential downside risk of non-approval given FHN's outperformance since announcement, support for the proposed transaction is warranted. Support for the golden parachute proposal is not warranted. The CEO is entitled to receive a significant golden parachute excise tax gross-up payment pursuant to his change in control agreement.
First Horizon Corporation	05/31/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying merger transaction merits support.
First Industrial Realty Trust, Inc	05/04/2022	Management	1	Yes	Elect Director Peter E. Baccile	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc	05/04/2022	Management	2	Yes	Elect Director Teresa Bryce Bazemore	For	For	For	For	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc	05/04/2022	Management	3	Yes	Elect Director Matthew S. Dominski	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
First Industrial Realty Trust, Inc	05/04/2022	Management	4	Yes	Elect Director H. Patrick Hackett, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc	05/04/2022	Management	5	Yes	Elect Director Denise A. Olsen	For	For	For	For	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc	05/04/2022	Management	6	Yes	Elect Director John E. Rau	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc	05/04/2022	Management	7	Yes	Elect Director Marcus L. Smith	For	For	For	For	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc	05/04/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Industrial Realty Trust, Inc	05/04/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Republic Bank	05/17/2022	Management	1	Yes	Elect Director James H. Herbert, II	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Herbert II, Michael Roffler, Katherine August-deWilde, Frank Fahrenkopf Jr., Sandra Hernandez (Sandra R. Hernández), Pamela Joyner and George Parker are warranted for lack of a majority independent board. Votes AGAINST Frank Fahrenkopf Jr., Pamela Joyner and George Parker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Republic Bank	05/17/2022	Management	2	Yes	Elect Director Katherine August-deWilde	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Herbert II, Michael Roffler, Katherine August-deWilde, Frank Fahrenkopf Jr., Sandra Hernandez (Sandra R. Hernández), Pamela Joyner and George Parker are warranted for lack of a majority independent board. Votes AGAINST Frank Fahrenkopf Jr., Pamela Joyner and George Parker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Republic Bank	05/17/2022	Management	3	Yes	Elect Director Frank J. Fahrenkopf, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Herbert II, Michael Roffler, Katherine August-deWilde, Frank Fahrenkopf Jr., Sandra Hernandez (Sandra R. Hernández), Pamela Joyner and George Parker are warranted for lack of a majority independent board. Votes AGAINST Frank Fahrenkopf Jr., Pamela Joyner and George Parker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Republic Bank	05/17/2022	Management	4	Yes	Elect Director Boris Groysberg	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Herbert II, Michael Roffler, Katherine August-deWilde, Frank Fahrenkopf Jr., Sandra Hernandez (Sandra R. Hernández), Pamela Joyner and George Parker are warranted for lack of a majority independent board. Votes AGAINST Frank Fahrenkopf Jr., Pamela Joyner and George Parker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Republic Bank	05/17/2022	Management	5	Yes	Elect Director Sandra R. Hernandez	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Herbert II, Michael Roffler, Katherine August-deWilde, Frank Fahrenkopf Jr., Sandra Hernandez (Sandra R. Hernández), Pamela Joyner and George Parker are warranted for lack of a majority independent board. Votes AGAINST Frank Fahrenkopf Jr., Pamela Joyner and George Parker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Republic Bank	05/17/2022	Management	6	Yes	Elect Director Pamela J. Joyner	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Herbert II, Michael Roffler, Katherine August-deWilde, Frank Fahrenkopf Jr., Sandra Hernandez (Sandra R. Hernández), Pamela Joyner and George Parker are warranted for lack of a majority independent board. Votes AGAINST Frank Fahrenkopf Jr., Pamela Joyner and George Parker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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										Voting Policy Rationale	
First Republic Bank	05/17/2022	Management	7	Yes	Elect Director Shilla Kim-Parker	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Herbert II, Michael Roffler, Katherine August-deWilde, Frank Fahrenkopf Jr., Sandra Hernandez (Sandra R. Hernández), Pamela Joyner and George Parker are warranted for lack of a majority independent board. Votes AGAINST Frank Fahrenkopf Jr., Pamela Joyner and George Parker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Republic Bank	05/17/2022	Management	8	Yes	Elect Director Reynold Levy	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Herbert II, Michael Roffler, Katherine August-deWilde, Frank Fahrenkopf Jr., Sandra Hernandez (Sandra R. Hernández), Pamela Joyner and George Parker are warranted for lack of a majority independent board. Votes AGAINST Frank Fahrenkopf Jr., Pamela Joyner and George Parker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Republic Bank	05/17/2022	Management	9	Yes	Elect Director George G.C. Parker	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Herbert II, Michael Roffler, Katherine August-deWilde, Frank Fahrenkopf Jr., Sandra Hernandez (Sandra R. Hernández), Pamela Joyner and George Parker are warranted for lack of a majority independent board. Votes AGAINST Frank Fahrenkopf Jr., Pamela Joyner and George Parker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Republic Bank	05/17/2022	Management	10	Yes	Elect Director Michael J. Roffler	For	For	Against	Against	Votes AGAINST non-independent nominees James (Jim) Herbert II, Michael Roffler, Katherine August-deWilde, Frank Fahrenkopf Jr., Sandra Hernandez (Sandra R. Hernández), Pamela Joyner and George Parker are warranted for lack of a majority independent board. Votes AGAINST Frank Fahrenkopf Jr., Pamela Joyner and George Parker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
First Republic Bank	05/17/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
First Republic Bank	05/17/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 5.05 percent is acceptable.	
First Republic Bank	05/17/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. Some concern remains regarding the removal of a cap on Former CEO Herbert's (now executive chair) 2021 bonus without rationale, which contributed to a large payout for the year in review. While the disclosure of a bonus cap implemented for 2022 somewhat mitigates this concern, Herbert's potential bonus opportunity remains relatively high even with the newly disclosed cap. In addition, goal rigor concerns remain for the annual incentive. Lastly, concerns are also raised with respect to the inordinate amount of personal use of corporate aircraft perquisite provided to Herbert.	
First Solar, Inc.	05/26/2022	Management	1	Yes	Elect Director Michael J. Ahearn	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
First Solar, Inc.	05/26/2022	Management	2	Yes	Elect Director Richard D. Chapman	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
First Solar, Inc.	05/26/2022	Management	3	Yes	Elect Director Anita Marangoly George	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	

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First Solar, Inc.	05/26/2022	Management	4	Yes	Elect Director George A. (Chip) Hambro	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
First Solar, Inc.	05/26/2022	Management	5	Yes	Elect Director Molly E. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
First Solar, Inc.	05/26/2022	Management	6	Yes	Elect Director Craig Kennedy	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
First Solar, Inc.	05/26/2022	Management	7	Yes	Elect Director Lisa A. Kro	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
First Solar, Inc.	05/26/2022	Management	8	Yes	Elect Director William J. Post	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
First Solar, Inc.	05/26/2022	Management	9	Yes	Elect Director Paul H. Stebbins	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
First Solar, Inc.	05/26/2022	Management	10	Yes	Elect Director Michael T. Sweeney	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	
First Solar, Inc.	05/26/2022	Management	11	Yes	Elect Director Mark R. Widmar	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.	

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First Solar, Inc.	05/26/2022	Management	12	Yes	Elect Director Norman L. Wright	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Paul Stebbins are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/26/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FirstEnergy Corp.	05/17/2022	Management	1	Yes	Elect Director Jana T. Croom	For	For	For	For	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corp.	05/17/2022	Management	2	Yes	Elect Director Steven J. Demetriou	For	For	Against	Against	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corp.	05/17/2022	Management	3	Yes	Elect Director Lisa Winston Hicks	For	For	For	For	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corp.	05/17/2022	Management	4	Yes	Elect Director Paul Kaleta	For	For	For	For	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corp.	05/17/2022	Management	5	Yes	Elect Director Sean T. Klimczak	For	For	For	For	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.



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FirstEnergy Corp.	05/17/2022	Management	6	Yes	Elect Director Jesse A. Lynn	For	For	Against	Against	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corp.	05/17/2022	Management	7	Yes	Elect Director James F. O'Neil, III	For	For	Against	Against	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corp.	05/17/2022	Management	8	Yes	Elect Director John W. Somerhalder, II	For	For	Against	Against	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corp.	05/17/2022	Management	9	Yes	Elect Director Steven E. Strah	For	For	For	For	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corp.	05/17/2022	Management	10	Yes	Elect Director Andrew Teno	For	For	For	For	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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FirstEnergy Corp.	05/17/2022	Management	11	Yes	Elect Director Leslie M. Turner	For	For	For	For	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corp.	05/17/2022	Management	12	Yes	Elect Director Melvin D. Williams	For	For	Against	Against	Votes AGAINST Vice-Chair and Executive Director John Somerhalder II, Operations and Safety Oversight Committee member James O Neil, Corporate Governance and Corporate Responsibility Committee member Jesse Lynn, and Melvin Williams, who serves on both the Operations and Safety Oversight Committee and the Corporate Governance and Corporate Responsibility Committee, are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of better managing climate-related risks. Votes AGAINST Steven (Steve) Demetriou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corp.	05/17/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FirstEnergy Corp.	05/17/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-ups on relocation expenses to certain executives.
FirstEnergy Corp.	05/17/2022	Shareholder	15	Yes	Report on Child Labor Audit	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as it is unclear how the requested report would benefit shareholders given that the production of electric vehicle batteries is not within the company's supply chain.
FirstEnergy Corp.	05/17/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right would remain small.
Fiserv, Inc.	05/18/2022	Management	1	Yes	Elect Director Frank J. Bisignano	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/18/2022	Management	2	Yes	Elect Director Alison Davis	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/18/2022	Management	3	Yes	Elect Director Henrique de Castro	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/18/2022	Management	4	Yes	Elect Director Harry F. DiSimone	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/18/2022	Management	5	Yes	Elect Director Dylan G. Haggart	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/18/2022	Management	6	Yes	Elect Director Wafaa Mamilli	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/18/2022	Management	7	Yes	Elect Director Heidi G. Miller	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/18/2022	Management	8	Yes	Elect Director Doyle R. Simons	For	For	Withhold	Withhold	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/18/2022	Management	9	Yes	Elect Director Kevin M. Warren	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/18/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. Following low shareholder support for last year's say-on-pay proposal, the Compensation Committee disclosed engagement efforts with shareholders as well as the feedback received in these engagements. The proxy also notes commitments and pay program changes that were made in response to these shareholder concerns. However, concerns remain with respect to the CEO's large automobile-related perquisite. The reported perk value significantly exceeded the index median.
Fiserv, Inc.	05/18/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Fiserv, Inc.	05/18/2022	Shareholder	12	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Five Below, Inc.	06/14/2022	Management	1	Yes	Elect Director Catherine E. Buggeln	For	For	For	For	Votes AGAINST Ronald Sargent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/14/2022	Management	2	Yes	Elect Director Michael F. Devine, III	For	For	For	For	Votes AGAINST Ronald Sargent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/14/2022	Management	3	Yes	Elect Director Bernard Kim	For	For	For	For	Votes AGAINST Ronald Sargent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/14/2022	Management	4	Yes	Elect Director Ronald L. Sargent	For	For	Against	Against	Votes AGAINST Ronald Sargent are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Below, Inc.	06/14/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Five Below, Inc.	06/14/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Five Below, Inc.	06/14/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following last year's low say-on-pay vote result, the compensation committee's responsiveness to shareholder concerns is determined to have been sufficient to a certain degree. In addition, although a concern is noted, pay and performance are reasonably aligned at this time. As such, a vote FOR this proposal is warranted.
Five Below, Inc.	06/14/2022	Management	8	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Five Below, Inc.	06/14/2022	Management	9	Yes	Approve Increase in Size of Board	For	For	For	For	The requested increase appears to be appropriate for a company of this size, and there is no evidence suggesting that the proposal is an attempt to entrench current management. As such, a vote FOR this proposal is warranted.
Five9, Inc.	05/18/2022	Management	1	Yes	Elect Director Jack Acosta	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Rowan Trollope, David Welsh, and Jack Acosta due to board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for David Welsh and Jack Acosta are also warranted for serving as non-independent members of a key board committee.
Five9, Inc.	05/18/2022	Management	2	Yes	Elect Director Rowan Trollope	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Rowan Trollope, David Welsh, and Jack Acosta due to board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for David Welsh and Jack Acosta are also warranted for serving as non-independent members of a key board committee.
Five9, Inc.	05/18/2022	Management	3	Yes	Elect Director David Welsh	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Rowan Trollope, David Welsh, and Jack Acosta due to board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for David Welsh and Jack Acosta are also warranted for serving as non-independent members of a key board committee.
Five9, Inc.	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due the following problematic pay practices: * The use of above-median benchmarking; * Lack of long-term performance metrics for equity awards; and * Lack of risk mitigating provisions.
Five9, Inc.	05/18/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FleetCor Technologies Inc.	06/09/2022	Management	1	Yes	Elect Director Steven T. Stull	For	For	Against	Against	Votes AGAINST Steven Stull, Mark Johnson and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
FleetCor Technologies Inc.	06/09/2022	Management	2	Yes	Elect Director Michael Buckman	For	For	For	For	Votes AGAINST Steven Stull, Mark Johnson and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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FleetCor Technologies Inc.	06/09/2022	Management	3	Yes	Elect Director Ronald F. Clarke	For	For	For	For	Votes AGAINST Steven Stull, Mark Johnson and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
FleetCor Technologies Inc.	06/09/2022	Management	4	Yes	Elect Director Joseph W. Farrelly	For	For	For	For	Votes AGAINST Steven Stull, Mark Johnson and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
FleetCor Technologies Inc.	06/09/2022	Management	5	Yes	Elect Director Thomas M. Hagerty	For	For	Against	Against	Votes AGAINST Steven Stull, Mark Johnson and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
FleetCor Technologies Inc.	06/09/2022	Management	6	Yes	Elect Director Mark A. Johnson	For	For	Against	Against	Votes AGAINST Steven Stull, Mark Johnson and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
FleetCor Technologies Inc.	06/09/2022	Management	7	Yes	Elect Director Archie L. Jones, Jr.	For	For	For	For	Votes AGAINST Steven Stull, Mark Johnson and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
FleetCor Technologies Inc.	06/09/2022	Management	8	Yes	Elect Director Hala G. Modellmog	For	For	For	For	Votes AGAINST Steven Stull, Mark Johnson and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
FleetCor Technologies Inc.	06/09/2022	Management	9	Yes	Elect Director Richard Macchia	For	For	Against	Against	Votes AGAINST Steven Stull, Mark Johnson and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
FleetCor Technologies Inc.	06/09/2022	Management	10	Yes	Elect Director Jeffrey S. Sloan	For	For	For	For	Votes AGAINST Steven Stull, Mark Johnson and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
FleetCor Technologies Inc.	06/09/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FleetCor Technologies Inc.	06/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee granted another front-loaded equity award to the CEO that, while conditioned upon achievement of stock price hurdles, is excessive even when annualized over the four years the award is intended to cover. The company has a history of periodic grants of excessive equity awards to the CEO, and the CEO's pay magnitude has been noted as a topic of shareholder feedback in the past. In addition, although annual and long-term incentives are sufficiently performance-based, annual LTI awards lack a long-term focus and disclosure of certain annual and LTI performance targets is lacking.
FleetCor Technologies Inc.	06/09/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
FleetCor Technologies Inc.	06/09/2022	Management	14	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted. The right to act by written consent is a powerful tool for shareholders and is generally considered good governance. Additionally, the company does not have a shareholder who could abuse the written consent right.
FleetCor Technologies Inc.	06/09/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
Floor & Decor Holdings, Inc.	05/11/2022	Management	1	Yes	Elect Director Thomas V. Taylor, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Floor & Decor Holdings, Inc.	05/11/2022	Management	2	Yes	Elect Director Kamy Scarlett	For	For	For	For	A vote FOR all director nominees is warranted.
Floor & Decor Holdings, Inc.	05/11/2022	Management	3	Yes	Elect Director Charles Young	For	For	For	For	A vote FOR all director nominees is warranted.
Floor & Decor Holdings, Inc.	05/11/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Floor & Decor Holdings, Inc.	05/11/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Flowserve Corporation	05/12/2022	Management	1	Yes	Elect Director R. Scott Rowe	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	2	Yes	Elect Director Sujeet Chand	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	3	Yes	Elect Director Ruby R. Chandy	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	4	Yes	Elect Director Gayla J. Delly	For	For	Against	Against	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	5	Yes	Elect Director John R. Friedery	For	For	Against	Against	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	6	Yes	Elect Director John L. Garrison	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	7	Yes	Elect Director Michael C. McMurray	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	8	Yes	Elect Director David E. Roberts	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	9	Yes	Elect Director Carlyn R. Taylor	For	For	For	For	Votes AGAINST Gayla Delly and John Friedery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowserve Corporation	05/12/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company's regular annual and long-term incentive programs appear to be strongly performance-based, with the entire annual incentive and half of the long-term incentive tied to objective and quantifiable performance measures, and below-target payouts under both programs were aligned with the company's performance. However, one-time retention equity grants made to all of the NEOs in FY21 raise significant concerns given that none of the grants are tied to performance conditions, and the grants were in addition to regular LTI awards. Further, the CEO's retention grant significantly elevated his total pay at a time when performance lagged comparators and shareholders experienced losses.
Flowserve Corporation	05/12/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flowserve Corporation	05/12/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
FMC Corporation	04/28/2022	Management	1	Yes	Elect Director Pierre Brondeau	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	2	Yes	Elect Director Eduardo E. Cordeiro	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	3	Yes	Elect Director Carol Anthony ("John") Davidson	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	4	Yes	Elect Director Mark Douglas	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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FMC Corporation	04/28/2022	Management	5	Yes	Elect Director Kathy L. Fortmann	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	6	Yes	Elect Director C. Scott Greer	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	7	Yes	Elect Director K'Lynne Johnson	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	8	Yes	Elect Director Dirk A. Kempthorne	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	9	Yes	Elect Director Paul J. Norris	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	10	Yes	Elect Director Margareth Ovrum	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	11	Yes	Elect Director Robert C. Pallash	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	12	Yes	Elect Director Vincent R. Volpe, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST Vincent Volpe Jr., Eduardo Cordeiro, C. Scott Greer, Dirk Kempthorne, Paul Norris and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/28/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FMC Corporation	04/28/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Although some concerns are noted, annual incentives are primarily based on financial goals and long-term incentives continue to be half performance-based.
Ford Motor Company	05/12/2022	Management	1	Yes	Elect Director Kimberly A. Casiano	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ford Motor Company	05/12/2022	Management	2	Yes	Elect Director Alexandra Ford English	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	3	Yes	Elect Director James D. Farley, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	4	Yes	Elect Director Henry Ford, III	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	5	Yes	Elect Director William Clay Ford, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	6	Yes	Elect Director William W. Helman, IV	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	7	Yes	Elect Director Jon M. Huntsman, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	8	Yes	Elect Director William E. Kennard	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	9	Yes	Elect Director John C. May	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	10	Yes	Elect Director Beth E. Mooney	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	11	Yes	Elect Director Lynn Vojvodich Radakovich	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	12	Yes	Elect Director John L. Thornton	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ford Motor Company	05/12/2022	Management	13	Yes	Elect Director John B. Veihmeyer	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	14	Yes	Elect Director John S. Weinberg	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., Kimberly Casiano, Alexandra English, Henry Ford III, Jon Huntsman Jr. and John Thornton are warranted for lack of a majority independent board. Votes AGAINST Kimberly Casiano and John Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/12/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ford Motor Company	05/12/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for certain executives is considered excessive, notably personal use of corporate aircraft, security and other aggregate perquisites. Tax gross-ups were also incurred for certain executives' automobile perquisites.
Ford Motor Company	05/12/2022	Management	17	Yes	Approve Tax Benefits Preservation Plan	For	For	For	For	A vote FOR the renewal of the NOL poison pill is warranted given the substantial size of the company's deferred tax assets related to net operating losses, the high likelihood of their realization, and the reasonable three-year term of the NOL pill that mitigates some of the governance risk the pill will
Ford Motor Company	05/12/2022	Shareholder	18	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted, as it would provide shareholders of the company with equal voting rights on all voting items.
Fortinet, Inc.	06/17/2022	Management	1	Yes	Elect Director Ken Xie	For	For	For	For	A vote FOR the director nominees is warranted.
Fortinet, Inc.	06/17/2022	Management	2	Yes	Elect Director Michael Xie	For	For	For	For	A vote FOR the director nominees is warranted.
Fortinet, Inc.	06/17/2022	Management	3	Yes	Elect Director Kenneth A. Goldman	For	For	For	For	A vote FOR the director nominees is warranted.
Fortinet, Inc.	06/17/2022	Management	4	Yes	Elect Director Ming Hsieh	For	For	For	For	A vote FOR the director nominees is warranted.
Fortinet, Inc.	06/17/2022	Management	5	Yes	Elect Director Jean Hu	For	For	For	For	A vote FOR the director nominees is warranted.
Fortinet, Inc.	06/17/2022	Management	6	Yes	Elect Director William H. Neukom	For	For	For	For	A vote FOR the director nominees is warranted.
Fortinet, Inc.	06/17/2022	Management	7	Yes	Elect Director Judith Sim	For	For	For	For	A vote FOR the director nominees is warranted.
Fortinet, Inc.	06/17/2022	Management	8	Yes	Elect Director James Stavridis	For	For	For	For	A vote FOR the director nominees is warranted.
Fortinet, Inc.	06/17/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fortinet, Inc.	06/17/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards to the CEO in the most recent fiscal year lack performance-vesting conditions. * The company uses above-median benchmarking for NEOs' base salary; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Fortinet, Inc.	06/17/2022	Management	11	Yes	Approve Stock Split	For	For	For	For	A vote FOR this proposal is warranted. Given the increase in the company's share price over the last several years, the board's rationale for the split appears reasonable.
Fortinet, Inc.	06/17/2022	Shareholder	12	Yes	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Fortive Corporation	06/07/2022	Management	1	Yes	Elect Director Daniel L. Comas	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/07/2022	Management	2	Yes	Elect Director Sharmistha Dubey	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/07/2022	Management	3	Yes	Elect Director Reiji P. Hayes	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/07/2022	Management	4	Yes	Elect Director Wright Lassiter, III	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/07/2022	Management	5	Yes	Elect Director James A. Lico	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/07/2022	Management	6	Yes	Elect Director Kate D. Mitchell	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/07/2022	Management	7	Yes	Elect Director Jeannine Sargent	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/07/2022	Management	8	Yes	Elect Director Alan G. Spoon	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/07/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Certain factors have been identified that mitigate a pay-for-performance misalignment for the year under review. Although concern exists with respect to the fact that a significant portion of annual incentives are based on qualitative individual performance factors that lack disclosure, the compensation committee exercised negative discretion to reduce annual incentive payouts for FY21. In addition, the committee is moving in a positive direction on long-term incentives by increasing the proportion that is performance-based. Further, the three-year TSR metric is rigorous and below-target payout on the most recent completed PSU cycle indicates alignment with performance. Some concern is raised with respect to the magnitude of a sign-on equity award given to a new NEO; however, over a third of the award was tied to a rigorous multi-year performance goal and the committee responded to shareholder feedback by including enhanced disclosure around sign-on awards.
Fortive Corporation	06/07/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Fortive Corporation	06/07/2022	Management	11	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.

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Fortive Corporation	06/07/2022	Shareholder	12	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to keep trying to pass a management proposal to eliminate the supermajority requirements, in the event that Item 4 is not approved this year.
Fortune Brands Home & Security	05/03/2022	Management	1	Yes	Elect Director Susan S. Kilsby	For	For	For	For	Votes FOR the proposed director nominees are warranted at this time.
Fortune Brands Home & Security	05/03/2022	Management	2	Yes	Elect Director Amit Banati	For	For	For	For	Votes FOR the proposed director nominees are warranted at this time.
Fortune Brands Home & Security	05/03/2022	Management	3	Yes	Elect Director Irial Finan	For	For	For	For	Votes FOR the proposed director nominees are warranted at this time.
Fortune Brands Home & Security	05/03/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fortune Brands Home & Security	05/03/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company continues to condition the majority of its compensation on objective financial performance metrics, which resulted in a reasonable alignment between CEO pay and company performance for the year in review.
Fortune Brands Home & Security	05/03/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Franklin Resources, Inc.	02/23/2022	Management	1	Yes	Elect Director Mariann Byerwalter	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	2	Yes	Elect Director Alexander S. Friedman	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	3	Yes	Elect Director Gregory E. Johnson	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	4	Yes	Elect Director Jennifer M. Johnson	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	5	Yes	Elect Director Rupert H. Johnson, Jr.	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	6	Yes	Elect Director John Y. Kim	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	7	Yes	Elect Director Karen M. King	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	8	Yes	Elect Director Anthony J. Noto	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	9	Yes	Elect Director John W. Thiel	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	10	Yes	Elect Director Seth H. Waugh	For	For	For	For	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	11	Yes	Elect Director Geoffrey Y. Yang	For	For	Against	Against	Votes AGAINST Geoffrey Yang are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Franklin Resources, Inc.	02/23/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Freeport-McMoRan Inc.	06/09/2022	Management	1	Yes	Elect Director David P. Abney	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan Inc.	06/09/2022	Management	2	Yes	Elect Director Richard C. Adkerson	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan Inc.	06/09/2022	Management	3	Yes	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan Inc.	06/09/2022	Management	4	Yes	Elect Director Robert W. Dudley	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan Inc.	06/09/2022	Management	5	Yes	Elect Director Hugh Grant	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan Inc.	06/09/2022	Management	6	Yes	Elect Director Lydia H. Kennard	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.

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Freeport-McMoRan Inc.	06/09/2022	Management	7	Yes	Elect Director Ryan M. Lance	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan Inc.	06/09/2022	Management	8	Yes	Elect Director Sara Grootwassink Lewis	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan Inc.	06/09/2022	Management	9	Yes	Elect Director Dustan E. McCoy	For	For	Against	Against	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan Inc.	06/09/2022	Management	10	Yes	Elect Director John J. Stephens	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan Inc.	06/09/2022	Management	11	Yes	Elect Director Frances Fragos Townsend	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan Inc.	06/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Both short- and long-term incentives are primarily performance-based, with long-term incentive utilizing a multi-year performance period.
Freeport-McMoRan Inc.	06/09/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Frontdoor, Inc.	05/11/2022	Management	1	Yes	Elect Director William C. Cobb	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	2	Yes	Elect Director D. Steve Boland	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	3	Yes	Elect Director Anna C. Catalano	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	4	Yes	Elect Director Peter L. Cella	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	5	Yes	Elect Director Christopher L. Clipper	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	6	Yes	Elect Director Richard P. Fox	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	7	Yes	Elect Director Brian P. McAndrews	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	8	Yes	Elect Director Liane J. Pelletier	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	9	Yes	Elect Director Rexford J. Tibbens	For	For	For	For	A vote FOR all director nominees is warranted.
Frontdoor, Inc.	05/11/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Frontdoor, Inc.	05/11/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
FTI Consulting, Inc.	06/01/2022	Management	1	Yes	Elect Director Brenda J. Bacon	For	For	Withhold	Withhold	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	2	Yes	Elect Director Mark S. Bartlett	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	3	Yes	Elect Director Claudio Costamagna	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	4	Yes	Elect Director Vernon Ellis	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	5	Yes	Elect Director Nicholas C. Fanandakis	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	6	Yes	Elect Director Steven H. Gunby	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	7	Yes	Elect Director Gerard E. Holthaus	For	For	Withhold	Withhold	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	8	Yes	Elect Director Nicole S. Jones	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	9	Yes	Elect Director Stephen C. Robinson	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	10	Yes	Elect Director Laureen E. Seeger	For	For	For	For	Votes AGAINST Gerard Holthaus and Brenda Bacon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/01/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FTI Consulting, Inc.	06/01/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Gaming and Leisure Properties	06/16/2022	Management	1	Yes	Elect Director Peter M. Carlino	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties	06/16/2022	Management	2	Yes	Elect Director JoAnne A. Epps	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties	06/16/2022	Management	3	Yes	Elect Director Carol (Lili) Lynton	For	For	For	For	A vote FOR the director nominees is warranted.



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						Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale
Gaming and Leisure Properties	06/16/2022	Management	4	Yes	Elect Director Joseph W. Marshall, III	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties	06/16/2022	Management	5	Yes	Elect Director James B. Perry	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties	06/16/2022	Management	6	Yes	Elect Director Barry F. Schwartz	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties	06/16/2022	Management	7	Yes	Elect Director Earl C. Shanks	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties	06/16/2022	Management	8	Yes	Elect Director E. Scott Urdang	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties	06/16/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Gaming and Leisure Properties	06/16/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the company providing a large corporate aircraft perquisite to the CEO. The value of this perquisite, which in 2021 was provided by only 9 percent of companies in the Russell 3000 Index, significantly exceeded the index median.
Garmin Ltd.	06/10/2022	Management	1	Yes	Accept Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the approval of the annual financial statement and statutory reports is warranted.
Garmin Ltd.	06/10/2022	Management	2	Yes	Approve Allocation of Income and Dividends	For	For	For	For	Votes FOR the allocation of income resolutions are warranted.
Garmin Ltd.	06/10/2022	Management	3	Yes	Approve Dividends	For	For	For	For	Votes FOR the allocation of income resolutions are warranted.
Garmin Ltd.	06/10/2022	Management	4	Yes	Approve Discharge of Board and Senior Management	For	For	For	For	A vote FOR the discharge of the board of directors and senior management is warranted.
Garmin Ltd.	06/10/2022	Management	5	Yes	Elect Director Jonathan C. Burrell	For	For	For	For	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/10/2022	Management	6	Yes	Elect Director Joseph J. Hartnett	For	For	For	For	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/10/2022	Management	7	Yes	Elect Director Min H. Kao	For	For	Against	Against	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/10/2022	Management	8	Yes	Elect Director Catherine A. Lewis	For	For	For	For	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/10/2022	Management	9	Yes	Elect Director Charles W. Pepper	For	For	Against	Against	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/10/2022	Management	10	Yes	Elect Director Clifton A. Pemble	For	For	Against	Against	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/10/2022	Management	11	Yes	Elect Min H. Kao as Board Chairman	For	For	Against	Against	Votes AGAINST Min Kao are warranted for serving as a non-independent board chair.
Garmin Ltd.	06/10/2022	Management	12	Yes	Appoint Jonathan C. Burrell as Member of the Compensation Committee	For	For	For	For	A vote AGAINST Charles Pepper is warranted for serving as a non-independent member of the Compensation Committee. A vote FOR the remaining independent committee members is warranted.
Garmin Ltd.	06/10/2022	Management	13	Yes	Appoint Joseph J. Hartnett as Member of the Compensation Committee	For	For	For	For	A vote AGAINST Charles Pepper is warranted for serving as a non-independent member of the Compensation Committee. A vote FOR the remaining independent committee members is warranted.
Garmin Ltd.	06/10/2022	Management	14	Yes	Appoint Catherine A. Lewis as Member of the Compensation Committee	For	For	For	For	A vote AGAINST Charles Pepper is warranted for serving as a non-independent member of the Compensation Committee. A vote FOR the remaining independent committee members is warranted.
Garmin Ltd.	06/10/2022	Management	15	Yes	Appoint Charles W. Pepper as Member of the Compensation Committee	For	For	Against	Against	A vote AGAINST Charles Pepper is warranted for serving as a non-independent member of the Compensation Committee. A vote FOR the remaining independent committee members is warranted.
Garmin Ltd.	06/10/2022	Management	16	Yes	Designate Wuersch & Gering LLP as Independent Proxy	For	For	For	For	A vote FOR this proposal is warranted due to a lack of concerns.
Garmin Ltd.	06/10/2022	Management	17	Yes	Ratify Ernst & Young LLP as Auditors and Ernst & Young Ltd as Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Garmin Ltd.	06/10/2022	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Nevertheless, shareholders may continue to prefer that the company utilize a multi-year performance period for the performance-contingent RSUs to better align pay with long-term company performance.

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Garmin Ltd.	06/10/2022	Management	19	Yes	Approve Fiscal Year 2023 Maximum Aggregate Compensation for the Executive Management	For	For	For	For	As the company is classified as a US domestic issuer, and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis. Accordingly, a vote FOR this proposal is warranted.
Garmin Ltd.	06/10/2022	Management	20	Yes	Approve Maximum Aggregate Compensation for the Board of Directors for the Period Between the 2022 AGM and the 2023 AGM	For	For	For	For	A vote FOR this resolution is warranted because the proposed amount is broadly in line with market practice.
Garmin Ltd.	06/10/2022	Management	21	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as the voting power dilution for all incentive plans of 1.98 percent is reasonable.
Garmin Ltd.	06/10/2022	Management	22	Yes	Approve Renewal of Authorized Capital with or without Exclusion of Preemptive Rights	For	For	For	For	A vote FOR the proposed authorization is warranted.
Gartner, Inc.	06/02/2022	Management	1	Yes	Elect Director Peter E. Bisson	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/02/2022	Management	2	Yes	Elect Director Richard J. Bressler	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/02/2022	Management	3	Yes	Elect Director Raul E. Cesan	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/02/2022	Management	4	Yes	Elect Director Karen E. Dykstra	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/02/2022	Management	5	Yes	Elect Director Diana S. Ferguson	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/02/2022	Management	6	Yes	Elect Director Anne Sutherland Fuchs	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/02/2022	Management	7	Yes	Elect Director William O. Grabe	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/02/2022	Management	8	Yes	Elect Director Eugene A. Hall	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Gartner, Inc.	06/02/2022	Management	9	Yes	Elect Director Stephen G. Pagliuca	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/02/2022	Management	10	Yes	Elect Director Eileen M. Serra	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/02/2022	Management	11	Yes	Elect Director James C. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/02/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are based on objective financial metrics, and a majority of equity incentives are performance-based, albeit with only a one-year measurement period.
Gartner, Inc.	06/02/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Generac Holdings Inc.	06/16/2022	Management	1	Yes	Elect Director John D. Bowlin	For	For	Against	Against	Votes AGAINST John Bowlin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Generac Holdings Inc.	06/16/2022	Management	2	Yes	Elect Director Aaron P. Jagdfeld	For	For	For	For	Votes AGAINST John Bowlin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Generac Holdings Inc.	06/16/2022	Management	3	Yes	Elect Director Andrew G. Lampereur	For	For	For	For	Votes AGAINST John Bowlin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Generac Holdings Inc.	06/16/2022	Management	4	Yes	Elect Director Nam T. Nguyen	For	For	For	For	Votes AGAINST John Bowlin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Generac Holdings Inc.	06/16/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Generac Holdings Inc.	06/16/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentives are largely based on pre-set financial measures and performance shares were measured over a multi-year performance period.
General Dynamics Corporation	05/04/2022	Management	1	Yes	Elect Director James S. Crown	For	For	Against	Against	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	2	Yes	Elect Director Rudy F. deLeon	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	3	Yes	Elect Director Cecil D. Haney	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	4	Yes	Elect Director Mark M. Malcolm	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	5	Yes	Elect Director James N. Mattis	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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General Dynamics Corporation	05/04/2022	Management	6	Yes	Elect Director Phebe N. Novakovic	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	7	Yes	Elect Director C. Howard Nye	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	8	Yes	Elect Director Catherine B. Reynolds	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	9	Yes	Elect Director Laura J. Schumacher	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	10	Yes	Elect Director Robert K. Steel	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	11	Yes	Elect Director John G. Stratton	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	12	Yes	Elect Director Peter A. Wall	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of key board committees. Votes AGAINST Governance Committee Chair James Crown are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/04/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
General Dynamics Corporation	05/04/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
General Dynamics Corporation	05/04/2022	Shareholder	15	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
General Dynamics Corporation	05/04/2022	Shareholder	16	Yes	Report on Human Rights Due Diligence	Against	For	For	For	A vote FOR this proposal is warranted at this time because shareholders would likely benefit from more disclosure on how the company evaluates and mitigates any human rights impacts from the sale of its weapons and other lethal products.
General Electric Company	05/04/2022	Management	1	Yes	Elect Director Stephen Angel	For	For	For	For	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	2	Yes	Elect Director Sebastien Bazin	For	For	Against	Against	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	3	Yes	Elect Director Ashton Carter	For	For	For	For	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.

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General Electric Company	05/04/2022	Management	4	Yes	Elect Director H. Lawrence Culp, Jr.	For	For	For	For	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	5	Yes	Elect Director Francisco D'Souza	For	For	Against	Against	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	6	Yes	Elect Director Edward Garden	For	For	Against	Against	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	7	Yes	Elect Director Isabella Goren	For	For	For	For	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	8	Yes	Elect Director Thomas Horton	For	For	Against	Against	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	9	Yes	Elect Director Risa Lavizzo-Mourey	For	For	For	For	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	10	Yes	Elect Director Catherine Lesjak	For	For	For	For	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	11	Yes	Elect Director Tomislav Mihaljevic	For	For	For	For	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	12	Yes	Elect Director Paula Rospot Reynolds	For	For	Against	Against	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	13	Yes	Elect Director Leslie Seidman	For	For	For	For	Votes AGAINST Compensation Committee members Thomas (Tom) Horton, Sebastien Bazin, Francisco (Frank) D'Souza, Edward (Ed) Garden and Paula Reynolds are warranted due to the problematic pay practices and persisting pay-for-performance disconnect at the company, which demonstrate poor stewardship of executive compensation program by the committee. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/04/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee reduced the CEO's FY22 equity grant by \$10 million and made a commitment not to similarly adjust performance metrics for previously granted awards. However, pay-for-performance concerns are raised for the year in review. The committee made a sizable adjustment to free cash flow for FY21, which appears to affect the performance metrics for both the short- and long-term incentive awards, and the adjustment is not well-explained. In addition, long-term incentive awards shifted from a three-year performance period to a single, annual performance period for the two primary metrics. Further, the company provided large relocation benefits to certain executives, along with significant tax reimbursements.



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General Electric Company	05/04/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
General Electric Company	05/04/2022	Management	16	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this omnibus stock plan is warranted.
General Electric Company	05/04/2022	Shareholder	17	Yes	Approve Cessation of All Executive Stock Option and Bonus Programs	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Placing restrictions on the board's ability to award annual bonuses and equity-based compensation impedes the board's ability to administer pay programs and could potentially diminish the linkage between pay and performance. The proposal's request to consider eliminating stock options and bonus programs is considered to be overly prescriptive.
General Electric Company	05/04/2022	Shareholder	18	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms, the proposal applies only to future severance arrangements, leaving current agreements unaffected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
General Electric Company	05/04/2022	Shareholder	19	Yes	Approve Nomination of Employee Representative Director	Against	Against	For	For	A vote FOR this proposal is warranted as the addition of an employee representative director on the board would enable more robust oversight of issues related to the company's employees and their concerns and is also a step towards enhancing board diversity.
General Motors Company	06/13/2022	Management	1	Yes	Elect Director Mary T. Barra	For	For	For	For	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	2	Yes	Elect Director Aneel Bhusri	For	For	For	For	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	3	Yes	Elect Director Wesley G. Bush	For	For	For	For	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	4	Yes	Elect Director Linda R. Gooden	For	For	For	For	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	5	Yes	Elect Director Joseph Jimenez	For	For	For	For	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	6	Yes	Elect Director Judith A. Miscik	For	For	For	For	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	7	Yes	Elect Director Patricia F. Russo	For	For	Against	Against	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	8	Yes	Elect Director Thomas M. Schoewe	For	For	For	For	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	9	Yes	Elect Director Carol M. Stephenson	For	For	Against	Against	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	10	Yes	Elect Director Mark A. Tatum	For	For	For	For	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	11	Yes	Elect Director Devin N. Wenig	For	For	For	For	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	12	Yes	Elect Director Margaret C. Whitman	For	For	For	For	Votes AGAINST Patricia Russo and Carol Stephenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/13/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of aircraft perquisites to the CEO.
General Motors Company	06/13/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
General Motors Company	06/13/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is considered small given the company's size and the composition of its shareholder base.

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General Motors Company	06/13/2022	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director. A vote FOR this proposal is warranted, as additional information on the company's efforts to eliminate child labor from its supply chain would allow investors to better understand how the company is managing human rights-related risks in its supply chain.
General Motors Company	06/13/2022	Shareholder	17	Yes	Report on the Use of Child Labor in Connection with Electric Vehicles	Against	For	For	For	
Genpact Limited	05/19/2022	Management	1	Yes	Elect Director N.V. "Tiger" Tyagarajan	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR are warranted for the remaining nominees.
Genpact Limited	05/19/2022	Management	2	Yes	Elect Director James Madden	For	For	Against	Against	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR are warranted for the remaining nominees.
Genpact Limited	05/19/2022	Management	3	Yes	Elect Director Ajay Agrawal	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR are warranted for the remaining nominees.
Genpact Limited	05/19/2022	Management	4	Yes	Elect Director Stacey Cartwright	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR are warranted for the remaining nominees.
Genpact Limited	05/19/2022	Management	5	Yes	Elect Director Laura Conigliaro	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR are warranted for the remaining nominees.
Genpact Limited	05/19/2022	Management	6	Yes	Elect Director Tamara Franklin	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR are warranted for the remaining nominees.
Genpact Limited	05/19/2022	Management	7	Yes	Elect Director Carol Lindstrom	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR are warranted for the remaining nominees.
Genpact Limited	05/19/2022	Management	8	Yes	Elect Director CeCelia Morken	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR are warranted for the remaining nominees.
Genpact Limited	05/19/2022	Management	9	Yes	Elect Director Brian Stevens	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR are warranted for the remaining nominees.
Genpact Limited	05/19/2022	Management	10	Yes	Elect Director Mark Verdi	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR are warranted for the remaining nominees.
Genpact Limited	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Genpact Limited	05/19/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Genpact Limited	05/19/2022	Management	13	Yes	Ratify KPMG as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gentex Corporation	05/19/2022	Management	1	Yes	Elect Director Joseph Anderson	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/19/2022	Management	2	Yes	Elect Director Leslie Brown	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/19/2022	Management	3	Yes	Elect Director Steve Downing	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/19/2022	Management	4	Yes	Elect Director Gary Goode	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/19/2022	Management	5	Yes	Elect Director James Hollars	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/19/2022	Management	6	Yes	Elect Director Richard Schaum	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/19/2022	Management	7	Yes	Elect Director Kathleen Starkoff	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Gentex Corporation	05/19/2022	Management	8	Yes	Elect Director Brian Walker	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/19/2022	Management	9	Yes	Elect Director Ling Zang	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/19/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gentex Corporation	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Gentex Corporation	05/19/2022	Management	12	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Genuine Parts Company	04/28/2022	Management	1	Yes	Elect Director Elizabeth W. Camp	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	2	Yes	Elect Director Richard Cox, Jr.	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	3	Yes	Elect Director Paul D. Donahue	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	4	Yes	Elect Director Gary P. Fayard	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	5	Yes	Elect Director P. Russell Hardin	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	6	Yes	Elect Director John R. Holder	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	7	Yes	Elect Director Donna W. Hyland	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	8	Yes	Elect Director John D. Johns	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	9	Yes	Elect Director Jean-Jacques Lafont	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	10	Yes	Elect Director Robert C. 'Robin' Loudermilk, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	11	Yes	Elect Director Wendy B. Needham	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	12	Yes	Elect Director Juliette W. Pryor	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	13	Yes	Elect Director E. Jenner Wood, III	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	04/28/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Genuine Parts Company	04/28/2022	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Gilead Sciences, Inc.	05/04/2022	Management	1	Yes	Elect Director Jacqueline K. Barton	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/04/2022	Management	2	Yes	Elect Director Jeffrey A. Bluestone	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/04/2022	Management	3	Yes	Elect Director Sandra J. Horning	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/04/2022	Management	4	Yes	Elect Director Kelly A. Kramer	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/04/2022	Management	5	Yes	Elect Director Kevin E. Lofton	For	For	Against	Against	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/04/2022	Management	6	Yes	Elect Director Harish Manwani	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/04/2022	Management	7	Yes	Elect Director Daniel P. O'Day	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/04/2022	Management	8	Yes	Elect Director Javier J. Rodriguez	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/04/2022	Management	9	Yes	Elect Director Anthony Welters	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of key board committees. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/04/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gilead Sciences, Inc.	05/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received significant tax gross-ups related to relocation benefits.
Gilead Sciences, Inc.	05/04/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
Gilead Sciences, Inc.	05/04/2022	Shareholder	13	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director. Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders.
Gilead Sciences, Inc.	05/04/2022	Shareholder	14	Yes	Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates	Against	Against	For	For	A vote FOR this proposal is warranted as the addition of a non-management employee representative director on the board would enable more robust oversight of issues related to the company's employees and their concerns and is also a step towards further enhancing board diversity.
Gilead Sciences, Inc.	05/04/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
Gilead Sciences, Inc.	05/04/2022	Shareholder	16	Yes	Publish Third-Party Review of Alignment of Company's Lobbying Activities with its Public Statements	Against	For	For	For	A vote FOR this resolution is warranted, as more comprehensive information on Gilead's public policy positions and the congruence between those positions and those of its lobbying partners would benefit shareholders in assessing its management of related risks.
Gilead Sciences, Inc.	05/04/2022	Shareholder	17	Yes	Report on Board Oversight of Risks Related to Anticompetitive Practices	Against	For	For	For	A vote FOR this proposal is warranted because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to anticompetitive practices, particularly in light of Gilead's involvement in related controversies.
Global Payments Inc.	04/28/2022	Management	1	Yes	Elect Director F. Thaddeus Arroyo	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/28/2022	Management	2	Yes	Elect Director Robert H.B. Baldwin, Jr.	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/28/2022	Management	3	Yes	Elect Director John G. Bruno	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/28/2022	Management	4	Yes	Elect Director Kriss Cloninger, III	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/28/2022	Management	5	Yes	Elect Director Joia M. Johnson	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Global Payments Inc.	04/28/2022	Management	6	Yes	Elect Director Ruth Ann Marshall	For	For	Against	Against	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/28/2022	Management	7	Yes	Elect Director Connie D. McDaniel	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/28/2022	Management	8	Yes	Elect Director William B. Plummer	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/28/2022	Management	9	Yes	Elect Director Jeffrey S. Sloan	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/28/2022	Management	10	Yes	Elect Director John T. Turner	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/28/2022	Management	11	Yes	Elect Director M. Troy Woods	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/28/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO pay increased substantially in connection with a special equity grant and larger annual-cycle long-term incentive opportunity. In addition, disclosure of performance metric targets and achieved results for long-term incentives as well as special equity awards was limited. Further, goal rigor and disclosure concerns are magnified given the relatively high long-term incentive maximum opportunity.
Global Payments Inc.	04/28/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Global Payments Inc.	04/28/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right would remain small.
Globant SA	04/22/2022	Management	2	No	Receive and Approve Board's and Auditor's Reports					This is a non-voting item.
Globant SA	04/22/2022	Management	3	Yes	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.
Globant SA	04/22/2022	Management	4	Yes	Approve Financial Statements	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.
Globant SA	04/22/2022	Management	5	Yes	Approve Allocation of Loss	For	For	For	For	A vote FOR this loss allocation proposal is warranted because of the strategic rationale for the decision and because the proposed dividend is in line with the company's dividend policy.
Globant SA	04/22/2022	Management	6	Yes	Approve Discharge of Directors	For	For	For	For	A cautionary vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration to a shareholder vote. Despite not being formally required due to the company's cross market status, both in US and Luxembourg companies are required to offer shareholders a say-on-pay.
Globant SA	04/22/2022	Management	7	Yes	Approve Remuneration of Directors	For	For	For	For	A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.
Globant SA	04/22/2022	Management	8	Yes	Appoint PricewaterhouseCoopers, Societe Cooperative as Auditor for Annual Accounts and EU IFRS Consolidated Accounts	For	For	For	For	A vote FOR is warranted because there are no concerns regarding this proposal.
Globant SA	04/22/2022	Management	9	Yes	Appoint Price Waterhouse & Co. S.R.L. as Auditor for IFRS Consolidated Accounts	For	For	For	For	A vote FOR is warranted because there are no concerns regarding this proposal.
Globant SA	04/22/2022	Management	10	Yes	Reelect Francisco Alvarez-Demalde as Director	For	For	Against	Against	Votes AGAINST Francisco Alvarez-Demalde are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Globant SA	04/22/2022	Management	11	Yes	Reelect Maria Pinelli as Director	For	For	For	For	Votes AGAINST Francisco Alvarez-Demalde are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Globant SA	04/22/2022	Management	12	Yes	Elect Andrea Mayumi Petroni Merhy as Director	For	For	For	For	Votes AGAINST Francisco Alvarez-Demalde are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Globant SA	04/22/2022	Management	14	Yes	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights and Amend Article 6.1 and 6.2 of the Articles of Association	For	For	For	For	A vote FOR this issuance authorization is warranted because the potential share capital increase is not excessive.
Globe Life Inc.	04/28/2022	Management	1	Yes	Elect Director Linda L. Addison	For	For	For	For	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	2	Yes	Elect Director Marilyn A. Alexander	For	For	For	For	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Globe Life Inc.	04/28/2022	Management	3	Yes	Elect Director Cheryl D. Alston	For	For	For	For	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	4	Yes	Elect Director Mark A. Blinn	For	For	For	For	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	5	Yes	Elect Director James P. Brannen	For	For	For	For	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	6	Yes	Elect Director Jane Buchan	For	For	Against	Against	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	7	Yes	Elect Director Gary L. Coleman	For	For	For	For	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	8	Yes	Elect Director Larry M. Hutchison	For	For	For	For	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	9	Yes	Elect Director Robert W. Ingram	For	For	Against	Against	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	10	Yes	Elect Director Steven P. Johnson	For	For	For	For	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	11	Yes	Elect Director Darren M. Rebelez	For	For	Against	Against	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	12	Yes	Elect Director Mary E. Thigpen	For	For	For	For	Votes AGAINST Jane Buchan, Robert Ingram and Darren Rebelez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/28/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Globe Life Inc.	04/28/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some concern surrounding above-median benchmarking at the company, which is heightened given the company's co-CEO structure. The potential impact of committee discretion in determining annual incentive awards also raises some concern. Many investors may prefer the use of a target grant value for equity awards rather than the company's practice of granting awards as a percentage of market capitalization. However, the annual incentive program is funded formulaically, initial payout determinations are based on pre-set disclosed goals, and the committee has used discretion to adjust payouts sparingly in practice. In addition, performance shares are earned based on clearly disclosed multi-year goals, and closing cycle awards were earned below target, which is directionally aligned with lagging three- and five-year TSR. On balance, a vote FOR this proposal is warranted, but with caution. Close continued monitoring of award sizes and pay determinations is warranted, given the concerns noted above.
Globus Medical, Inc.	06/02/2022	Management	1	Yes	Elect Director David C. Paul	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Paul and Daniel (Dan) Lemaitre are warranted for lack of a majority independent board. WITHHOLD votes for David Paul and Daniel (Dan) Lemaitre are also warranted for serving as non-independent members of a key board committee. A vote FOR Ann Rhoads is warranted.
Globus Medical, Inc.	06/02/2022	Management	2	Yes	Elect Director Daniel T. Lemaitre	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Paul and Daniel (Dan) Lemaitre are warranted for lack of a majority independent board. WITHHOLD votes for David Paul and Daniel (Dan) Lemaitre are also warranted for serving as non-independent members of a key board committee. A vote FOR Ann Rhoads is warranted.
Globus Medical, Inc.	06/02/2022	Management	3	Yes	Elect Director Ann D. Rhoads	For	For	For	For	WITHHOLD votes for non-independent nominees David Paul and Daniel (Dan) Lemaitre are warranted for lack of a majority independent board. WITHHOLD votes for David Paul and Daniel (Dan) Lemaitre are also warranted for serving as non-independent members of a key board committee. A vote FOR Ann Rhoads is warranted.
Globus Medical, Inc.	06/02/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Globus Medical, Inc.	06/02/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Globus Medical, Inc.	06/02/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
GoDaddy Inc.	06/01/2022	Management	1	Yes	Elect Director Amanpal (Aman) Bhutani	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/01/2022	Management	2	Yes	Elect Director Caroline Donahue	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/01/2022	Management	3	Yes	Elect Director Charles Robel	For	For	For	For	A vote FOR all director nominees is warranted.

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GoDaddy Inc.	06/01/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
GoDaddy Inc.	06/01/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
GoDaddy Inc.	06/01/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
GoDaddy Inc.	06/01/2022	Management	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
GoDaddy Inc.	06/01/2022	Management	8	Yes	Eliminate Certain Supermajority Voting Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements enhances shareholder rights.
GoDaddy Inc.	06/01/2022	Management	9	Yes	Amend Certificate of Incorporation to Eliminate Certain Business Combination Restrictions	For	For	For	For	A vote FOR this proposal is warranted as the amendment is primarily administrative in nature.
GoDaddy Inc.	06/01/2022	Management	10	Yes	Amend Certificate of Incorporation to Eliminate Inoperative Provisions and Implement Certain Other Miscellaneous Amendments	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments are primarily administrative in nature.
Graco Inc.	04/29/2022	Management	1	Yes	Elect Director Eric P. Etchart	For	For	Against	Against	Votes AGAINST non-independent nominees Eric Etchart and J. Kevin Gilligan are warranted for lack of a majority independent board. Votes AGAINST Eric Etchart and J. Kevin Gilligan are also warranted for serving as non-independent members of a key board committee. A vote FOR Jody H. Feragen is
Graco Inc.	04/29/2022	Management	2	Yes	Elect Director Jody H. Feragen	For	For	For	For	Votes AGAINST non-independent nominees Eric Etchart and J. Kevin Gilligan are warranted for lack of a majority independent board. Votes AGAINST Eric Etchart and J. Kevin Gilligan are also warranted for serving as non-independent members of a key board committee. A vote FOR Jody H. Feragen is
Graco Inc.	04/29/2022	Management	3	Yes	Elect Director J. Kevin Gilligan	For	For	Against	Against	Votes AGAINST non-independent nominees Eric Etchart and J. Kevin Gilligan are warranted for lack of a majority independent board. Votes AGAINST Eric Etchart and J. Kevin Gilligan are also warranted for serving as non-independent members of a key board committee. A vote FOR Jody H. Feragen is
Graco Inc.	04/29/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Graco Inc.	04/29/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company benchmarks NEOs' target total compensation between 50th and 75th percentile of its peer group * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and * The CEO's equity awards lack performance vesting criteria.
Grand Canyon Education, Inc.	06/09/2022	Management	1	Yes	Elect Director Brian E. Mueller	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/09/2022	Management	2	Yes	Elect Director Sara R. Dial	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/09/2022	Management	3	Yes	Elect Director Jack A. Henry	For	For	Against	Against	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/09/2022	Management	4	Yes	Elect Director Lisa Graham Keegan	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/09/2022	Management	5	Yes	Elect Director Chevy Humphrey	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/09/2022	Management	6	Yes	Elect Director David M. Adame	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/09/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Grand Canyon Education, Inc.	06/09/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Graphic Packaging Holding Cor	05/24/2022	Management	1	Yes	Elect Director Laurie Brlas	For	For	For	For	A vote FOR all director nominees is warranted.
Graphic Packaging Holding Cor	05/24/2022	Management	2	Yes	Elect Director Robert A. Hagemann	For	For	For	For	A vote FOR all director nominees is warranted.
Graphic Packaging Holding Cor	05/24/2022	Management	3	Yes	Elect Director Mary K. Rhinehart	For	For	For	For	A vote FOR all director nominees is warranted.
Graphic Packaging Holding Cor	05/24/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Graphic Packaging Holding Cor	05/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
GXO Logistics, Inc.	05/24/2022	Management	1	Yes	Elect Director Gena Ashe	For	For	For	For	A vote FOR all director nominees is warranted.
GXO Logistics, Inc.	05/24/2022	Management	2	Yes	Elect Director Malcolm Wilson	For	For	For	For	A vote FOR all director nominees is warranted.
GXO Logistics, Inc.	05/24/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
GXO Logistics, Inc.	05/24/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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GXO Logistics, Inc.	05/24/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Halliburton Company	05/18/2022	Management	1	Yes	Elect Director Abdulaziz F. Al Khayyal	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	2	Yes	Elect Director William E. Albrecht	For	Against	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	3	Yes	Elect Director M. Katherine Banks	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	4	Yes	Elect Director Alan M. Bennett	For	For	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	5	Yes	Elect Director Milton Carroll	For	Against	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	6	Yes	Elect Director Earl M. Cummings	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	7	Yes	Elect Director Murry S. Gerber	For	Against	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	8	Yes	Elect Director Robert A. Malone	For	Against	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	9	Yes	Elect Director Jeffrey A. Miller	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	10	Yes	Elect Director Bhavesh V. (Bob) Patel	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	11	Yes	Elect Director Tobi M. Edwards Young	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett and Milton Carroll are warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Robert Malone, William Albrecht, Milton Carroll, and Murry Gerber are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/18/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Halliburton Company	05/18/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's failed say-on-pay vote, the compensation committee has demonstrated only a limited degree of responsiveness to investor concerns. Further, for the year in review, ongoing concerns with respect to the long-term incentive program underscore a pay-for-performance misalignment. While acknowledging reporting challenges associated with the change in long-term incentive programs, the CEO's total target annual LTI award value has increased over the past two years without clear rationale, providing larger payout opportunities. The performance metrics also target merely median performance and have resulted in maximum payouts for several consecutive years, even resulting in maximum-level vesting when performance was negative in each of the last two cycles.
Harley-Davidson, Inc.	05/12/2022	Management	1	Yes	Elect Director Troy Alstead	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	2	Yes	Elect Director R. John Anderson	For	For	Withhold	Withhold	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	3	Yes	Elect Director Michael J. Cave	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	4	Yes	Elect Director Jared D. Dourdeville	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	5	Yes	Elect Director James D. Farley, Jr.	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	6	Yes	Elect Director Allan Golston	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	7	Yes	Elect Director Sara L. Levinson	For	For	Withhold	Withhold	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	8	Yes	Elect Director N. Thomas Linebarger	For	For	Withhold	Withhold	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	9	Yes	Elect Director Maryrose Sylvester	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	10	Yes	Elect Director Jochen Zeitz	For	For	For	For	WITHHOLD votes for N. Thomas Linebarger, R. John Anderson and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harley-Davidson, Inc.	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee made changes to compensation programs in response to investor feedback; however, concerns regarding the structure and magnitude of pay remain, particularly as the CEO's compensation nearly doubled year-over-year. The CEO's base salary remained high, even after the anticipated reduction for FY22. However, more concerning were actions taken in the long-term incentive program. The committee reduced the performance period for annual cycle long-term incentives from a multi-year measurement period to annually measured performance goals, limiting the long-term focus of the program. Further, the CEO's RSUs vest after just one year and his performance option grant does not require that the stock price achievements be sustained beyond the initial 10-day average.
Harley-Davidson, Inc.	05/12/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Harley-Davidson, Inc.	05/12/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Harley-Davidson, Inc.	05/12/2022	Management	14	Yes	Approve Restricted Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Hasbro, Inc.	06/08/2022	Management	2	Yes	Elect Director Kenneth A. Bronfin	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.

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										Voting Policy Rationale	
Hasbro, Inc.	06/08/2022	Management	3	Yes	Elect Director Michael R. Burns	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.	
Hasbro, Inc.	06/08/2022	Management	4	Yes	Elect Director Hope F. Cochran	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.	
Hasbro, Inc.	06/08/2022	Management	5	Yes	Elect Director Christian P. Cocks	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.	
Hasbro, Inc.	06/08/2022	Management	6	Yes	Elect Director Lisa Gersh	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.	
Hasbro, Inc.	06/08/2022	Management	7	Yes	Elect Director Elizabeth Hamren	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.	
Hasbro, Inc.	06/08/2022	Management	8	Yes	Elect Director Blake Jorgensen	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.	
Hasbro, Inc.	06/08/2022	Management	9	Yes	Elect Director Tracy A. Leinbach	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.	
Hasbro, Inc.	06/08/2022	Management	10	Yes	Elect Director Edward M. Philip	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director Edward Philip.	



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Hasbro, Inc.	06/08/2022	Management	11	Yes	Elect Director Laurel J. Richie	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.
Hasbro, Inc.	06/08/2022	Management	12	Yes	Elect Director Richard S. Stoddart	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.
Hasbro, Inc.	06/08/2022	Management	13	Yes	Elect Director Mary Beth West	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.
Hasbro, Inc.	06/08/2022	Management	14	Yes	Elect Director Linda Zecher Higgins	For	For	For	For	At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.
Hasbro, Inc.	06/08/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned and no problematic pay practices are identified. Annual incentives are determined primarily based on objective financial performance, and the company has disclosed that it will return to granting equity awards 50 percent in performance shares for 2022.
Hasbro, Inc.	06/08/2022	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hasbro, Inc.	06/08/2022	Shareholder	18	Yes	Elect Director Marcelo Fischer	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	19	Yes	Management Nominee Kenneth A. Bronfin	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	20	Yes	Management Nominee Michael R. Burns	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	21	Yes	Management Nominee Hope F. Cochran	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	22	Yes	Management Nominee Christian P. Cocks	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	23	Yes	Management Nominee Tracy A. Leinbach	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	24	Yes	Management Nominee Elizabeth Hamren	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	25	Yes	Management Nominee Blake Jorgensen	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	26	Yes	Management Nominee Mary Beth West	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	27	Yes	Management Nominee Laurel J. Richie	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	28	Yes	Management Nominee Richard S. Stoddart	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	29	Yes	Management Nominee Linda Zecher Higgins	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Shareholder	30	Yes	Management Nominee Tracy A. Leinbach	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Management	31	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hasbro, Inc.	06/08/2022	Management	32	Yes	Ratify KPMG LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Hawaiian Electric Industries, Inc	05/06/2022	Management	1	Yes	Elect Director Thomas B. Fargo	For	For	Against	Against	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc	05/06/2022	Management	2	Yes	Elect Director Celeste A. Connors	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc	05/06/2022	Management	3	Yes	Elect Director Richard J. Dahl	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc	05/06/2022	Management	4	Yes	Elect Director Elisia K. Flores	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Hawaiian Electric Industries, Inc	05/06/2022	Management	5	Yes	Elect Director Micah A. Kane	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc	05/06/2022	Management	6	Yes	Elect Director William James Scilacci, Jr.	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc	05/06/2022	Management	7	Yes	Elect Director Scott W. H. Seu	For	For	For	For	Votes AGAINST Thomas Fargo are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc	05/06/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hawaiian Electric Industries, Inc	05/06/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
HCA Healthcare, Inc.	04/21/2022	Management	1	Yes	Elect Director Thomas F. Frist, III	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	2	Yes	Elect Director Samuel N. Hazen	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	3	Yes	Elect Director Meg G. Crofton	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	4	Yes	Elect Director Robert J. Dennis	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	5	Yes	Elect Director Nancy-Ann DeParle	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	6	Yes	Elect Director William R. Frist	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	7	Yes	Elect Director Charles O. Holliday, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	8	Yes	Elect Director Hugh F. Johnston	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	9	Yes	Elect Director Michael W. Michelson	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	10	Yes	Elect Director Wayne J. Riley	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	11	Yes	Elect Director Andrea B. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
HCA Healthcare, Inc.	04/21/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HCA Healthcare, Inc.	04/21/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay is reasonably aligned with company performance at this time. While investors would benefit from advance disclosure of forward-looking PSU performance targets, annual incentives are based on objective financial and quality measures and LTI awards are targeted to be evenly split between time-based and performance-based awards.
HCA Healthcare, Inc.	04/21/2022	Shareholder	14	Yes	Report on Political Contributions	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's direct political contributions and indirect political contributions through all trade associations and other tax-exempt organizations, as well as its management- and board-level oversight of political spending, could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
HCA Healthcare, Inc.	04/21/2022	Shareholder	15	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the company's lobbying expenses and trade association memberships, payments, and oversight mechanisms would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.
Healthpeak Properties, Inc.	04/28/2022	Management	1	Yes	Elect Director Brian G. Cartwright	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Healthpeak Properties, Inc.	04/28/2022	Management	2	Yes	Elect Director Christine N. Garvey	For	For	Against	Against	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Healthpeak Properties, Inc.	04/28/2022	Management	3	Yes	Elect Director R. Kent Griffin, Jr.	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Healthpeak Properties, Inc.	04/28/2022	Management	4	Yes	Elect Director David B. Henry	For	For	Against	Against	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Healthpeak Properties, Inc.	04/28/2022	Management	5	Yes	Elect Director Thomas M. Herzog	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Healthpeak Properties, Inc.	04/28/2022	Management	6	Yes	Elect Director Lydia H. Kennard	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Healthpeak Properties, Inc.	04/28/2022	Management	7	Yes	Elect Director Sara G. Lewis	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Healthpeak Properties, Inc.	04/28/2022	Management	8	Yes	Elect Director Katherine M. Sandstrom	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Healthpeak Properties, Inc.	04/28/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted in the qualitative analysis, a vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time.
Healthpeak Properties, Inc.	04/28/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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HEICO Corporation	03/18/2022	Management	1	Yes	Elect Director Thomas M. Culligan	For	For	For	For	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board.WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/18/2022	Management	2	Yes	Elect Director Adolfo Henriques	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board.WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/18/2022	Management	3	Yes	Elect Director Mark H. Hildebrandt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board.WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/18/2022	Management	4	Yes	Elect Director Eric A. Mendelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board.WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/18/2022	Management	5	Yes	Elect Director Laurans A. Mendelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board.WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/18/2022	Management	6	Yes	Elect Director Victor H. Mendelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board.WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/18/2022	Management	7	Yes	Elect Director Julie Neitzel	For	For	For	For	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board.WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/18/2022	Management	8	Yes	Elect Director Alan Schriesheim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board.WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/18/2022	Management	9	Yes	Elect Director Frank J. Schwitter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board.WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/18/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices:* The company lacks any performance-vesting requirements for long-term awards;* Equity awards allow for auto-accelerated vesting upon a change-in-control event; and* The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.
HEICO Corporation	03/18/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Henry Schein, Inc.	05/18/2022	Management	1	Yes	Elect Director Mohamad Ali	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	2	Yes	Elect Director Stanley M. Bergman	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	3	Yes	Elect Director James P. Breslawski	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	4	Yes	Elect Director Deborah Derby	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	5	Yes	Elect Director Joseph L. Herring	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	6	Yes	Elect Director Kurt P. Kuehn	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	7	Yes	Elect Director Philip A. Laskawy	For	For	Against	Against	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	8	Yes	Elect Director Anne H. Margulies	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	9	Yes	Elect Director Mark E. Mlotek	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	10	Yes	Elect Director Steven Paladino	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	11	Yes	Elect Director Carol Raphael	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	12	Yes	Elect Director E. Dianne Rekow	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	13	Yes	Elect Director Scott Serota	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	14	Yes	Elect Director Bradley T. Sheares	For	For	Against	Against	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	15	Yes	Elect Director Reed V. Tuckson	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/18/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. In addition to granting an entirely time-based one-time pandemic related equity award, the compensation committee revised its long-term incentive program to consist of entirely time-based equity awards, as opposed to the entirely performance-based awards granted in FY2020.
Henry Schein, Inc.	05/18/2022	Management	17	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Herbalife Nutrition Ltd.	04/27/2022	Management	1	Yes	Elect Director John O. Agwunobi	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Herbalife Nutrition Ltd.	04/27/2022	Management	2	Yes	Elect Director Richard H. Carmona	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Herbalife Nutrition Ltd.	04/27/2022	Management	3	Yes	Elect Director Michael O. Johnson	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Herbalife Nutrition Ltd.	04/27/2022	Management	4	Yes	Elect Director Kevin M. Jones	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Herbalife Nutrition Ltd.	04/27/2022	Management	5	Yes	Elect Director Sophie L'Helias	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Herbalife Nutrition Ltd.	04/27/2022	Management	6	Yes	Elect Director Alan W. LeFevre	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Herbalife Nutrition Ltd.	04/27/2022	Management	7	Yes	Elect Director Juan Miguel Mendoza	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Herbalife Nutrition Ltd.	04/27/2022	Management	8	Yes	Elect Director Don Mulligan	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Herbalife Nutrition Ltd.	04/27/2022	Management	9	Yes	Elect Director Maria Otero	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Herbalife Nutrition Ltd.	04/27/2022	Management	10	Yes	Elect Director John Tartol	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Herbalife Nutrition Ltd.	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Herbalife Nutrition Ltd.	04/27/2022	Management	12	Yes	Ratify PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Herbalife Nutrition Ltd.	04/27/2022	Management	13	Yes	Elect Director Celine Del Genes	For	For	For	For	Votes FOR all nominees are warranted at this time due to the lack of concerns.
Hess Corporation	05/26/2022	Management	1	Yes	Elect Director Terrence J. Checki	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Hess Corporation	05/26/2022	Management	2	Yes	Elect Director Leonard S. Coleman, Jr.	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	3	Yes	Elect Director Lisa Glatch	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	4	Yes	Elect Director John B. Hess	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	5	Yes	Elect Director Edith E. Holiday	For	For	Against	Against	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	6	Yes	Elect Director Marc S. Lipschultz	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	7	Yes	Elect Director Raymond J. McGuire	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	8	Yes	Elect Director David McManus	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	9	Yes	Elect Director Kevin O. Meyers	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	10	Yes	Elect Director Karyn F. Ovelmen	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	11	Yes	Elect Director James H. Quigley	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	12	Yes	Elect Director William G. Schrader	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective performance metrics.
Hess Corporation	05/26/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hewlett Packard Enterprise Cor	04/05/2022	Management	1	Yes	Elect Director Daniel Ammann	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	2	Yes	Elect Director Pamela L. Carter	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	3	Yes	Elect Director Jean M. Hobby	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	4	Yes	Elect Director George R. Kurtz	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	5	Yes	Elect Director Raymond J. Lane	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	6	Yes	Elect Director Ann M. Livermore	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	7	Yes	Elect Director Antonio F. Neri	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	8	Yes	Elect Director Charles H. Noski	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	9	Yes	Elect Director Raymond E. Ozzie	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	10	Yes	Elect Director Gary M. Reiner	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	11	Yes	Elect Director Patricia F. Russo	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Cor	04/05/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hewlett Packard Enterprise Cor	04/05/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because:* The company's potential Voting Power Dilution (VPD) for all incentive plans of 7.84 percent is acceptable;* The equity granted to the named executives during the last fiscal year is acceptable; and* The burn rate is reasonable.
Hewlett Packard Enterprise Cor	04/05/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. While the committee applied its discretion to the annual incentive payouts, the rationale and the magnitude of the adjustment is reasonable and adjustment details were sufficiently disclosed.
Hewlett Packard Enterprise Cor	04/05/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.
Hexcel Corporation	05/05/2022	Management	1	Yes	Elect Director Nick L. Stanage	For	For	Against	Against	Votes AGAINST non-independent nominees Nick Stanage, Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Hexcel Corporation	05/05/2022	Management	2	Yes	Elect Director Jeffrey C. Campbell	For	For	Against	Against	Votes AGAINST non-independent nominees Nick Stanage, Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/05/2022	Management	3	Yes	Elect Director Cynthia M. Egnotovich	For	For	For	For	Votes AGAINST non-independent nominees Nick Stanage, Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/05/2022	Management	4	Yes	Elect Director Thomas A. Gendron	For	For	Against	Against	Votes AGAINST non-independent nominees Nick Stanage, Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/05/2022	Management	5	Yes	Elect Director Jeffrey A. Graves	For	For	Against	Against	Votes AGAINST non-independent nominees Nick Stanage, Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/05/2022	Management	6	Yes	Elect Director Guy C. Hachey	For	For	For	For	Votes AGAINST non-independent nominees Nick Stanage, Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/05/2022	Management	7	Yes	Elect Director Marilyn L. Minus	For	For	For	For	Votes AGAINST non-independent nominees Nick Stanage, Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/05/2022	Management	8	Yes	Elect Director Catherine A. Suever	For	For	For	For	Votes AGAINST non-independent nominees Nick Stanage, Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Campbell, Thomas Gendron and Jeffrey (Jeff) Graves are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hexcel Corporation	05/05/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentive awards were based on pre-set quantitative goals and a majority of the CEO's equity awards are performance based, there are concerns surrounding the one-time "return to growth" equity award granted to all NEOs in FY21. The one-time awards were granted to offset below-target or forfeited STI and LTI awards under prior incentive plans, a practice which serves to circumvent pay-for-performance outcomes and is generally disfavored by investors. Concerns are heightened considering that, while the CEO's awards were majority performance based, grants, including the "return to growth" awards for other NEOs were majority time vesting. Lastly, the first tranche of the awards has already been deemed earned at maximum.
Hexcel Corporation	05/05/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
HF Sinclair Corporation	06/08/2022	Management	1	Yes	Elect Director Anne-Marie N. Ainsworth	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	2	Yes	Elect Director Anna C. Catalano	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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HF Sinclair Corporation	06/08/2022	Management	3	Yes	Elect Director Leldon E. Echols	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	4	Yes	Elect Director Manuel J. Fernandez	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	5	Yes	Elect Director Michael C. Jennings	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	6	Yes	Elect Director R. Craig Knocke	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	7	Yes	Elect Director Robert J. Kostelnik	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	8	Yes	Elect Director James H. Lee	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	9	Yes	Elect Director Ross B. Matthews	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	10	Yes	Elect Director Franklin Myers	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	11	Yes	Elect Director Norman J. Szydlowski	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Michael Jennings, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	06/08/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
HF Sinclair Corporation	06/08/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HF Sinclair Corporation	06/08/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance the unaffiliated shareholders' ability to make use of the right.
Highwoods Properties, Inc.	05/10/2022	Management	1	Yes	Elect Director Charles A. Anderson	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/10/2022	Management	2	Yes	Elect Director Gene H. Anderson	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/10/2022	Management	3	Yes	Elect Director Thomas P. Anderson	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Highwoods Properties, Inc.	05/10/2022	Management	4	Yes	Elect Director Carlos E. Evans	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/10/2022	Management	5	Yes	Elect Director David L. Gadis	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/10/2022	Management	6	Yes	Elect Director David J. Hartzell	For	For	Withhold	Withhold	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/10/2022	Management	7	Yes	Elect Director Theodore J. Klinck	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/10/2022	Management	8	Yes	Elect Director Anne H. Lloyd	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/10/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Highwoods Properties, Inc.	05/10/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal as pay and performance are reasonably aligned at this time.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	1	Yes	Elect Director Christopher J. Nassetta	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	2	Yes	Elect Director Jonathan D. Gray	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	3	Yes	Elect Director Charlene T. Begley	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	4	Yes	Elect Director Chris Carr	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	5	Yes	Elect Director Melanie L. Healey	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	6	Yes	Elect Director Raymond E. Mabus, Jr.	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	7	Yes	Elect Director Judith A. McHale	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	8	Yes	Elect Director Elizabeth A. Smith	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	9	Yes	Elect Director Douglas M. Steenland	For	For	Against	Against	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hilton Worldwide Holdings Inc.	05/20/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The company engaged with shareholders and disclosed their feedback in the proxy statement after receiving relatively low support for the prior year's say-on-pay proposal and made meaningful changes to its compensation programs. However, a vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO. Concerns are also noted regarding the lack of specific goal disclosure for a large portion of the annual incentives.
Hologic, Inc.	03/10/2022	Management	1	Yes	Elect Director Stephen P. MacMillan	For	For	For	For	Votes AGAINST Sally Crawford are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/10/2022	Management	2	Yes	Elect Director Sally W. Crawford	For	For	Against	Against	Votes AGAINST Sally Crawford are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/10/2022	Management	3	Yes	Elect Director Charles J. Dockendorff	For	For	For	For	Votes AGAINST Sally Crawford are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/10/2022	Management	4	Yes	Elect Director Scott T. Garrett	For	For	For	For	Votes AGAINST Sally Crawford are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/10/2022	Management	5	Yes	Elect Director Ludwig N. Hantson	For	For	For	For	Votes AGAINST Sally Crawford are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.

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Hologic, Inc.	03/10/2022	Management	6	Yes	Elect Director Namal Nawana	For	For	For	For	Votes AGAINST Sally Crawford are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/10/2022	Management	7	Yes	Elect Director Christiana Stamoulis	For	For	For	For	Votes AGAINST Sally Crawford are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/10/2022	Management	8	Yes	Elect Director Amy M. Wendell	For	For	For	For	Votes AGAINST Sally Crawford are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/10/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee demonstrated limited responsiveness to last year's low say-on-pay vote result. Although the company disclosed engagement efforts, certain feedback received from shareholders, and addressed one area of concern expressed by shareholders through certain changes to the LTI program, feedback surrounding two other areas of concern – a special bonus and enhanced retirement benefits – is vague. Such vague feedback makes it difficult for investors to assess what actions would be responsive to shareholders concerns. Further, the company did not make any substantial changes or firm commitments in respect of these noted concerns.
Hologic, Inc.	03/10/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Honeywell International Inc.	04/25/2022	Management	1	Yes	Elect Director Darius Adamczyk	For	For	Against	Against	Votes AGAINST D. Scott Davis, Kevin Burke, and George Paz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	04/25/2022	Management	2	Yes	Elect Director Duncan B. Angove	For	For	For	For	
Honeywell International Inc.	04/25/2022	Management	3	Yes	Elect Director William S. Ayer	For	For	For	For	Votes AGAINST D. Scott Davis, Kevin Burke, and George Paz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	04/25/2022	Management	4	Yes	Elect Director Kevin Burke	For	For	Against	Against	Votes AGAINST D. Scott Davis, Kevin Burke, and George Paz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	04/25/2022	Management	5	Yes	Elect Director D. Scott Davis	For	For	Against	Against	Votes AGAINST D. Scott Davis, Kevin Burke, and George Paz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	04/25/2022	Management	6	Yes	Elect Director Deborah Flint	For	For	For	For	Votes AGAINST D. Scott Davis, Kevin Burke, and George Paz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	04/25/2022	Management	7	Yes	Elect Director Rose Lee	For	For	For	For	Votes AGAINST D. Scott Davis, Kevin Burke, and George Paz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	04/25/2022	Management	8	Yes	Elect Director Grace D. Lieblein	For	For	For	For	Votes AGAINST D. Scott Davis, Kevin Burke, and George Paz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	04/25/2022	Management	9	Yes	Elect Director George Paz	For	For	Against	Against	Votes AGAINST D. Scott Davis, Kevin Burke, and George Paz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	04/25/2022	Management	10	Yes	Elect Director Robin L. Washington	For	For	For	For	Votes AGAINST D. Scott Davis, Kevin Burke, and George Paz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	04/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were reasonably aligned for the year in review, significant concerns are raised by adjustments made to long-term incentive awards in two consecutive years. Following adjustments to the FY20 equity grants which reduced the performance period and were described as "one-time" actions taken in response to COVID-19, the committee used discretion to also adjust FY19-21 grants to increase closing-cycle equity vesting. Investors may question the decision to make consecutive adjustments to long-term incentive awards.
Honeywell International Inc.	04/25/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Honeywell International Inc.	04/25/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.
Honeywell International Inc.	04/25/2022	Shareholder	14	Yes	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted at this time; because while the company has recently published a climate lobbying report, shareholders may benefit from a more complete evaluation of climate lobbying being conducted on the company's behalf.
Honeywell International Inc.	04/25/2022	Shareholder	15	Yes	Report on Environmental and Social Due Diligence	Against	Against	For	For	A vote FOR this proposal is warranted as the requested report would provide useful information that would allow shareholders to better assess how the company is managing environmental and social risks particularly given that the company is engaged in substantial remediation activities.

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Horizon Therapeutics Public Lin	04/28/2022	Management	1	Yes	Elect Director Michael Grey	For	For	For	For	Votes AGAINST Jeff Himawan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horizon Therapeutics Public Lin	04/28/2022	Management	2	Yes	Elect Director Jeff Himawan	For	For	Against	Against	Votes AGAINST Jeff Himawan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horizon Therapeutics Public Lin	04/28/2022	Management	3	Yes	Elect Director Susan Mahony	For	For	For	For	Votes AGAINST Jeff Himawan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Horizon Therapeutics Public Lin	04/28/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors and Authorise Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Horizon Therapeutics Public Lin	04/28/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided tax gross-up payment for certain perquisites granted.
Horizon Therapeutics Public Lin	04/28/2022	Management	6	Yes	Authorize Market Purchases or Overseas Market Purchases of Ordinary Shares	For	For	For	For	A vote FOR this proposal is warranted, as the repurchase program will be conducted in an open market and allow all shareholders to participate on equal terms.
Horizon Therapeutics Public Lin	04/28/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 12.62 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hormel Foods Corporation	01/25/2022	Management	1	Yes	Elect Director Prama Bhatt	For	For	For	For	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	2	Yes	Elect Director Gary C. Bhojwani	For	For	For	For	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	3	Yes	Elect Director Terrell K. Crews	For	For	Against	Against	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	4	Yes	Elect Director Stephen M. Lacy	For	For	For	For	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	5	Yes	Elect Director Elsa A. Murano	For	For	Against	Against	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	6	Yes	Elect Director Susan K. Nestegard	For	For	Against	Against	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	7	Yes	Elect Director William A. Newlands	For	For	For	For	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	8	Yes	Elect Director Christopher J. Policinski	For	For	For	For	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	9	Yes	Elect Director Jose Luis Prado	For	For	For	For	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	10	Yes	Elect Director Sally J. Smith	For	For	For	For	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	11	Yes	Elect Director James P. Snee	For	For	For	For	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	12	Yes	Elect Director Steven A. White	For	For	For	For	Votes AGAINST Terrell Crews, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/25/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hormel Foods Corporation	01/25/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time, though there are continuing concerns noted regarding the long-term incentive program's rigor.
Hormel Foods Corporation	01/25/2022	Shareholder	15	Yes	Report on Public Health Impacts of Antibiotic Use in Product Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted because:* Disclosure of the requested information would enable shareholders to better assess the company's management of operational and reputational risks related to the use of antibiotics in its supply chain; and* Given Hormel Foods' existing disclosure, it should not be unduly burdensome for the company to include the environmental and public health costs in its antibiotic use policies and disclosures.
Host Hotels & Resorts, Inc.	05/19/2022	Management	1	Yes	Elect Director Mary L. Baglivo	For	For	For	For	Votes AGAINST Gordon Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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Host Hotels & Resorts, Inc.	05/19/2022	Management	2	Yes	Elect Director Herman E. Bulls	For	For	For	For	Votes AGAINST Gordon Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/19/2022	Management	3	Yes	Elect Director Richard E. Marriott	For	For	For	For	Votes AGAINST Gordon Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/19/2022	Management	4	Yes	Elect Director Mary Hogan Preusse	For	For	For	For	Votes AGAINST Gordon Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/19/2022	Management	5	Yes	Elect Director Walter C. Rakowich	For	For	For	For	Votes AGAINST Gordon Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/19/2022	Management	6	Yes	Elect Director James F. Risoleo	For	For	For	For	Votes AGAINST Gordon Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/19/2022	Management	7	Yes	Elect Director Gordon H. Smith	For	For	Against	Against	Votes AGAINST Gordon Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/19/2022	Management	8	Yes	Elect Director A. William Stein	For	For	For	For	Votes AGAINST Gordon Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/19/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Host Hotels & Resorts, Inc.	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and long-term incentives are chiefly performance-conditioned, with performance shares transitioning to a full three-year performance period starting in FY22.
Howmet Aerospace Inc.	05/25/2022	Management	1	Yes	Elect Director James F. Albaugh	For	For	For	For	Votes AGAINST compensation committee members Joseph Cantie, Robert Leduc, and Nicole Piasecki are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Howmet Aerospace Inc.	05/25/2022	Management	2	Yes	Elect Director Amy E. Alving	For	For	For	For	Votes AGAINST compensation committee members Joseph Cantie, Robert Leduc, and Nicole Piasecki are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Howmet Aerospace Inc.	05/25/2022	Management	3	Yes	Elect Director Sharon R. Barner	For	For	For	For	Votes AGAINST compensation committee members Joseph Cantie, Robert Leduc, and Nicole Piasecki are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Howmet Aerospace Inc.	05/25/2022	Management	4	Yes	Elect Director Joseph S. Cantie	For	Against	Against	Against	Votes AGAINST compensation committee members Joseph Cantie, Robert Leduc, and Nicole Piasecki are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Howmet Aerospace Inc.	05/25/2022	Management	5	Yes	Elect Director Robert F. Leduc	For	Against	Against	Against	Votes AGAINST compensation committee members Joseph Cantie, Robert Leduc, and Nicole Piasecki are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Howmet Aerospace Inc.	05/25/2022	Management	6	Yes	Elect Director David J. Miller	For	For	For	For	Votes AGAINST compensation committee members Joseph Cantie, Robert Leduc, and Nicole Piasecki are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Howmet Aerospace Inc.	05/25/2022	Management	7	Yes	Elect Director Jody G. Miller	For	For	For	For	Votes AGAINST compensation committee members Joseph Cantie, Robert Leduc, and Nicole Piasecki are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Howmet Aerospace Inc.	05/25/2022	Management	8	Yes	Elect Director Nicole W. Piasecki	For	Against	Against	Against	Votes AGAINST compensation committee members Joseph Cantie, Robert Leduc, and Nicole Piasecki are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Howmet Aerospace Inc.	05/25/2022	Management	9	Yes	Elect Director John C. Plant	For	For	For	For	Votes AGAINST compensation committee members Joseph Cantie, Robert Leduc, and Nicole Piasecki are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Howmet Aerospace Inc.	05/25/2022	Management	10	Yes	Elect Director Ulrich R. Schmidt	For	For	For	For	Votes AGAINST compensation committee members Joseph Cantie, Robert Leduc, and Nicole Piasecki are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Howmet Aerospace Inc.	05/25/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Howmet Aerospace Inc.	05/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's failed say-on-pay vote, the committee demonstrated only limited responsiveness. Although details of shareholder engagements and feedback are disclosed, the committee did not make changes to executive pay programs to address investor concerns. Further concerns are raised by the pay program for the year in review. CEO Plant received a significant special equity award for the third year in a row, despite the committee's previous statement that FY20 grants would cover three years. The award consists entirely of time-based RSUs with a relatively short vesting period and the committee's rationale for the grant is not viewed as compelling. Lastly, CEO Plant's recently amended letter agreement provides for excessive severance, which is viewed as a problematic pay practice by many investors.
Howmet Aerospace Inc.	05/25/2022	Shareholder	13	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director. Moreover, there are ongoing concerns regarding the company's compensation practices and the board's responsiveness to shareholder concerns, which suggests that shareholders would benefit from the most robust form of independent oversight in the form of an independent board chair.
HP Inc.	04/19/2022	Management	1	Yes	Elect Director Aida M. Alvarez	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	2	Yes	Elect Director Shumeet Banerji	For	For	Against	Against	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	3	Yes	Elect Director Robert R. Bennett	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	4	Yes	Elect Director Charles "Chip" V. Bergh	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	5	Yes	Elect Director Bruce Broussard	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	6	Yes	Elect Director Stacy Brown-Philpot	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	7	Yes	Elect Director Stephanie A. Burns	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	8	Yes	Elect Director Mary Anne Citrino	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	9	Yes	Elect Director Richard L. Clemmer	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	10	Yes	Elect Director Enrique J. Lores	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	11	Yes	Elect Director Judith "Jami" Miskic	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	12	Yes	Elect Director Kim K.W. Rucker	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	13	Yes	Elect Director Subra Suresh	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of certain key board committees. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/19/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HP Inc.	04/19/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given concerns regarding the size of perquisites, consisting primarily of a large security-related perquisite provided to the CEO.
HP Inc.	04/19/2022	Management	16	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.

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HP Inc.	04/19/2022	Shareholder	17	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right would remain small.
Hubbell Incorporated	05/03/2022	Management	1	Yes	Elect Director Gerben W. Bakker	For	For	For	For	WITHHOLD votes for Anthony Guzzi and Neal Keating are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/03/2022	Management	2	Yes	Elect Director Carlos M. Cardoso	For	For	For	For	WITHHOLD votes for Anthony Guzzi and Neal Keating are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/03/2022	Management	3	Yes	Elect Director Anthony J. Guzzi	For	For	Withhold	Withhold	WITHHOLD votes for Anthony Guzzi and Neal Keating are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/03/2022	Management	4	Yes	Elect Director Rhett A. Hernandez	For	For	For	For	WITHHOLD votes for Anthony Guzzi and Neal Keating are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/03/2022	Management	5	Yes	Elect Director Neal J. Keating	For	For	Withhold	Withhold	WITHHOLD votes for Anthony Guzzi and Neal Keating are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/03/2022	Management	6	Yes	Elect Director Bonnie C. Lind	For	For	For	For	WITHHOLD votes for Anthony Guzzi and Neal Keating are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/03/2022	Management	7	Yes	Elect Director John F. Malloy	For	For	For	For	WITHHOLD votes for Anthony Guzzi and Neal Keating are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/03/2022	Management	8	Yes	Elect Director Jennifer M. Pollino	For	For	For	For	WITHHOLD votes for Anthony Guzzi and Neal Keating are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/03/2022	Management	9	Yes	Elect Director John G. Russell	For	For	For	For	WITHHOLD votes for Anthony Guzzi and Neal Keating are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/03/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hubbell Incorporated	05/03/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HubSpot, Inc.	06/07/2022	Management	1	Yes	Elect Director Lorrie Norrington	For	Against	Against	Against	A vote AGAINST director nominees Lorrie Norrington, Avanish Sahai, and Dharmesh Shah is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
HubSpot, Inc.	06/07/2022	Management	2	Yes	Elect Director Avanish Sahai	For	Against	Against	Against	A vote AGAINST director nominees Lorrie Norrington, Avanish Sahai, and Dharmesh Shah is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
HubSpot, Inc.	06/07/2022	Management	3	Yes	Elect Director Dharmesh Shah	For	Against	Against	Against	A vote AGAINST director nominees Lorrie Norrington, Avanish Sahai, and Dharmesh Shah is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
HubSpot, Inc.	06/07/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
HubSpot, Inc.	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
HubSpot, Inc.	06/07/2022	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * There are no additional shares being sought under the plan; * The removal of the plan's evergreen provision is considered a positive change; and * The other plan amendments do not appear to be detrimental to shareholder rights.
Hudson Pacific Properties, Inc.	05/19/2022	Management	1	Yes	Elect Director Victor J. Coleman	For	For	Against	Against	Votes AGAINST non-independent nominees Victor Coleman, Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are warranted for lack of a majority independent board. Votes AGAINST Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrea Wong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Hudson Pacific Properties, Inc.	05/19/2022	Management	2	Yes	Elect Director Theodore R. Antenucci	For	For	Against	Against	Votes AGAINST non-independent nominees Victor Coleman, Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are warranted for lack of a majority independent board. Votes AGAINST Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrea Wong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Hudson Pacific Properties, Inc.	05/19/2022	Management	3	Yes	Elect Director Karen Brodtkin	For	For	For	For	Votes AGAINST non-independent nominees Victor Coleman, Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are warranted for lack of a majority independent board. Votes AGAINST Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrea Wong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Hudson Pacific Properties, Inc.	05/19/2022	Management	4	Yes	Elect Director Ebs Burnough	For	For	For	For	Votes AGAINST non-independent nominees Victor Coleman, Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are warranted for lack of a majority independent board. Votes AGAINST Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrea Wong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Hudson Pacific Properties, Inc.	05/19/2022	Management	5	Yes	Elect Director Richard B. Fried	For	For	Against	Against	Votes AGAINST non-independent nominees Victor Coleman, Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are warranted for lack of a majority independent board. Votes AGAINST Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrea Wong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Hudson Pacific Properties, Inc.	05/19/2022	Management	6	Yes	Elect Director Jonathan M. Glaser	For	For	Against	Against	Votes AGAINST non-independent nominees Victor Coleman, Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are warranted for lack of a majority independent board. Votes AGAINST Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrea Wong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Hudson Pacific Properties, Inc.	05/19/2022	Management	7	Yes	Elect Director Robert L. Harris, II	For	For	For	For	Votes AGAINST non-independent nominees Victor Coleman, Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are warranted for lack of a majority independent board. Votes AGAINST Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrea Wong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Hudson Pacific Properties, Inc.	05/19/2022	Management	8	Yes	Elect Director Christy Haubegger	For	For	For	For	Votes AGAINST non-independent nominees Victor Coleman, Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are warranted for lack of a majority independent board. Votes AGAINST Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrea Wong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Hudson Pacific Properties, Inc.	05/19/2022	Management	9	Yes	Elect Director Mark D. Linehan	For	For	Against	Against	Votes AGAINST non-independent nominees Victor Coleman, Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are warranted for lack of a majority independent board. Votes AGAINST Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrea Wong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	

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Hudson Pacific Properties, Inc.	05/19/2022	Management	10	Yes	Elect Director Andrea Wong	For	For	Against	Against	Votes AGAINST non-independent nominees Victor Coleman, Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are warranted for lack of a majority independent board. Votes AGAINST Theodore (Ted) Antenucci, Richard Fried, Jonathan Glaser and Mark Linehan are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrea Wong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Hudson Pacific Properties, Inc.	05/19/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.	
Hudson Pacific Properties, Inc.	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Humana Inc.	04/21/2022	Management	1	Yes	Elect Director Raquel C. Bono	For	For	For	For	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Humana Inc.	04/21/2022	Management	2	Yes	Elect Director Bruce D. Broussard	For	For	For	For	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Humana Inc.	04/21/2022	Management	3	Yes	Elect Director Frank A. D'Amelio	For	For	Against	Against	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Humana Inc.	04/21/2022	Management	4	Yes	Elect Director David T. Feinberg	For	For	Against	Against	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Humana Inc.	04/21/2022	Management	5	Yes	Elect Director Wayne A. I. Frederick	For	For	For	For	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Humana Inc.	04/21/2022	Management	6	Yes	Elect Director John W. Garratt	For	For	For	For	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Humana Inc.	04/21/2022	Management	7	Yes	Elect Director Kurt J. Hilzinger	For	For	For	For	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Humana Inc.	04/21/2022	Management	8	Yes	Elect Director David A. Jones, Jr.	For	For	Against	Against	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Humana Inc.	04/21/2022	Management	9	Yes	Elect Director Karen W. Katz	For	For	For	For	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Humana Inc.	04/21/2022	Management	10	Yes	Elect Director Marcy S. Klevorn	For	For	For	For	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Humana Inc.	04/21/2022	Management	11	Yes	Elect Director William J. McDonald	For	For	Against	Against	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	



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Humana Inc.	04/21/2022	Management	12	Yes	Elect Director Jorge S. Mesquita	For	For	For	For	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/21/2022	Management	13	Yes	Elect Director James J. O'Brien	For	For	Against	Against	Votes AGAINST Frank D'Amelio, David Jones Jr., William McDonald and James O'Brien are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Feinberg are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/21/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote FOR this item is warranted as the auditor's tenure at the company exceeds seven years.
Humana Inc.	04/21/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of compensation remains based on objective performance metrics resulting in an alignment between CEO pay and company performance.
Huntington Bancshares Incorpo	04/20/2022	Management	1	Yes	Elect Director Lizabeth Ardisana	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	2	Yes	Elect Director Alanna Y. Cotton	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	3	Yes	Elect Director Ann B. (Tanny) Crane	For	For	Against	Against	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	4	Yes	Elect Director Robert S. Cubbin	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	5	Yes	Elect Director Gina D. France	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	6	Yes	Elect Director J. Michael Hochschwender	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	7	Yes	Elect Director Richard H. King	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	8	Yes	Elect Director Katherine M. A. (Allie) Kline	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	9	Yes	Elect Director Richard W. Neu	For	For	Against	Against	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	10	Yes	Elect Director Kenneth J. Phelan	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	11	Yes	Elect Director David L. Porteous	For	For	Against	Against	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	12	Yes	Elect Director Roger J. Sit	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	13	Yes	Elect Director Stephen D. Steinour	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	14	Yes	Elect Director Jeffrey L. Tate	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	15	Yes	Elect Director Gary Torgow	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane, and Richard Neu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorpo	04/20/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Huntington Bancshares Incorpo	04/20/2022	Management	17	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Huntington Ingalls Industries, In	05/03/2022	Management	1	Yes	Elect Director Philip M. Bilden	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiesselbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, In	05/03/2022	Management	2	Yes	Elect Director Augustus L. Collins	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiesselbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Huntington Ingalls Industries, Inc.	05/03/2022	Management	3	Yes	Elect Director Kirkland H. Donald	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	4	Yes	Elect Director Victoria D. Harker	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	5	Yes	Elect Director Frank R. Jimenez	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	6	Yes	Elect Director Christopher D. Kastner	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	7	Yes	Elect Director Anastasia D. Kelly	For	For	Withhold	Withhold	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	8	Yes	Elect Director Tracy B. McKibben	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	9	Yes	Elect Director Stephanie L. O'Sullivan	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	10	Yes	Elect Director C. Michael Petters	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	11	Yes	Elect Director Thomas C. Schiavelbein	For	For	Withhold	Withhold	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	12	Yes	Elect Director John K. Welch	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	13	Yes	Elect Director Stephen R. Wilson	For	For	For	For	WITHHOLD votes for Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted with regards to the long-term incentive plan, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Huntington Ingalls Industries, Inc.	05/03/2022	Management	16	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Huntington Ingalls Industries, Inc.	05/03/2022	Shareholder	17	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would enhance the existing shareholder right to call special meetings.
Huntsman Corporation	03/25/2022	Management	2	Yes	Elect Director Peter R. Huntsman	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	3	Yes	Elect Director Mary C. Beckerle	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	4	Yes	Elect Director Sonia Dula	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	5	Yes	Elect Director Cynthia L. Egan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	6	Yes	Elect Director Curtis E. Espeland	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	7	Yes	Elect Director Daniele Ferrari	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	8	Yes	Elect Director Jose Antonio Munoz Barcelo	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	9	Yes	Elect Director Jeanne McGovern	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	10	Yes	Elect Director David B. Sewell	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	11	Yes	Elect Director Jan E. Tighe	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Huntsman Corporation	03/25/2022	Shareholder	16	Yes	Elect Director James L. Gallogly	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.
Huntsman Corporation	03/25/2022	Shareholder	17	Yes	Elect Director Susan C. Schnabel	For	Withhold	Withhold	Withhold	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.
Huntsman Corporation	03/25/2022	Shareholder	18	Yes	Elect Director Sandra Beach Lin	For	Withhold	Withhold	Withhold	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.
Huntsman Corporation	03/25/2022	Shareholder	19	Yes	Elect Director Jeffrey C. Smith	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.

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Huntsman Corporation	03/25/2022	Shareholder	20	Yes	Elect Director Peter R. Huntsman	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.
Huntsman Corporation	03/25/2022	Shareholder	21	Yes	Elect Director Sonia Dula	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.
Huntsman Corporation	03/25/2022	Shareholder	22	Yes	Elect Director Curtis E. Espeland	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.
Huntsman Corporation	03/25/2022	Shareholder	23	Yes	Elect Director Jeanne McGovern	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.
Huntsman Corporation	03/25/2022	Shareholder	24	Yes	Elect Director David B. Sewell	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.
Huntsman Corporation	03/25/2022	Shareholder	25	Yes	Elect Director Jan E. Tighe	For	For	For	For	The dissident has made a compelling case for change. As such, support for dissident nominees James L. Gallogly and Jeffrey C. Smith is warranted on the dissident (BLUE) card.
Huntsman Corporation	03/25/2022	Management	26	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	For	For	For	A vote FOR this proposal is warranted. While annual incentive opportunities returned to normal levels following a COVID-related reduction in FY20, most financial targets also were set at more challenging levels. Further, CEO pay and performance were reasonably aligned for the year in review.
Huntsman Corporation	03/25/2022	Management	27	Yes	Ratify Deloitte & Touche LLP as Auditors	None	For	Against	Against	A vote AGAINST this item is warranted because:* the auditor's tenure at the company exceeds seven years; and* the non-auditing consulting fees represent more than 25 percent of total fees paid
Huntsman Corporation	03/25/2022	Shareholder	28	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	None	For	For	For	A vote FOR this proposal is warranted, as it would enhance shareholder rights.
IAA, Inc.	06/15/2022	Management	1	Yes	Elect Director Brian Bales	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	2	Yes	Elect Director Bill Breslin	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	3	Yes	Elect Director Gail Evans	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	4	Yes	Elect Director Sue Gove	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	5	Yes	Elect Director Olaf Kastner	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	6	Yes	Elect Director John P. Larson	For	For	For	For	A vote FOR all director nominees is warranted.
IAA, Inc.	06/15/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
IAA, Inc.	06/15/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
IAC/InterActiveCorp	06/23/2022	Management	1	Yes	Elect Director Chelsea Clinton	For	For	For	For	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	2	Yes	Elect Director Barry Diller	For	For	For	For	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	3	Yes	Elect Director Michael D. Eisner	For	For	For	For	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	4	Yes	Elect Director Bonnie S. Hammer	For	For	For	For	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	5	Yes	Elect Director Victor A. Kaufman	For	For	For	For	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	6	Yes	Elect Director Joseph Levin	For	For	For	For	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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IAC/InterActiveCorp	06/23/2022	Management	7	Yes	Elect Director Bryan Lourd	For	For	For	For	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	8	Yes	Elect Director Westley Moore	For	For	For	For	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	9	Yes	Elect Director David Rosenblatt	For	For	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	10	Yes	Elect Director Alan G. Spoon	For	For	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	11	Yes	Elect Director Alexander von Furstenberg	For	For	For	For	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	12	Yes	Elect Director Richard F. Zannino	For	For	For	For	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
IAC/InterActiveCorp	06/23/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's low say-on-pay vote result, the company engaged with shareholders and disclosed the feedback it received, although shareholder feedback was only disclosed in broad terms. In response, the company defended its mega-grant to the CEO and stated that it did not grant him any equity awards in FY2021. However, the company did not provide new arguments to support the CEO's mega-grant and has not made a specific commitment not to grant additional equity to the CEO for a set number of years. As such, the compensation committee demonstrated insufficient responsiveness to a certain degree. In addition, the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO and board chair.
IAC/InterActiveCorp	06/23/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
ICU Medical, Inc.	05/17/2022	Management	1	Yes	Elect Director Vivek Jain	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	2	Yes	Elect Director George A. Lopez	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	3	Yes	Elect Director David C. Greenberg	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	4	Yes	Elect Director Elisha W. Finney	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	5	Yes	Elect Director David F. Hoffmeister	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	6	Yes	Elect Director Donald M. Abbey	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	7	Yes	Elect Director Laurie Hernandez	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	8	Yes	Elect Director Kolleen T. Kennedy	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	9	Yes	Elect Director William Seeger	For	For	For	For	A vote FOR the director nominees is warranted.
ICU Medical, Inc.	05/17/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
ICU Medical, Inc.	05/17/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
IDACORP, Inc.	05/19/2022	Management	1	Yes	Elect Director Odette C. Bolano	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	2	Yes	Elect Director Thomas E. Carlile	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	3	Yes	Elect Director Richard J. Dahl	For	For	Withhold	Withhold	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	4	Yes	Elect Director Annette G. Elg	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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IDACORP, Inc.	05/19/2022	Management	5	Yes	Elect Director Lisa A. Grow	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	6	Yes	Elect Director Ronald W. Jibson	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	7	Yes	Elect Director Judith A. Johansen	For	For	Withhold	Withhold	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	8	Yes	Elect Director Dennis L. Johnson	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	9	Yes	Elect Director Jeff C. Kinneveauk	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	10	Yes	Elect Director Richard J. Navarro	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	11	Yes	Elect Director Mark T. Peters	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. Moreover, equity awards allow for auto-accelerated vesting upon a change-in-control event.
IDACORP, Inc.	05/19/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IDEX Corporation	05/06/2022	Management	1	Yes	Elect Director Livingston L. Satterthwaite	For	For	Against	Against	Votes AGAINST Livingston (Tony) Satterthwaite are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IDEX Corporation	05/06/2022	Management	2	Yes	Elect Director David C. Parry	For	For	For	For	Votes AGAINST Livingston (Tony) Satterthwaite are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IDEX Corporation	05/06/2022	Management	3	Yes	Elect Director Eric D. Ashleman	For	For	For	For	Votes AGAINST Livingston (Tony) Satterthwaite are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IDEX Corporation	05/06/2022	Management	4	Yes	Elect Director L. Paris Watts-Stanfield	For	For	For	For	Votes AGAINST Livingston (Tony) Satterthwaite are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IDEX Corporation	05/06/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
IDEX Corporation	05/06/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IDEXX Laboratories, Inc.	05/11/2022	Management	1	Yes	Elect Director Jonathan W. Ayers	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/11/2022	Management	2	Yes	Elect Director Stuart M. Essig	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/11/2022	Management	3	Yes	Elect Director Jonathan J. Mazelsky	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/11/2022	Management	4	Yes	Elect Director M. Anne Szostak	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/11/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
IDEXX Laboratories, Inc.	05/11/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While a concern is noted regarding the majority time-based equity awards and the significant increase in total CEO pay for the year under review, robust company performance mitigates these concerns at this time as CEO pay and company performance remain reasonably aligned. Additionally, the CEO's annual incentive awards are based predominately on objective financial performance metrics with clearly disclosed targets.
Illinois Tool Works Inc.	05/06/2022	Management	1	Yes	Elect Director Daniel J. Brutto	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are warranted for lack of a majority independent board. Votes AGAINST Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/06/2022	Management	2	Yes	Elect Director Susan Crown	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are warranted for lack of a majority independent board. Votes AGAINST Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Illinois Tool Works Inc.	05/06/2022	Management	3	Yes	Elect Director Darrell L. Ford	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are warranted for lack of a majority independent board. Votes AGAINST Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/06/2022	Management	4	Yes	Elect Director James W. Griffith	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are warranted for lack of a majority independent board. Votes AGAINST Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/06/2022	Management	5	Yes	Elect Director Jay L. Henderson	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are warranted for lack of a majority independent board. Votes AGAINST Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/06/2022	Management	6	Yes	Elect Director Richard H. Lenny	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are warranted for lack of a majority independent board. Votes AGAINST Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/06/2022	Management	7	Yes	Elect Director E. Scott Santi	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are warranted for lack of a majority independent board. Votes AGAINST Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/06/2022	Management	8	Yes	Elect Director David B. Smith, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are warranted for lack of a majority independent board. Votes AGAINST Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/06/2022	Management	9	Yes	Elect Director Pamela B. Strobel	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are warranted for lack of a majority independent board. Votes AGAINST Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/06/2022	Management	10	Yes	Elect Director Anne D. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are warranted for lack of a majority independent board. Votes AGAINST Susan Crown, David Smith Jr., Pamela Strobel and Anne Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/06/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Illinois Tool Works Inc.	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. Furthermore, the majority of CEO pay remains conditioned on clearly disclosed financial performance goals.
Illinois Tool Works Inc.	05/06/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 20 percent to 10 percent would enhance shareholders' rights.
Ilumina, Inc.	05/26/2022	Management	1	Yes	Elect Director Frances Arnold	For	For	For	For	A vote FOR all director nominees is warranted.
Ilumina, Inc.	05/26/2022	Management	2	Yes	Elect Director Francis A. deSouza	For	For	For	For	A vote FOR all director nominees is warranted.
Ilumina, Inc.	05/26/2022	Management	3	Yes	Elect Director Caroline D. Dorsa	For	For	For	For	A vote FOR all director nominees is warranted.
Ilumina, Inc.	05/26/2022	Management	4	Yes	Elect Director Robert S. Epstein	For	For	For	For	A vote FOR all director nominees is warranted.
Ilumina, Inc.	05/26/2022	Management	5	Yes	Elect Director Scott Gottlieb	For	For	For	For	A vote FOR all director nominees is warranted.
Ilumina, Inc.	05/26/2022	Management	6	Yes	Elect Director Gary S. Guthart	For	For	For	For	A vote FOR all director nominees is warranted.
Ilumina, Inc.	05/26/2022	Management	7	Yes	Elect Director Philip W. Schiller	For	For	For	For	A vote FOR all director nominees is warranted.
Ilumina, Inc.	05/26/2022	Management	8	Yes	Elect Director Susan E. Siegel	For	For	For	For	A vote FOR all director nominees is warranted.
Ilumina, Inc.	05/26/2022	Management	9	Yes	Elect Director John W. Thompson	For	For	For	For	A vote FOR all director nominees is warranted.
Ilumina, Inc.	05/26/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ilumina, Inc.	05/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of the CEO's equity awards are conditioned on three-year performance targets and annual incentive awards are based entirely on semi-annual financial performance goals.

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Illumina, Inc.	05/26/2022	Shareholder	12	Yes	Provide Right to Call a Special Meeting at a 15 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted. This shareholder proposal includes a 15 percent ownership threshold which shareholders may view as a more reasonable threshold than the 25 percent threshold proposed by management. This proposal would also represent an enhancement to shareholder rights, as shareholders do not currently have the right to call special meetings.
Illumina, Inc.	05/26/2022	Management	13	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as the ability to call special meetings would enhance shareholder rights. Shareholder approval of this proposal would result in the immediate provision of the right to call special meetings with a 25-percent ownership threshold. A shareholder proposal on ballot (Item 4) requests the provision of the right with a 15-percent ownership threshold, which shareholders may view as a more reasonable threshold.
Incyte Corporation	06/15/2022	Management	1	Yes	Elect Director Julian C. Baker	For	For	Against	Against	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/15/2022	Management	2	Yes	Elect Director Jean-Jacques Bienaime	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/15/2022	Management	3	Yes	Elect Director Otis W. Brawley	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/15/2022	Management	4	Yes	Elect Director Paul J. Clancy	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/15/2022	Management	5	Yes	Elect Director Jacquelyn A. Fouse	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/15/2022	Management	6	Yes	Elect Director Edmund P. Harrigan	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/15/2022	Management	7	Yes	Elect Director Katherine A. High	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/15/2022	Management	8	Yes	Elect Director Herve Hoppenot	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/15/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided significant tax gross-up payments related to the named executives' financial planning perquisite.
Incyte Corporation	06/15/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ingersoll Rand Inc.	06/16/2022	Management	1	Yes	Elect Director Kirk E. Arnold	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/16/2022	Management	2	Yes	Elect Director Elizabeth Centoni	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/16/2022	Management	3	Yes	Elect Director William P. Donnelly	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/16/2022	Management	4	Yes	Elect Director Gary D. Forsee	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/16/2022	Management	5	Yes	Elect Director John Humphrey	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/16/2022	Management	6	Yes	Elect Director Marc E. Jones	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/16/2022	Management	7	Yes	Elect Director Vicente Reynal	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/16/2022	Management	8	Yes	Elect Director Tony L. White	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/16/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Ingredion Incorporated	05/20/2022	Management	1	Yes	Elect Director David B. Fischer	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	2	Yes	Elect Director Paul Hanrahan	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	3	Yes	Elect Director Rhonda L. Jordan	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	4	Yes	Elect Director Gregory B. Kenny	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	5	Yes	Elect Director Charles V. Magro	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/20/2022	Management	6	Yes	Elect Director Victoria J. Reich	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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										Voting Policy Rationale	
Ingredion Incorporated	05/20/2022	Management	7	Yes	Elect Director Catherine A. Suever	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ingredion Incorporated	05/20/2022	Management	8	Yes	Elect Director Stephan B. Tanda	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ingredion Incorporated	05/20/2022	Management	9	Yes	Elect Director Jorge A. Uribe	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ingredion Incorporated	05/20/2022	Management	10	Yes	Elect Director Dwayne A. Wilson	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ingredion Incorporated	05/20/2022	Management	11	Yes	Elect Director James P. Zallie	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ingredion Incorporated	05/20/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	
Ingredion Incorporated	05/20/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Insulet Corporation	05/24/2022	Management	1	Yes	Elect Director James R. Hollingshead	For	For	For	For	A vote FOR the director nominees is warranted.	
Insulet Corporation	05/24/2022	Management	2	Yes	Elect Director Jessica Hopfield	For	For	For	For	A vote FOR the director nominees is warranted.	
Insulet Corporation	05/24/2022	Management	3	Yes	Elect Director Elizabeth H. Weatherman	For	For	For	For	A vote FOR the director nominees is warranted.	
Insulet Corporation	05/24/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. The company exhibited strong performance, leading to an above target payout under the STIP and the LTI utilizes performance-based awards that are aligned with company performance.	
Insulet Corporation	05/24/2022	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Integra LifeSciences Holdings Corporation	05/13/2022	Management	1	Yes	Elect Director Jan D. De Witte	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Integra LifeSciences Holdings Corporation	05/13/2022	Management	2	Yes	Elect Director Keith Bradley	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Integra LifeSciences Holdings Corporation	05/13/2022	Management	3	Yes	Elect Director Shaundra D. Clay	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Integra LifeSciences Holdings Corporation	05/13/2022	Management	4	Yes	Elect Director Stuart M. Essig	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Integra LifeSciences Holdings Corporation	05/13/2022	Management	5	Yes	Elect Director Barbara B. Hill	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Integra LifeSciences Holdings Corporation	05/13/2022	Management	6	Yes	Elect Director Donald E. Morel, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Integra LifeSciences Holdings Corporation	05/13/2022	Management	7	Yes	Elect Director Raymond G. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Integra LifeSciences Holdings C	05/13/2022	Management	8	Yes	Elect Director Christian S. Schade	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings C	05/13/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Integra LifeSciences Holdings C	05/13/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted given that pay and performance are reasonably aligned.
Intel Corporation	05/12/2022	Management	1	Yes	Elect Director Patrick P. Gelsinger	For	For	For	For	Votes AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak are warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/12/2022	Management	2	Yes	Elect Director James J. Goetz	For	For	For	For	Votes AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak are warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/12/2022	Management	3	Yes	Elect Director Andrea J. Goldsmith	For	For	For	For	Votes AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak are warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/12/2022	Management	4	Yes	Elect Director Alyssa H. Henry	For	Against	Against	Against	Votes AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak are warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/12/2022	Management	5	Yes	Elect Director Omar Ishrak	For	Against	Against	Against	Votes AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak are warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/12/2022	Management	6	Yes	Elect Director Risa Lavizzo-Mourey	For	Against	Against	Against	Votes AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak are warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/12/2022	Management	7	Yes	Elect Director Tsu-Jae King Liu	For	For	For	For	Votes AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak are warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/12/2022	Management	8	Yes	Elect Director Gregory D. Smith	For	For	For	For	Votes AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak are warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/12/2022	Management	9	Yes	Elect Director Dion J. Weisler	For	Against	Against	Against	Votes AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak are warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/12/2022	Management	10	Yes	Elect Director Frank D. Yeary	For	For	Against	Against	Votes AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak are warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Intel Corporation	05/12/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intel Corporation	05/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There are concerns regarding the compensation committee's limited degree of responsiveness to last year's failed say-on-pay vote. While the proxy discloses engagement efforts and shareholders' feedback, not all concerns are clearly fully addressed. Moreover, other pay program changes that were made following shareholder outreach are not all clearly positive. This falls short of the robust response that is expected following a failed vote. There are also unmitigated pay-for-performance concerns for the year in review. Annual incentive payouts were made well above target against goals that were lowered after their initial establishment due to a shift in company strategy. Further, NEO participation in a second bonus opportunity is questionable, when the primary program provides substantial pay opportunities (including the new CEO's relatively high target STI opportunity). Moreover, the company will reduce the proportion of performance-conditioned equity for non-CEO NEOs beginning with FY22 grants. Some investors may also find that the disclosed changes to both STI and LTI programs for next year do not clearly improve program rigor based on the current level of disclosure. Lastly, concerns are also raised with respect to the CEO's large security-related perquisite. In light of both responsiveness and unmitigated pay-for-performance concerns, a vote AGAINST this proposal is warranted.
Intel Corporation	05/12/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 7.56 percent is reasonable.
Intel Corporation	05/12/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 15 percent to 10 percent would enhance shareholders' rights.
Intel Corporation	05/12/2022	Shareholder	15	Yes	Report on Third-Party Civil Rights Audit	Against	Against	For	For	A vote FOR this resolution is warranted, as an independent civil rights audit would benefit shareholders by providing them additional means to assess the effectiveness of the company's diversity and inclusion initiatives and management of related risks.
Interactive Brokers Group, Inc.	04/21/2022	Management	1	Yes	Elect Director Thomas Peterffy	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Milan Galik, Earl Nemser, and Thomas Peterffy is warranted due to an unmitigated pay-for-performance misalignment in the executive pay program. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/21/2022	Management	2	Yes	Elect Director Earl H. Nemser	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Milan Galik, Earl Nemser, and Thomas Peterffy is warranted due to an unmitigated pay-for-performance misalignment in the executive pay program. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/21/2022	Management	3	Yes	Elect Director Milan Galik	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Milan Galik, Earl Nemser, and Thomas Peterffy is warranted due to an unmitigated pay-for-performance misalignment in the executive pay program. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. A vote FOR the remaining director nominees is warranted.



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Interactive Brokers Group, Inc.	04/21/2022	Management	4	Yes	Elect Director Paul J. Brody	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Milan Galik, Earl Nemser, and Thomas Peterffy is warranted due to an unmitigated pay-for-performance misalignment in the executive pay program. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/21/2022	Management	5	Yes	Elect Director Lawrence E. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Milan Galik, Earl Nemser, and Thomas Peterffy is warranted due to an unmitigated pay-for-performance misalignment in the executive pay program. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/21/2022	Management	6	Yes	Elect Director Gary Katz	For	For	For	For	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Milan Galik, Earl Nemser, and Thomas Peterffy is warranted due to an unmitigated pay-for-performance misalignment in the executive pay program. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/21/2022	Management	7	Yes	Elect Director Philip Uhde	For	For	For	For	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Milan Galik, Earl Nemser, and Thomas Peterffy is warranted due to an unmitigated pay-for-performance misalignment in the executive pay program. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/21/2022	Management	8	Yes	Elect Director William Peterffy	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Milan Galik, Earl Nemser, and Thomas Peterffy is warranted due to an unmitigated pay-for-performance misalignment in the executive pay program. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. A vote FOR the remaining director nominees is warranted.
Interactive Brokers Group, Inc.	04/21/2022	Management	9	Yes	Elect Director Nicole Yuen	For	For	For	For	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Milan Galik, Earl Nemser, and Thomas Peterffy is warranted due to an unmitigated pay-for-performance misalignment in the executive pay program. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. A vote FOR the remaining director nominees is warranted.

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Interactive Brokers Group, Inc.	04/21/2022	Management	10	Yes	Elect Director Jill Bright	For	For	For	For	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Paul Brody, Earl Nemser and William (Will) Peterffy are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris and Earl Nemser are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Milan Galik, Earl Nemser, and Thomas Peterffy is warranted due to an unmitigated pay-for-performance misalignment in the executive pay program. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. A vote FOR the remaining director nominees is warranted.	
Interactive Brokers Group, Inc.	04/21/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Intercontinental Exchange, Inc.	05/13/2022	Management	1	Yes	Elect Director Sharon Y. Bowen	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intercontinental Exchange, Inc.	05/13/2022	Management	2	Yes	Elect Director Shantella E. Cooper	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intercontinental Exchange, Inc.	05/13/2022	Management	3	Yes	Elect Director Duriya M. Farooqui	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intercontinental Exchange, Inc.	05/13/2022	Management	4	Yes	Elect Director The Right Hon. the Lord Hague of Richmond	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intercontinental Exchange, Inc.	05/13/2022	Management	5	Yes	Elect Director Mark F. Mulhern	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intercontinental Exchange, Inc.	05/13/2022	Management	6	Yes	Elect Director Thomas E. Noonan	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intercontinental Exchange, Inc.	05/13/2022	Management	7	Yes	Elect Director Caroline L. Silver	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intercontinental Exchange, Inc.	05/13/2022	Management	8	Yes	Elect Director Jeffrey C. Sprecher	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intercontinental Exchange, Inc.	05/13/2022	Management	9	Yes	Elect Director Judith A. Sprieser	For	For	Against	Against	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intercontinental Exchange, Inc.	05/13/2022	Management	10	Yes	Elect Director Martha A. Tirinnanzi	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intercontinental Exchange, Inc.	05/13/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. A majority of short- and long-term incentives are based on objective performance criteria, with performance targets set above corresponding targets and actual performance for the prior year. However, executives can receive target payouts of TSR-based PSUs for performance at the index median, which shareholders typically do not view as a particularly rigorous goal. In addition, EBITDA-based PSUs have a performance period of only one year.	
Intercontinental Exchange, Inc.	05/13/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Intercontinental Exchange, Inc.	05/13/2022	Management	13	Yes	Approve Non-Employee Director Stock Option Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 1.17 percent meets our guidelines.	
Intercontinental Exchange, Inc.	05/13/2022	Management	14	Yes	Eliminate Supermajority Vote Requirement to Amend Certificate of Incorporation and Bylaws	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.	
Intercontinental Exchange, Inc.	05/13/2022	Management	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting to 20%	For	For	For	For	A vote FOR this binding proposal is warranted, as lowering the ownership threshold to call a special meeting from 50 percent to 20 percent of outstanding shares would enhance shareholder rights.	
Intercontinental Exchange, Inc.	05/13/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Intercontinental Exchange, Inc.	05/13/2022	Shareholder	17	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting to 10%	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 50 percent (or 20 percent, if Item 6 is approved) to 10 percent would improve shareholders' ability to use the special meeting right while the risk of abuse of the right would remain small.	

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International Business Machine:	04/26/2022	Management	1	Yes	Elect Director Thomas Buberl	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	2	Yes	Elect Director David N. Farr	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	3	Yes	Elect Director Alex Gorsky	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	4	Yes	Elect Director Michelle J. Howard	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	5	Yes	Elect Director Arvind Krishna	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	6	Yes	Elect Director Andrew N. Liveris	For	For	Against	Against	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	7	Yes	Elect Director Frederick William McNabb, III	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	8	Yes	Elect Director Martha E. Pollack	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	9	Yes	Elect Director Joseph R. Swedish	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	10	Yes	Elect Director Peter R. Voser	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	11	Yes	Elect Director Frederick H. Waddell	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	12	Yes	Elect Director Alfred W. Zollar	For	For	For	For	Votes AGAINST Andrew Liveris are warranted for serving as a non-independent member of a key board committee and for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machine:	04/26/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Business Machine:	04/26/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's failed say-on-pay vote the company engaged with shareholders and clearly disclosed the feedback received from shareholders regarding the prior year's one-time equity award to former NEO Whitehurst. No one-time awards were granted to NEOs during 2021, and the company states that it agrees that one-time grants should only occur in extraordinary circumstances, and that the company does not anticipate the need to provide one-time awards to its NEOs going forward. Additionally, the majority of CEO compensation remains conditioned on objective financial performance, resulting in an alignment between CEO pay and company performance. However, shareholders would benefit from improved incentive target disclosure going forward.
International Business Machine:	04/26/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would enhance the existing shareholder right to call special meetings.
International Business Machine:	04/26/2022	Shareholder	16	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

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International Business Machines Corporation	04/26/2022	Shareholder	17	Yes	Report on Concealment Clauses	Against	For	For	For	A vote FOR this proposal is warranted because more information would help shareholders understand how the company is assessing and managing the risks of using of concealment clauses, particularly risks pertaining to age discrimination claims that have been pursued through arbitration and the related controversies.
International Flavors & Fragrances	05/04/2022	Management	1	Yes	Elect Director Kathryn J. Boor	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	2	Yes	Elect Director Edward D. Breen	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	3	Yes	Elect Director Barry A. Bruno	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	4	Yes	Elect Director Frank Clyburn	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	5	Yes	Elect Director Carol Anthony (John) Davidson	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	6	Yes	Elect Director Michael L. Ducker	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	7	Yes	Elect Director Roger W. Ferguson, Jr.	For	For	Against	Against	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	8	Yes	Elect Director John F. Ferraro	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	9	Yes	Elect Director Christina Gold	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	10	Yes	Elect Director Ilene Gordon	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	11	Yes	Elect Director Matthias J. Heinzel	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	12	Yes	Elect Director Dale F. Morrison	For	For	Against	Against	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances	05/04/2022	Management	13	Yes	Elect Director Kare Schultz	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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International Flavors & Fragrances	05/04/2022	Management	14	Yes	Elect Director Stephen Williamson	For	For	For	For	Votes AGAINST Dale Morrison and Roger Ferguson Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Edward Breen are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
International Flavors & Fragrances	05/04/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
International Flavors & Fragrances	05/04/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Furthermore, outcomes under the annual and long-term incentive programs are commensurate with company performance and shareholder outcomes. Additionally, although the committee has historically benchmarked pay above the median of comparable peers, it states that it will adopt a median compensation strategy for 2022.	
International Paper Company	05/09/2022	Management	1	Yes	Elect Director Christopher M. Connor	For	For	For	For	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	2	Yes	Elect Director Ahmet C. Dorduncu	For	For	Against	Against	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	3	Yes	Elect Director Ilene S. Gordon	For	For	For	For	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	4	Yes	Elect Director Anders Gustafsson	For	For	For	For	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	5	Yes	Elect Director Jacqueline C. Hinman	For	For	For	For	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	6	Yes	Elect Director Clinton A. Lewis, Jr.	For	For	For	For	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	7	Yes	Elect Director Donald G. (DG) Macpherson	For	For	For	For	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	8	Yes	Elect Director Kathryn D. Sullivan	For	For	For	For	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	9	Yes	Elect Director Mark S. Sutton	For	For	For	For	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	10	Yes	Elect Director Anton V. Vincent	For	For	For	For	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	11	Yes	Elect Director Ray G. Young	For	For	For	For	Votes AGAINST Ahmet Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
International Paper Company	05/09/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
International Paper Company	05/09/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective clearly disclosed financial performance metrics, and the CEO's equity awards are conditioned entirely on long-term performance goals.	
International Paper Company	05/09/2022	Shareholder	14	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.	
International Paper Company	05/09/2022	Shareholder	15	Yes	Report on Costs and Benefits of Environmental Related Expenditures	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company already provides sufficient information for shareholders to assess its strategic decisions regarding climate risk and sustainability.	
Intuit Inc.	01/20/2022	Management	1	Yes	Elect Director Eve Burton	For	For	For	For	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	2	Yes	Elect Director Scott D. Cook	For	For	For	For	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	



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Intuit Inc.	01/20/2022	Management	3	Yes	Elect Director Richard L. Dalzell	For	For	For	For	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	4	Yes	Elect Director Sasan K. Goodarzi	For	For	For	For	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	5	Yes	Elect Director Deborah Liu	For	For	For	For	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	6	Yes	Elect Director Tekedra Mawakana	For	For	For	For	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	7	Yes	Elect Director Suzanne Nora Johnson	For	For	Against	Against	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	8	Yes	Elect Director Dennis D. Powell	For	For	Against	Against	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	9	Yes	Elect Director Brad D. Smith	For	For	For	For	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	10	Yes	Elect Director Thomas Szkutak	For	For	For	For	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	11	Yes	Elect Director Raul Vazquez	For	For	For	For	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	12	Yes	Elect Director Jeff Weiner	For	For	For	For	Votes AGAINST Suzanne Nora Johnson and Dennis Powell are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Intuit Inc.	01/20/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. The annual incentive plan was sufficiently performance based with awards primarily determined by pre-set financial metrics. Moreover, nearly half of the long-term incentive award is performance-based and utilizes a multi-year performance period.	
Intuit Inc.	01/20/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Intuit Inc.	01/20/2022	Management	15	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.	
Intuitive Surgical, Inc.	04/28/2022	Management	1	Yes	Elect Director Craig H. Barratt	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intuitive Surgical, Inc.	04/28/2022	Management	2	Yes	Elect Director Joseph C. Beery	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intuitive Surgical, Inc.	04/28/2022	Management	3	Yes	Elect Director Gary S. Guthart	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intuitive Surgical, Inc.	04/28/2022	Management	4	Yes	Elect Director Amal M. Johnson	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intuitive Surgical, Inc.	04/28/2022	Management	5	Yes	Elect Director Don R. Kania	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intuitive Surgical, Inc.	04/28/2022	Management	6	Yes	Elect Director Amy L. Ladd	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intuitive Surgical, Inc.	04/28/2022	Management	7	Yes	Elect Director Keith R. Leonard, Jr.	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intuitive Surgical, Inc.	04/28/2022	Management	8	Yes	Elect Director Alan J. Levy	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intuitive Surgical, Inc.	04/28/2022	Management	9	Yes	Elect Director Jami Dover Nachtsheim	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Intuitive Surgical, Inc.	04/28/2022	Management	10	Yes	Elect Director Monica P. Reed	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Intuitive Surgical, Inc.	04/28/2022	Management	11	Yes	Elect Director Mark J. Rubash	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/28/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentive payouts were aligned with company performance, although the lack of disclosure for half of the annual incentive plan makes it difficult to assess the level of discretion applied. While the long-term equity awards were not tied to performance conditions in FY21, the company added performance shares to the FY22 equity
Intuitive Surgical, Inc.	04/28/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intuitive Surgical, Inc.	04/28/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 11.10 percent is reasonable.
Invesco Ltd.	05/12/2022	Management	1	Yes	Elect Director Sarah E. Beshar	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	2	Yes	Elect Director Thomas M. Finke	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	3	Yes	Elect Director Martin L. Flanagan	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	4	Yes	Elect Director William F. Glavin, Jr.	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	5	Yes	Elect Director C. Robert Henrikson	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	6	Yes	Elect Director Denis Kessler	For	For	Against	Against	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	7	Yes	Elect Director Nigel Sheinwald	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	8	Yes	Elect Director Paula C. Tolliver	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	9	Yes	Elect Director G. Richard Wagoner, Jr.	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	10	Yes	Elect Director Christopher C. Womack	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	11	Yes	Elect Director Phoebe A. Wood	For	For	Against	Against	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining nominees is warranted.
Invesco Ltd.	05/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Annual incentive pay determinations are guided by performance assessments, but are ultimately discretionarily determined, which raises some concern. However, CEO pay and company performance are reasonably aligned for the year in review, and the year-over-year increase in CEO performance year incentive pay is directionally aligned with annual company performance. In addition, the company discloses quantified target goals for the financial performance scorecard, which provides some transparency into pay determinations. Further, long-term incentives are majority based on clearly disclosed multi-year goals, with a relative TSR metric that targets outperformance. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of the pay program's structure.
Invesco Ltd.	05/12/2022	Management	13	Yes	Amend Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and has limits on employee contributions.
Invesco Ltd.	05/12/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Invitation Homes, Inc.	05/17/2022	Management	1	Yes	Elect Director Michael D. Fascitelli	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2022	Management	2	Yes	Elect Director Dallas B. Tanner	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2022	Management	3	Yes	Elect Director Jana Cohen Barbe	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2022	Management	4	Yes	Elect Director Richard D. Bronson	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2022	Management	5	Yes	Elect Director Jeffrey E. Kelter	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2022	Management	6	Yes	Elect Director Joseph D. Margolis	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2022	Management	7	Yes	Elect Director John B. Rhea	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2022	Management	8	Yes	Elect Director J. Heidi Roizen	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2022	Management	9	Yes	Elect Director Janice L. Sears	For	For	For	For	A vote FOR all director nominees is warranted.

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Invitation Homes, Inc.	05/17/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Invitation Homes, Inc.	05/17/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Further, annual incentives are largely based on pre-set objective measures, while equity grants are predominantly performance-based and utilize a multi-year performance period.
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	1	Yes	Elect Director Allene M. Diaz	For	For	For	For	WITHHOLD votes for non-independent nominee Joseph (Skip) Klein III are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Skip) Klein III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	2	Yes	Elect Director Michael Hayden	For	For	For	For	WITHHOLD votes for non-independent nominee Joseph (Skip) Klein III are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Skip) Klein III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	3	Yes	Elect Director Joseph Klein, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Joseph (Skip) Klein III are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Skip) Klein III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	4	Yes	Elect Director Joseph Loscalzo	For	For	For	For	WITHHOLD votes for non-independent nominee Joseph (Skip) Klein III are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Skip) Klein III are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Iovance Biotherapeutics, Inc.	06/10/2022	Management	1	Yes	Elect Director Iain Dukes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/10/2022	Management	2	Yes	Elect Director Athena Countouriotis	For	For	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/10/2022	Management	3	Yes	Elect Director Ryan Maynard	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/10/2022	Management	4	Yes	Elect Director Merrill A. McPeak	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/10/2022	Management	5	Yes	Elect Director Wayne P. Rothbaum	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/10/2022	Management	6	Yes	Elect Director Michael Weiser	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Iain Dukes for failure to establish racial or ethnic diversity on the board and for serving as a non-independent member of a key board committee. WITHHOLD votes are also warranted for Athena Countouriotis for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/10/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Iovance Biotherapeutics, Inc.	06/10/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Iovance Biotherapeutics, Inc.	06/10/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
IPG Photonics Corporation	05/24/2022	Management	1	Yes	Elect Director Eugene A. Scherbakov	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/24/2022	Management	2	Yes	Elect Director Michael C. Child	For	For	Against	Against	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/24/2022	Management	3	Yes	Elect Director Jeanmarie F. Desmond	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/24/2022	Management	4	Yes	Elect Director Gregory P. Dougherty	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/24/2022	Management	5	Yes	Elect Director Eric Meurice	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/24/2022	Management	6	Yes	Elect Director Natalia Pavlova	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/24/2022	Management	7	Yes	Elect Director John R. Peeler	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/24/2022	Management	8	Yes	Elect Director Thomas J. Seifert	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/24/2022	Management	9	Yes	Elect Director Felix Stukalin	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/24/2022	Management	10	Yes	Elect Director Agnes K. Tang	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/24/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IQVIA Holdings Inc.	04/12/2022	Management	1	Yes	Elect Director John P. Connaughton	For	For	Withhold	Withhold	WITHHOLD votes for John Connaughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IQVIA Holdings Inc.	04/12/2022	Management	2	Yes	Elect Director John G. Danhaki	For	For	For	For	WITHHOLD votes for John Connaughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IQVIA Holdings Inc.	04/12/2022	Management	3	Yes	Elect Director James A. Fasano	For	For	For	For	WITHHOLD votes for John Connaughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IQVIA Holdings Inc.	04/12/2022	Management	4	Yes	Elect Director Leslie Wims Morris	For	For	For	For	WITHHOLD votes for John Connaughton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IQVIA Holdings Inc.	04/12/2022	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
IQVIA Holdings Inc.	04/12/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.
IQVIA Holdings Inc.	04/12/2022	Shareholder	7	Yes	Require a Majority Vote for the Election of Directors	Against	For	For	For	A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
IQVIA Holdings Inc.	04/12/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ITT Inc.	05/18/2022	Management	1	Yes	Elect Director Geraud Darnis	For	For	For	For	A vote FOR all director nominees is warranted.
ITT Inc.	05/18/2022	Management	2	Yes	Elect Director Donald DeFosset, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
ITT Inc.	05/18/2022	Management	3	Yes	Elect Director Nicholas C. Fanandakis	For	For	For	For	A vote FOR all director nominees is warranted.
ITT Inc.	05/18/2022	Management	4	Yes	Elect Director Richard P. Lavin	For	For	For	For	A vote FOR all director nominees is warranted.
ITT Inc.	05/18/2022	Management	5	Yes	Elect Director Rebecca A. McDonald	For	For	For	For	A vote FOR all director nominees is warranted.
ITT Inc.	05/18/2022	Management	6	Yes	Elect Director Timothy H. Powers	For	For	For	For	A vote FOR all director nominees is warranted.
ITT Inc.	05/18/2022	Management	7	Yes	Elect Director Luca Sathi	For	For	For	For	A vote FOR all director nominees is warranted.
ITT Inc.	05/18/2022	Management	8	Yes	Elect Director Cheryl L. Shavers	For	For	For	For	A vote FOR all director nominees is warranted.
ITT Inc.	05/18/2022	Management	9	Yes	Elect Director Sabrina Soussan	For	For	For	For	A vote FOR all director nominees is warranted.
ITT Inc.	05/18/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ITT Inc.	05/18/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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ITT Inc.	05/18/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 25 percent to 10 percent would enhance shareholders' rights.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	1	Yes	Elect Director Douglas G. Duncan	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	2	Yes	Elect Director Francesca M. Edwardson	For	For	For	For	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	3	Yes	Elect Director Wayne Garrison	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	4	Yes	Elect Director Sharilyn S. Gasaway	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	5	Yes	Elect Director Gary C. George	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	6	Yes	Elect Director Thad (John B., III) Hill	For	For	For	For	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	7	Yes	Elect Director J. Bryan Hunt, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	8	Yes	Elect Director Gale V. King	For	For	For	For	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	9	Yes	Elect Director John N. Roberts, III	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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J.B. Hunt Transport Services, Inc.	04/28/2022	Management	10	Yes	Elect Director James L. Robo	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	11	Yes	Elect Director Kirk Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Douglas (Doug) Duncan, Wayne Garrison, Sharilyn Gasaway, Gary George and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Douglas (Doug) Duncan, Sharilyn Gasaway and Gary George are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual and long-term incentives appear to be entirely performance-based. However, concerns remain regarding certain elements of the LTI award plan, including the annual performance period utilized for a majority of the plan and lack of disclosure regarding metric targets and results.
J.B. Hunt Transport Services, Inc.	04/28/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Jabil Inc.	01/20/2022	Management	1	Yes	Elect Director Anousheh Ansari	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/20/2022	Management	2	Yes	Elect Director Martha F. Brooks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/20/2022	Management	3	Yes	Elect Director Christopher S. Holland	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/20/2022	Management	4	Yes	Elect Director Mark T. Mondello	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/20/2022	Management	5	Yes	Elect Director John C. Plant	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/20/2022	Management	6	Yes	Elect Director Steven A. Raymund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.

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Jabil Inc.	01/20/2022	Management	7	Yes	Elect Director Thomas A. Sansone	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/20/2022	Management	8	Yes	Elect Director David M. Stout	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/20/2022	Management	9	Yes	Elect Director Kathleen A. Walters	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Mondello, Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are warranted for lack of a majority independent board.WITHHOLD votes for Steven Raymund, Martha Brooks, Thomas Sansone, and David Stout are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/20/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jabil Inc.	01/20/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Jacobs Engineering Group Inc.	01/25/2022	Management	1	Yes	Elect Director Steven J. Demetriou	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Jacobs Engineering Group Inc.	01/25/2022	Management	2	Yes	Elect Director Christopher M.T. Thompson	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Jacobs Engineering Group Inc.	01/25/2022	Management	3	Yes	Elect Director Priya Abani	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Jacobs Engineering Group Inc.	01/25/2022	Management	4	Yes	Elect Director Vincent K. Brooks	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Jacobs Engineering Group Inc.	01/25/2022	Management	5	Yes	Elect Director Ralph E. ("Ed") Eberhart	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Jacobs Engineering Group Inc.	01/25/2022	Management	6	Yes	Elect Director Manny Fernandez	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Jacobs Engineering Group Inc.	01/25/2022	Management	7	Yes	Elect Director Georgette D. Kiser	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Jacobs Engineering Group Inc.	01/25/2022	Management	8	Yes	Elect Director Barbara L. Loughran	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Jacobs Engineering Group Inc.	01/25/2022	Management	9	Yes	Elect Director Robert A. McNamara	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Jacobs Engineering Group Inc.	01/25/2022	Management	10	Yes	Elect Director Peter J. Robertson	For	For	Against	Against	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Jacobs Engineering Group Inc.	01/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance appear reasonably aligned at this time. While some concern is noted about the annualized performance periods utilized by half of the PSUs, payouts under both the annual and long-term incentive programs are largely tied to pre-set financial objectives.
Jacobs Engineering Group Inc.	01/25/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Janus Henderson Group Plc	05/04/2022	Management	1	Yes	Elect Director Alison Davis	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	2	Yes	Elect Director Kalpana Desai	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	3	Yes	Elect Director Jeffrey Diermeier	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	4	Yes	Elect Director Kevin Dolan	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	5	Yes	Elect Director Eugene Flood, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	6	Yes	Elect Director Edward Garden	For	For	For	For	A vote FOR the director nominees is warranted.

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Janus Henderson Group Plc	05/04/2022	Management	7	Yes	Elect Director Richard Gillingwater	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	8	Yes	Elect Director Lawrence Kochard	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	9	Yes	Elect Director Nelson Peltz	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	10	Yes	Elect Director Angela Seymour-Jackson	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/04/2022	Management	11	Yes	Approve Increase in the Cap on Aggregate Annual Compensation for Non-Executive Directors	For	For	For	For	A qualified vote FOR the increase in the maximum aggregate remuneration of non-executive directors is warranted on the basis that the company discloses that: * The increase in the NED fee cap will facilitate the anticipated board refreshment over the next 12 months, including an increase in the number of directors; and * It forecasts annual NED fees and supplemental compensation will be approximately US\$3.26 million in FY22, which is above the current cap of US\$3.0 million. The recommendation is qualified to highlight the high level of increase sought in this resolution of 23 percent.
Janus Henderson Group Plc	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Janus Henderson Group Plc	05/04/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Janus Henderson Group Plc	05/04/2022	Management	14	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and the offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Janus Henderson Group Plc	05/04/2022	Management	15	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the potential voting power dilution from the company's equity incentive plans, the three-year average burn rate, and the grant rate to the named executives in the past fiscal year are reasonable.
Janus Henderson Group Plc	05/04/2022	Management	16	Yes	Authorise Market Purchase of Ordinary Shares	For	For	For	For	A vote FOR these resolutions is warranted because the repurchases would take place on the open market, giving all shareholders the opportunity to take part.
Janus Henderson Group Plc	05/04/2022	Management	17	Yes	Authorise Market Purchase of CDIs	For	For	For	For	A vote FOR these resolutions is warranted because the repurchases would take place on the open market, giving all shareholders the opportunity to take part.
Janus Henderson Group Plc	05/04/2022	Management	18	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorise Audit Committee to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
JBG SMITH Properties	04/29/2022	Management	1	Yes	Elect Director Phyllis R. Caldwell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	2	Yes	Elect Director Scott A. Estes	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	3	Yes	Elect Director Alan S. Forman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	4	Yes	Elect Director Michael J. Glosserman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	5	Yes	Elect Director Charles E. Haldeman, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	6	Yes	Elect Director W. Matthew Kelly	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	7	Yes	Elect Director Alisa M. Mall	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	8	Yes	Elect Director Carol A. Melton	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	9	Yes	Elect Director William J. Mulrow	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	10	Yes	Elect Director D. Ellen Shuman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	11	Yes	Elect Director Robert A. Stewart	For	For	For	For	A vote FOR the remaining director nominees is warranted.
JBG SMITH Properties	04/29/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	* NEOs received sizable special awards within three years of a prior special grant, of which half vests solely over time and the remainder vests based on stock price goals that do not require long-term sustained share price appreciation or relative outperformance. * The company's non-audit fees exceed 25 percent of total fees.
JBG SMITH Properties	04/29/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Jefferies Financial Group Inc.	03/29/2022	Management	1	Yes	Elect Director Linda L. Adamany	For	For	Against	Against	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	2	Yes	Elect Director Barry J. Alperin	For	For	Against	Against	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.

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Jefferies Financial Group Inc.	03/29/2022	Management	3	Yes	Elect Director Robert D. Beyer	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.	
Jefferies Financial Group Inc.	03/29/2022	Management	4	Yes	Elect Director Matrice Ellis Kirk	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.	
Jefferies Financial Group Inc.	03/29/2022	Management	5	Yes	Elect Director Brian P. Friedman	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.	
Jefferies Financial Group Inc.	03/29/2022	Management	6	Yes	Elect Director MaryAnne Gilmartin	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.	
Jefferies Financial Group Inc.	03/29/2022	Management	7	Yes	Elect Director Richard B. Handler	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.	
Jefferies Financial Group Inc.	03/29/2022	Management	8	Yes	Elect Director Thomas W. Jones	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.	
Jefferies Financial Group Inc.	03/29/2022	Management	9	Yes	Elect Director Jacob M. Katz	For	For	Against	Against	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.	
Jefferies Financial Group Inc.	03/29/2022	Management	10	Yes	Elect Director Michael T. O'Kane	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.	

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Jefferies Financial Group Inc.	03/29/2022	Management	11	Yes	Elect Director Joseph S. Steinberg	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	12	Yes	Elect Director Melissa V. Weiler	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock.Cautionary votes FOR incumbent compensation committee members Robert Beyer and Michael O'Kane are warranted due to the committee's limited responsiveness to the prior year's say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following the second consecutive year of low support for the say-on-pay proposal, the company disclosed details of its shareholder engagement efforts and certain feedback received. However, disclosure of certain expressed concerns is vague, and shareholders may question whether the transition to a new pay program that places a greater emphasis on discretion fully addresses their concerns. Disclosure around these issues needs improvement, and the committee has demonstrated only a limited degree of responsiveness to low say-on-pay support.The new pay program's reliance on committee discretion to determine NEO pay raises concerns, and incomplete disclosure of target goals, per-metric weightings, and target pay opportunities for certain NEOs inhibits investors' ability to fully assess the pay-for-performance linkage. Further, although half of FY21 performance year equity awards are based on clearly disclosed multi-year goals, the transition awards granted to the CEO and President in FY21 lack pre-set, multi-year performance criteria and vest solely over time. The magnitude of compensation opportunities for the CEO and President exacerbates structural concerns.In light of the company's limited responsiveness to last year's say-on-pay vote result and an unmitigated pay-for-performance misalignment, a vote AGAINST this proposal is warranted.
Jefferies Financial Group Inc.	03/29/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
JetBlue Airways Corporation	05/19/2022	Management	1	Yes	Elect Director B. Ben Baldanza	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	2	Yes	Elect Director Peter Boneparth	For	For	Against	Against	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	3	Yes	Elect Director Monte Ford	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	4	Yes	Elect Director Robin Hayes	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	5	Yes	Elect Director Ellen Jewett	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	6	Yes	Elect Director Robert Leduc	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	7	Yes	Elect Director Teri McClure	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	8	Yes	Elect Director Sarah Robb O'Hagan	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	9	Yes	Elect Director Vivek Sharma	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	10	Yes	Elect Director Thomas Winkelmann	For	For	For	For	Votes AGAINST Peter Boneparth are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
JetBlue Airways Corporation	05/19/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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JetBlue Airways Corporation	05/19/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would enhance the existing shareholder right to call special meetings.
Johnson & Johnson	04/28/2022	Management	1	Yes	Elect Director Darius Adamczyk	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	2	Yes	Elect Director Mary C. Beckerle	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	3	Yes	Elect Director D. Scott Davis	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	4	Yes	Elect Director Ian E. L. Davis	For	For	Against	Against	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	5	Yes	Elect Director Jennifer A. Doudna	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	6	Yes	Elect Director Joaquin Duato	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	7	Yes	Elect Director Alex Gorsky	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	8	Yes	Elect Director Marillyn A. Hewson	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	9	Yes	Elect Director Hubert Joly	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	10	Yes	Elect Director Mark B. McClellan	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	11	Yes	Elect Director Anne M. Mulcahy	For	For	Against	Against	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	12	Yes	Elect Director A. Eugene Washington	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	13	Yes	Elect Director Mark A. Weinberger	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	14	Yes	Elect Director Nadja Y. West	For	For	For	For	Votes AGAINST Anne Mulcahy and Sir Ian Davis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/28/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Following low support for the 2021 say-on-pay proposal, the company engaged with shareholders, disclosed their feedback in the proxy statement, and made improvements to 2022 proxy statement disclosure to address investors' concerns. In particular, the company provided greater disclosure of the factors considered by the compensation committee relating to non-GAAP adjustments and disclosed that the board has adopted new procedures for routinely evaluating such adjustments. In addition, incentive programs remain largely performance-conditioned, and CEO pay and company performance are reasonably aligned for the year in review. Further, although incentive metrics for 2021 were adjusted to exclude litigation-related expenses, the size of the adjustment was significantly lower than in 2019 and 2020, and the company affirms that the adjustments were not related to opioid litigation. However, greater details in the proxy regarding the reconciliation of GAAP and non-GAAP metrics would be beneficial to shareholders.
Johnson & Johnson	04/28/2022	Management	16	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the potential voting power dilution from the company's equity incentive plans is reasonable.
Johnson & Johnson	04/28/2022	Management	17	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Johnson & Johnson	04/28/2022	Shareholder	18	No	Adopt a Mandatory Arbitration Bylaw *Withdrawn Resolution*					This resolution was withdrawn; therefore, no vote recommendation is being made.
Johnson & Johnson	04/28/2022	Shareholder	19	Yes	Report on a Civil Rights, Equity, Diversity and Inclusion Audit	Against	Against	Against	Against	A vote AGAINST this proposal is warranted since the company has sufficient information regarding its Diversity, Equity, and Inclusion programs for shareholders to assess any reverse discrimination effect the company's employee programs and training materials may be having.

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Johnson & Johnson	04/28/2022	Shareholder	20	Yes	Oversee and Report a Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Johnson & Johnson's efforts to address the issue of racial inequality for its stakeholders and its management of related risks.
Johnson & Johnson	04/28/2022	Shareholder	21	Yes	Report on Government Financial Support and Access to COVID-19 Vaccines and Therapeutics	Against	For	For	For	A vote FOR this proposal is warranted, as reporting on the impact of public funding on the company's pricing and access plans would allow shareholders to better assess the company's management of related risks throughout the expected lifetime of the vaccine.
Johnson & Johnson	04/28/2022	Shareholder	22	Yes	Report on Public Health Costs of Limited Sharing of Vaccine Technology	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from more information about company decisions impacting access to the COVID-19 products and how it is managing related risks.
Johnson & Johnson	04/28/2022	Shareholder	23	Yes	Discontinue Global Sales of Baby Powder Containing Talc	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company discloses a variety of information surrounding talc in its products and cites multiple studies proving the safety of its talc.
Johnson & Johnson	04/28/2022	Shareholder	24	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
Johnson & Johnson	04/28/2022	Shareholder	25	Yes	Publish Third-Party Review of Alignment of Company's Lobbying Activities with its Public Statements	Against	For	For	For	A vote FOR this resolution is warranted, as more comprehensive information comparing Johnson & Johnson's public policy statement on Universal Health Coverage and its political contributions and lobbying efforts would benefit shareholders in assessing its management of related risks.
Johnson & Johnson	04/28/2022	Shareholder	26	Yes	Adopt Policy to Include Legal and Compliance Costs in Incentive Compensation Metrics	Against	For	For	For	A vote FOR this proposal is warranted in light of the significant shareholder concerns recently raised regarding the company's exclusion of certain litigation-related costs from the executive compensation program, along with the magnitude of recent litigation expenses and the continued exclusion of a similar expense from the 2021 incentive program. Given that the proposal would provide the board with flexibility to adjust the application of the policy in individual circumstances, with an explanation to shareholders, the request is not viewed as overly prescriptive.
Johnson & Johnson	04/28/2022	Shareholder	27	Yes	Consider Pay Disparity Between Executives and Other Employees	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: * Consideration of pay grades and/or salary ranges of all classification of company employees when setting target amounts for CEO compensation would serve to further eliminate excessive pay disparities; and * Excessive pay disparities could pose risks to long-term shareholder value, and impact employee morale as well as a company's standing in the communities in which it operates.
Johnson Controls International	03/09/2022	Management	1	Yes	Elect Director Jean Blackwell	For	For	For	For	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Controls International	03/09/2022	Management	2	Yes	Elect Director Pierre Cohade	For	For	For	For	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Controls International	03/09/2022	Management	3	Yes	Elect Director Michael E. Daniels	For	For	Against	Against	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Controls International	03/09/2022	Management	4	Yes	Elect Director W. Roy Dunbar	For	For	For	For	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Controls International	03/09/2022	Management	5	Yes	Elect Director Gretchen R. Haggerty	For	For	For	For	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Controls International	03/09/2022	Management	6	Yes	Elect Director Simone Menne	For	For	For	For	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Controls International	03/09/2022	Management	7	Yes	Elect Director George R. Oliver	For	For	For	For	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Controls International	03/09/2022	Management	8	Yes	Elect Director Jurgen Tinggren	For	For	For	For	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Controls International	03/09/2022	Management	9	Yes	Elect Director Mark Vergnano	For	For	For	For	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Controls International	03/09/2022	Management	10	Yes	Elect Director R. David Yost	For	For	Against	Against	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Johnson Controls International	03/09/2022	Management	11	Yes	Elect Director John D. Young	For	For	For	For	Votes AGAINST Michael (Mike) Daniels and R. David Yost are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Johnson Controls International	03/09/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST Item 2a is warranted as the auditor's tenure at the company exceeds seven years.A vote FOR Item 2b is warranted as the non-audit consulting fees are less than 25 percent of total fees paid
Johnson Controls International	03/09/2022	Management	13	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote AGAINST Item 2a is warranted as the auditor's tenure at the company exceeds seven years.A vote FOR Item 2b is warranted as the non-audit consulting fees are less than 25 percent of total fees paid
Johnson Controls International	03/09/2022	Management	14	Yes	Authorize Market Purchases of Company Shares	For	For	For	For	A vote FOR this proposal is warranted, as the terms of the repurchase program are reasonable and all shareholders would have the opportunity to participate, and as there are no company-specific concerns relating to the board's authority to conduct open-market repurchases.
Johnson Controls International	03/09/2022	Management	15	Yes	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
Johnson Controls International	03/09/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the company's provision of a large tax gross-up payments in connection with an executive's expatriate assignment and the company's use of above-median benchmarking in determining total compensation.
Johnson Controls International	03/09/2022	Management	17	Yes	Approve the Directors' Authority to Allot Shares	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Johnson Controls International	03/09/2022	Management	18	Yes	Approve the Disapplication of Statutory Pre-Emption Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Jones Lang LaSalle Incorporate	05/26/2022	Management	1	Yes	Elect Director Hugo Bague	For	For	Against	Against	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	2	Yes	Elect Director Matthew Carter, Jr.	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	3	Yes	Elect Director Samuel A. Di Piazza, Jr.	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	4	Yes	Elect Director Tina Ju	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	5	Yes	Elect Director Bridget Macaskill	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	6	Yes	Elect Director Deborah H. McAneny	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	7	Yes	Elect Director Siddharth (Bobby) Mehta	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	8	Yes	Elect Director Jeetendra (Jeetu) I. Patel	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	9	Yes	Elect Director Ann Marie Petach	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	10	Yes	Elect Director Larry Quinlan	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	11	Yes	Elect Director Efrain Rivera	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	12	Yes	Elect Director Christian Ulbrich	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporate	05/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Jones Lang LaSalle Incorporate	05/26/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
JPMorgan Chase & Co.	05/17/2022	Management	1	Yes	Elect Director Linda B. Bammann	For	For	Against	Against	Votes AGAINST Chair of the Risk Committee Linda Bammann and Chair of the Public Responsibility Committee James Crown are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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JPMorgan Chase & Co.	05/17/2022	Management	2	Yes	Elect Director Stephen B. Burke	For	For	Against	Against	Votes AGAINST Chair of the Risk Committee Linda Bammann and Chair of the Public Responsibility Committee James Crown are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/17/2022	Management	3	Yes	Elect Director Todd A. Combs	For	For	For	For	Votes AGAINST Chair of the Risk Committee Linda Bammann and Chair of the Public Responsibility Committee James Crown are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/17/2022	Management	4	Yes	Elect Director James S. Crown	For	For	Against	Against	Votes AGAINST Chair of the Risk Committee Linda Bammann and Chair of the Public Responsibility Committee James Crown are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/17/2022	Management	5	Yes	Elect Director James Dimon	For	For	For	For	Votes AGAINST Chair of the Risk Committee Linda Bammann and Chair of the Public Responsibility Committee James Crown are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/17/2022	Management	6	Yes	Elect Director Timothy P. Flynn	For	For	For	For	Votes AGAINST Chair of the Risk Committee Linda Bammann and Chair of the Public Responsibility Committee James Crown are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/17/2022	Management	7	Yes	Elect Director Mellody Hobson	For	For	For	For	Votes AGAINST Chair of the Risk Committee Linda Bammann and Chair of the Public Responsibility Committee James Crown are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/17/2022	Management	8	Yes	Elect Director Michael A. Neal	For	For	For	For	Votes AGAINST Chair of the Risk Committee Linda Bammann and Chair of the Public Responsibility Committee James Crown are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/17/2022	Management	9	Yes	Elect Director Phebe N. Novakovic	For	For	For	For	Votes AGAINST Chair of the Risk Committee Linda Bammann and Chair of the Public Responsibility Committee James Crown are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/17/2022	Management	10	Yes	Elect Director Virginia M. Rometty	For	For	For	For	Votes AGAINST Chair of the Risk Committee Linda Bammann and Chair of the Public Responsibility Committee James Crown are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Stephen (Steve) Burke are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/17/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The increase in reported CEO pay is primarily the result of a sizable, one-time award of stock appreciation rights. Although the CEO's annual LTI is entirely based on clearly disclosed multi-year goals, there are significant concerns regarding the structure of the one-time award, as the award lacks rigorous performance-vesting criteria, or even a premium exercise price. This structural concern is heightened given the substantial pay opportunities this off-cycle award provides. The executive pay program's reliance on discretion to determine annual incentives remains an ongoing concern, even when such discretion is guided by performance assessments against consistent metrics. While the company's recent improved performance may provide context to an increase in performance year pay, some investors may nonetheless question an increase in the CEO's annual-cycle award while long-term TSR lagged the S&P 500 and when the regular award was preceded by such a sizable one-time award. In light of these concerns, the quantitative pay-for-performance misalignment is not mitigated and a vote AGAINST this proposal is warranted. A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
JPMorgan Chase & Co.	05/17/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	

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JPMorgan Chase & Co.	05/17/2022	Shareholder	13	Yes	Adopt Fossil Fuel Financing Policy Consistent with IEA's Net Zero 2050 Scenario	Against	Against	For	For	A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments to net zero activities and help ensure stronger alignment between the company's net zero goals and its policies and actions. Adoption of the resolution would also provide shareholders with a better understanding of the company's management and oversight of related risks.
JPMorgan Chase & Co.	05/17/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
JPMorgan Chase & Co.	05/17/2022	Shareholder	15	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
JPMorgan Chase & Co.	05/17/2022	Shareholder	16	Yes	Disclose Director Skills and Qualifications Including Ideological Perspectives	Against	Against	Against	Against	A vote AGAINST this resolution is warranted because the company's Corporate Governance Principles state that the board strives to ensure diversity of representation among its members, the company already provides information regarding the experience and qualifications of director nominees in matrix format, and the company is not lagging behind its peers in board
JPMorgan Chase & Co.	05/17/2022	Shareholder	17	Yes	Amend Certificate of Incorporation to Become a Public Benefit Corporation	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the request for the board to amend the company's Certificate of Incorporation to become a Public Benefit Corporation does not appear to be necessary to see that the company is acting in a responsible and sustainable way.
JPMorgan Chase & Co.	05/17/2022	Shareholder	18	Yes	Report on Absolute Targets for Financed GHG Emissions in Line with Net Zero Commitments	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Juniper Networks, Inc.	05/11/2022	Management	1	Yes	Elect Director Gary Daichendt	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/11/2022	Management	2	Yes	Elect Director Anne DelSanto	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/11/2022	Management	3	Yes	Elect Director Kevin DeNuccio	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/11/2022	Management	4	Yes	Elect Director James Dolce	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/11/2022	Management	5	Yes	Elect Director Christine Gorjanc	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/11/2022	Management	6	Yes	Elect Director Janet Haugen	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/11/2022	Management	7	Yes	Elect Director Scott Kriens	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/11/2022	Management	8	Yes	Elect Director Rahul Merchant	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/11/2022	Management	9	Yes	Elect Director Rami Rahim	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/11/2022	Management	10	Yes	Elect Director William Stensrud	For	For	Against	Against	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/11/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Juniper Networks, Inc.	05/11/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are primarily based on objective metrics and half of long-term equity awards are tied to performance.
Juniper Networks, Inc.	05/11/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST the plan is warranted considering that the three-year average burn rate is excessive.
Kellogg Company	04/29/2022	Management	1	Yes	Elect Director Rod Gillum	For	For	For	For	A vote FOR the director nominees is warranted.
Kellogg Company	04/29/2022	Management	2	Yes	Elect Director Mary Laschinger	For	For	For	For	A vote FOR the director nominees is warranted.
Kellogg Company	04/29/2022	Management	3	Yes	Elect Director Erica Mann	For	For	For	For	A vote FOR the director nominees is warranted.
Kellogg Company	04/29/2022	Management	4	Yes	Elect Director Carolyn Tastad	For	For	For	For	A vote FOR the director nominees is warranted.
Kellogg Company	04/29/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time.



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Kellogg Company	04/29/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kellogg Company	04/29/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Kellogg Company	04/29/2022	Shareholder	8	Yes	Consider Pay Disparity Between CEO and Other Employees	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: * Consideration of pay grades and/or salary ranges of all classification of company employees when setting target amounts for CEO compensation would serve to further eliminate excessive pay disparities; and * Excessive pay disparities could pose risks to long-term shareholder value, and impact employee morale as well as a company's standing in the communities in which it operates.
Kemper Corporation	05/04/2022	Management	1	Yes	Elect Director Teresa A. Canida	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	2	Yes	Elect Director George N. Cochran	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	3	Yes	Elect Director Kathleen M. Cronin	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	4	Yes	Elect Director Jason N. Gorevic	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	5	Yes	Elect Director Lacy M. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	6	Yes	Elect Director Robert J. Joyce	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	7	Yes	Elect Director Joseph P. Lacher, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	8	Yes	Elect Director Gerald Laderman	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	9	Yes	Elect Director Stuart B. Parker	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	10	Yes	Elect Director Christopher B. Sarofim	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	11	Yes	Elect Director Susan D. Whiting	For	For	For	For	A vote FOR the director nominees is warranted.
Kemper Corporation	05/04/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kemper Corporation	05/04/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Notwithstanding a year-over-year decrease in annual incentive payouts, there are concerns raised with the structure of the annual incentive program. The annual incentive pool is funded as a percentage of adjusted net income, which does not require year-over-year growth in order for pool funding to occur, and individual payout determinations are discretionarily determined. Further, although the majority of the CEO's long-term incentives are delivered in performance shares earned based on clearly disclosed multi-year goals, there are concerns regarding goal rigor under the LTI program, as the relative TSR PSUs merely target median performance and there is no disclosed cap in the event of negative absolute TSR.
Keurig Dr Pepper Inc.	06/09/2022	Management	1	Yes	Elect Director Robert Gamgort	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/09/2022	Management	2	Yes	Elect Director Michael Call	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/09/2022	Management	3	Yes	Elect Director Olivier Goudet	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/09/2022	Management	4	Yes	Elect Director Peter Harf	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/09/2022	Management	5	Yes	Elect Director Juliette Hickman	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/09/2022	Management	6	Yes	Elect Director Paul S. Michaels	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Keurig Dr Pepper Inc.	06/09/2022	Management	7	Yes	Elect Director Pamela H. Patsley	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/09/2022	Management	8	Yes	Elect Director Lubomira Rochet	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/09/2022	Management	9	Yes	Elect Director Debra Sandler	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/09/2022	Management	10	Yes	Elect Director Robert Singer	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/09/2022	Management	11	Yes	Elect Director Larry D. Young	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Keurig Dr Pepper Inc.	06/09/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
KeyCorp	05/12/2022	Management	1	Yes	Elect Director Alexander M. Cutler	For	For	Against	Against	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/12/2022	Management	2	Yes	Elect Director H. James Dallas	For	For	Against	Against	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/12/2022	Management	3	Yes	Elect Director Elizabeth R. Gile	For	For	Against	Against	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/12/2022	Management	4	Yes	Elect Director Ruth Ann M. Gillis	For	For	Against	Against	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.

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										Voting Policy Rationale	
KeyCorp	05/12/2022	Management	5	Yes	Elect Director Christopher M. Gorman	For	For	For	For	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.	
KeyCorp	05/12/2022	Management	6	Yes	Elect Director Robin N. Hayes	For	For	For	For	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.	
KeyCorp	05/12/2022	Management	7	Yes	Elect Director Carlton L. Highsmith	For	For	For	For	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.	
KeyCorp	05/12/2022	Management	8	Yes	Elect Director Richard J. Hipple	For	For	For	For	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.	
KeyCorp	05/12/2022	Management	9	Yes	Elect Director Devina A. Rankin	For	For	For	For	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.	
KeyCorp	05/12/2022	Management	10	Yes	Elect Director Barbara R. Snyder	For	For	Against	Against	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.	
KeyCorp	05/12/2022	Management	11	Yes	Elect Director Richard J. Tobin	For	For	For	For	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.	
KeyCorp	05/12/2022	Management	12	Yes	Elect Director Todd J. Vasos	For	For	For	For	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.	

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KeyCorp	05/12/2022	Management	13	Yes	Elect Director David K. Wilson	For	For	For	For	Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis and Barbara Snyder are warranted for serving as non-independent members of a key board committee. Cautionary support FOR Robin Hayes is warranted. Although Hayes did not attend at least 75 percent of his total board and committee meetings held during the fiscal year under review, the board discloses a rationale for the reason for the absences and a commitment by Hayes to attend at least 75 percent of his total board and committee meetings in 2022. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/12/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
KeyCorp	05/12/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of the CEO's pay is conditioned on objective performance metrics, and the majority of equity grants utilize a multi-year performance period. With that said, continued monitoring of the pay program is warranted given the potential goal rigor concerns under the STI program and adjustments to target goals under the LTI due to interest
Keysight Technologies, Inc.	03/17/2022	Management	1	Yes	Elect Director James G. Cullen	For	For	For	For	A vote FOR all director nominees is warranted.
Keysight Technologies, Inc.	03/17/2022	Management	2	Yes	Elect Director Michelle J. Holthaus	For	For	For	For	A vote FOR all director nominees is warranted.
Keysight Technologies, Inc.	03/17/2022	Management	3	Yes	Elect Director Jean M. Nye	For	For	For	For	A vote FOR all director nominees is warranted.
Keysight Technologies, Inc.	03/17/2022	Management	4	Yes	Elect Director Joanne B. Olsen	For	For	For	For	A vote FOR all director nominees is warranted.
Keysight Technologies, Inc.	03/17/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Keysight Technologies, Inc.	03/17/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual and long-term incentives are primarily performance-based, and equity awards rely on multi-year performance periods.
Keysight Technologies, Inc.	03/17/2022	Management	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Kilroy Realty Corporation	05/19/2022	Management	1	Yes	Elect Director John Kilroy	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Peter Stoneberg is warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/19/2022	Management	2	Yes	Elect Director Edward F. Brennan	For	For	Against	Against	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Peter Stoneberg is warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/19/2022	Management	3	Yes	Elect Director Jolie Hunt	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Peter Stoneberg is warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/19/2022	Management	4	Yes	Elect Director Scott S. Ingraham	For	For	Against	Against	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Peter Stoneberg is warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/19/2022	Management	5	Yes	Elect Director Louisa G. Ritter	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Peter Stoneberg is warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/19/2022	Management	6	Yes	Elect Director Gary R. Stevenson	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Peter Stoneberg is warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/19/2022	Management	7	Yes	Elect Director Peter B. Stoneberg	For	Against	Against	Against	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Peter Stoneberg is warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Kilroy Realty Corporation	05/19/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The company disclosed the details of its outreach and engagement efforts with shareholders, as well as specific feedback received. However, the board does not appear to have made any material changes to severance-related issues since last year's say-on-pay vote that received only 55 percent support. The company re-affirmed that the legacy provision at issue in a former NEO's prior employment agreement will not be included in any new company employment agreements in the future, but that commitment was already disclosed by the company prior to the 2021 vote. It is also highly concerning that the company maintains an agreement containing an excessive severance entitlement with the current CEO that far exceeds market norms, on the backdrop of consecutive years of low say-on-pay support and where outsized severance was a noted shareholder concern. The committee's statement in the 2022 proxy that "it will again consider, as it has in the past, the severance arrangements provided to our CEO when his contract is up for renewal" does not represent a meaningful commitment to reduce the CEO's problematic, excessive severance entitlement. Based on this, the committee demonstrated only a limited degree of responsiveness. As such, a vote AGAINST this
Kilroy Realty Corporation	05/19/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kimberly-Clark Corporation	04/27/2022	Management	1	Yes	Elect Director Sylvia M. Burwell	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	2	Yes	Elect Director John W. Culver	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	3	Yes	Elect Director Robert W. Decherd	For	For	Against	Against	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	4	Yes	Elect Director Michael D. Hsu	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	5	Yes	Elect Director Mae C. Jemison	For	For	Against	Against	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	6	Yes	Elect Director S. Todd Maclin	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	7	Yes	Elect Director Deirdre A. Mahlan	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	8	Yes	Elect Director Sherilyn S. McCoy	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	9	Yes	Elect Director Christa S. Quarles	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	10	Yes	Elect Director Jaime A. Ramirez	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	11	Yes	Elect Director Dunia A. Shive	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	12	Yes	Elect Director Mark T. Smucker	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	13	Yes	Elect Director Michael D. White	For	For	For	For	Votes AGAINST Robert Decherd and Mae Jemison are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/27/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kimberly-Clark Corporation	04/27/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned for the year under review and incentive programs are largely tied to objective performance metrics. Although a NEO received a sizable severance payment, the payment is reasonable given that the company disclosed that the payout was in connection with an involuntary termination.
Kimco Realty Corporation	04/26/2022	Management	1	Yes	Elect Director Milton Cooper	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Kimco Realty Corporation	04/26/2022	Management	2	Yes	Elect Director Philip E. Coviello	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/26/2022	Management	3	Yes	Elect Director Conor C. Flynn	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/26/2022	Management	4	Yes	Elect Director Frank Lourenso	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/26/2022	Management	5	Yes	Elect Director Henry Moniz	For	For	For	For	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/26/2022	Management	6	Yes	Elect Director Mary Hogan Preusse	For	For	For	For	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/26/2022	Management	7	Yes	Elect Director Valerie Richardson	For	For	For	For	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/26/2022	Management	8	Yes	Elect Director Richard B. Saltzman	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso, and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/26/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns remain regarding the significant portion of the annual incentive award that is based on individual performance, the majority of pay is conditioned on objective financial performance, resulting in an alignment between CEO pay and company performance for the year in review.
Kimco Realty Corporation	04/26/2022	Management	10	Yes	Ratify Pricewaterhouse Coopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kinder Morgan, Inc.	05/11/2022	Management	1	Yes	Elect Director Richard D. Kinder	For	For	Against	Against	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.

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						Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					Voting Policy Rationale	
Kinder Morgan, Inc.	05/11/2022	Management	2	Yes	Elect Director Steven J. Kean	For	For	For	For	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.	
Kinder Morgan, Inc.	05/11/2022	Management	3	Yes	Elect Director Kimberly A. Dang	For	For	For	For	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.	
Kinder Morgan, Inc.	05/11/2022	Management	4	Yes	Elect Director Ted A. Gardner	For	For	For	For	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.	
Kinder Morgan, Inc.	05/11/2022	Management	5	Yes	Elect Director Anthony W. Hall, Jr.	For	For	For	For	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.	
Kinder Morgan, Inc.	05/11/2022	Management	6	Yes	Elect Director Gary L. Hultquist	For	For	For	For	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.	

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Kinder Morgan, Inc.	05/11/2022	Management	7	Yes	Elect Director Ronald L. Kuehn, Jr.	For	For	For	For	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/11/2022	Management	8	Yes	Elect Director Deborah A. Macdonald	For	For	Against	Against	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/11/2022	Management	9	Yes	Elect Director Michael C. Morgan	For	For	Against	Against	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/11/2022	Management	10	Yes	Elect Director Arthur C. Reichstetter	For	For	Against	Against	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/11/2022	Management	11	Yes	Elect Director C. Park Shaper	For	For	For	For	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Kinder Morgan, Inc.	05/11/2022	Management	12	Yes	Elect Director William A. Smith	For	For	For	For	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/11/2022	Management	13	Yes	Elect Director Joel V. Staff	For	For	Against	Against	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/11/2022	Management	14	Yes	Elect Director Robert F. Vagt	For	For	Against	Against	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/11/2022	Management	15	Yes	Elect Director Perry M. Waughtal	For	For	Against	Against	Votes AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes AGAINST Deborah Macdonald and Joel Staff also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, Robert (Bobby) Vagt and Perry Waughtal are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Kinder Morgan, Inc.	05/11/2022	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kinder Morgan, Inc.	05/11/2022	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review, though certain concerns are highlighted. Shareholders would benefit from improved disclosure surrounding the annual incentive and the continued practice of granting front-loaded equity limits the ability to adjust compensation for changes in performance. Both issues warrant continued monitoring.
Kirby Corporation	04/26/2022	Management	1	Yes	Elect Director Anne-Marie N. Ainsworth	For	For	For	For	A vote FOR the director nominees is warranted.
Kirby Corporation	04/26/2022	Management	2	Yes	Elect Director William M. Waterman	For	For	For	For	A vote FOR the director nominees is warranted.
Kirby Corporation	04/26/2022	Management	3	Yes	Elect Director Shawn D. Williams	For	For	For	For	A vote FOR the director nominees is warranted.
Kirby Corporation	04/26/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kirby Corporation	04/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Knight-Swift Transportation Holdings	05/17/2022	Management	1	Yes	Elect Director Michael Garnreiter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Reid Dove, Michael Garnreiter and David Vander Ploeg are warranted for lack of a majority independent board. WITHHOLD votes for Michael Garnreiter and David Vander Ploeg are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is WITHHOLD votes for non-independent nominees Reid Dove, Michael Garnreiter and David Vander Ploeg are warranted for lack of a majority independent board. WITHHOLD votes for Michael Garnreiter and David Vander Ploeg are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is WITHHOLD votes for non-independent nominees Reid Dove, Michael Garnreiter and David Vander Ploeg are warranted for lack of a majority independent board. WITHHOLD votes for Michael Garnreiter and David Vander Ploeg are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is WITHHOLD votes for non-independent nominees Reid Dove, Michael Garnreiter and David Vander Ploeg are warranted for lack of a majority independent board. WITHHOLD votes for Michael Garnreiter and David Vander Ploeg are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is WITHHOLD votes for non-independent nominees Reid Dove, Michael Garnreiter and David Vander Ploeg are warranted for lack of a majority independent board. WITHHOLD votes for Michael Garnreiter and David Vander Ploeg are also warranted for serving as non-independent members of a key board committee. A vote FOR this proposal is warranted. Annual incentives are based on quantitative goals, and long-term incentives are majority performance-based, with multi-year measurement period. A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years. A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 20 percent to 10 percent would enhance shareholders' rights.	
Knight-Swift Transportation Holdings	05/17/2022	Management	2	Yes	Elect Director David Vander Ploeg	For	For	Withhold	Withhold		
Knight-Swift Transportation Holdings	05/17/2022	Management	3	Yes	Elect Director Robert E. Synowicki, Jr.	For	For	For	For		
Knight-Swift Transportation Holdings	05/17/2022	Management	4	Yes	Elect Director Reid Dove	For	For	Withhold	Withhold		
Knight-Swift Transportation Holdings	05/17/2022	Management	5	Yes	Elect Director Louis Hobson	For	For	For	For		
Knight-Swift Transportation Holdings	05/17/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For		
Knight-Swift Transportation Holdings	05/17/2022	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against		
Knight-Swift Transportation Holdings	05/17/2022	Shareholder	8	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For		
Kohl's Corporation	05/11/2022	Management	2	Yes	Elect Director Michael J. Bender	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	3	Yes	Elect Director Peter Boneparth	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	4	Yes	Elect Director Yael Cosset	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	5	Yes	Elect Director Christine Day	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	6	Yes	Elect Director H. Charles Floyd	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	7	Yes	Elect Director Michelle Gass	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	8	Yes	Elect Director Margaret L. Jenkins	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	9	Yes	Elect Director Thomas A. Kingsbury	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	10	Yes	Elect Director Robbin Mitchell	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	11	Yes	Elect Director Jonas Prising	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	12	Yes	Elect Director John E. Schlifske	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	13	Yes	Elect Director Adrienne Shapira	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	14	Yes	Elect Director Stephanie A. Streeter	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Kohl's Corporation	05/11/2022	Shareholder	18	Yes	Elect Director George R. Brokaw	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.	
Kohl's Corporation	05/11/2022	Shareholder	19	Yes	Elect Director Jonathan Duskin	For	Withhold	Withhold	Withhold		



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Kohl's Corporation	05/11/2022	Shareholder	20	Yes	Elect Director Francis Ken Duane	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.	
Kohl's Corporation	05/11/2022	Shareholder	21	Yes	Elect Director Pamela J. Edwards	For	For	For	For	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.	
Kohl's Corporation	05/11/2022	Shareholder	22	Yes	Elect Director Stacy Hawkins	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.	
Kohl's Corporation	05/11/2022	Shareholder	23	Yes	Elect Director Jeffrey A. Kantor	For	For	For	For	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.	
Kohl's Corporation	05/11/2022	Shareholder	24	Yes	Elect Director Perry M. Mandarino	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.	
Kohl's Corporation	05/11/2022	Shareholder	25	Yes	Elect Director Cynthia S. Murray	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.	
Kohl's Corporation	05/11/2022	Shareholder	26	Yes	Elect Director Kenneth D. Seipel	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.	
Kohl's Corporation	05/11/2022	Shareholder	27	Yes	Elect Director Craig M. Young	For	Withhold	Withhold	Withhold	Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.	
Kohl's Corporation	05/11/2022	Management	28	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides an inordinate amount of personal use of corporate aircraft and sizeable financial planning/tax planning-related perquisite to the CEO.	
Kohl's Corporation	05/11/2022	Management	29	Yes	Ratify Ernst & Young LLP as Auditors	None	For	Against	Against	A vote AGAINST this item is warranted because: •The non-auditing consulting fees represent more than 25 percent of total fees paid; and •The auditor's tenure at the company exceeds seven years.	

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L3Harris Technologies, Inc.	04/22/2022	Management	1	Yes	Elect Director Sallie B. Bailey	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/22/2022	Management	2	Yes	Elect Director William M. Brown	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/22/2022	Management	3	Yes	Elect Director Peter W. Chiarelli	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/22/2022	Management	4	Yes	Elect Director Thomas A. Corcoran	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/22/2022	Management	5	Yes	Elect Director Thomas A. Dattilo	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/22/2022	Management	6	Yes	Elect Director Roger B. Fradin	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/22/2022	Management	7	Yes	Elect Director Harry B. Harris, Jr.	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
L3Harris Technologies, Inc.	04/22/2022	Management	8	Yes	Elect Director Lewis Hay, III	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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L3Harris Technologies, Inc.	04/22/2022	Management	9	Yes	Elect Director Lewis Kramer	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
L3Harris Technologies, Inc.	04/22/2022	Management	10	Yes	Elect Director Christopher E. Kubasik	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
L3Harris Technologies, Inc.	04/22/2022	Management	11	Yes	Elect Director Rita S. Lane	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
L3Harris Technologies, Inc.	04/22/2022	Management	12	Yes	Elect Director Robert B. Millard	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
L3Harris Technologies, Inc.	04/22/2022	Management	13	Yes	Elect Director Lloyd W. Newton	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Brown, Christopher Kubasik, Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are warranted for lack of a majority independent board. Votes AGAINST Robert Millard, Thomas Corcoran, Thomas Dattilo, Lewis Hay III and Lewis Kramer are also warranted for serving as non-independent members of key board committees. Votes AGAINST Roger Fradin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
L3Harris Technologies, Inc.	04/22/2022	Management	14	Yes	Approve Increase in Size of Board	For	For	For	For	A vote FOR this proposal is warranted as the requested increase appears to be appropriate for a company of this size, and there is no evidence suggesting that the proposal is an attempt to entrench current management.	
L3Harris Technologies, Inc.	04/22/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the following: * The company paid tax gross-up on the CEO's relocation expenses; * The company uses above-median benchmarking for certain elements of executive pay; * The company reported an excessive amount for the CEO's financial planning perquisite; and * The company did not provide complete disclosure on the long-term incentive performance goals.	
L3Harris Technologies, Inc.	04/22/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Laboratory Corporation of America	05/11/2022	Management	1	Yes	Elect Director Kerri B. Anderson	For	For	Against	Against	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Laboratory Corporation of America	05/11/2022	Management	2	Yes	Elect Director Jean-Luc Belingard	For	For	Against	Against	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Laboratory Corporation of America	05/11/2022	Management	3	Yes	Elect Director Jeffrey A. Davis	For	For	For	For	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Laboratory Corporation of America	05/11/2022	Management	4	Yes	Elect Director D. Gary Gilliland	For	For	For	For	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Laboratory Corporation of America	05/11/2022	Management	5	Yes	Elect Director Garheng Kong	For	For	For	For	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Laboratory Corporation of America	05/11/2022	Management	6	Yes	Elect Director Peter M. Neupert	For	For	For	For	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Laboratory Corporation of America	05/11/2022	Management	7	Yes	Elect Director Richelle P. Parham	For	For	For	For	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America	05/11/2022	Management	8	Yes	Elect Director Adam H. Schechter	For	For	For	For	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America	05/11/2022	Management	9	Yes	Elect Director Kathryn E. Wengel	For	For	For	For	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America	05/11/2022	Management	10	Yes	Elect Director R. Sanders Williams	For	For	Against	Against	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America	05/11/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Laboratory Corporation of America	05/11/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Laboratory Corporation of America	05/11/2022	Shareholder	13	Yes	Amend Right to Call Special Meeting to Remove One-Year Holding Requirement	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the one-year holding period is not especially problematic, is consistent with SEC requirements for filing shareholder proposals, and provides a reasonable safeguard against abuse of the right.
Lamar Advertising Company	05/19/2022	Management	1	Yes	Elect Director Nancy Fletcher	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Lamar Advertising Company	05/19/2022	Management	2	Yes	Elect Director John E. Koerner, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Lamar Advertising Company	05/19/2022	Management	3	Yes	Elect Director Marshall A. Loeb	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Lamar Advertising Company	05/19/2022	Management	4	Yes	Elect Director Stephen P. Mumblow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Lamar Advertising Company	05/19/2022	Management	5	Yes	Elect Director Thomas V. Reifenheiser	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Lamar Advertising Company	05/19/2022	Management	6	Yes	Elect Director Anna Reilly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Lamar Advertising Company	05/19/2022	Management	7	Yes	Elect Director Kevin P. Reilly, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Lamar Advertising Company	05/19/2022	Management	8	Yes	Elect Director Wendell Reilly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.

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Lamar Advertising Company	05/19/2022	Management	9	Yes	Elect Director Elizabeth Thompson	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted at this time.
Lamar Advertising Company	05/19/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Landstar System, Inc.	05/11/2022	Management	1	Yes	Elect Director Teresa L. White	For	For	For	For	Votes AGAINST Diana Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Landstar System, Inc.	05/11/2022	Management	2	Yes	Elect Director Homaira Akbari	For	For	For	For	Votes AGAINST Diana Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Landstar System, Inc.	05/11/2022	Management	3	Yes	Elect Director Diana M. Murphy	For	For	Against	Against	Votes AGAINST Diana Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Landstar System, Inc.	05/11/2022	Management	4	Yes	Elect Director James L. Liang	For	For	For	For	Votes AGAINST Diana Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Landstar System, Inc.	05/11/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Landstar System, Inc.	05/11/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Landstar System, Inc.	05/11/2022	Management	7	Yes	Approve Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the potential voting power dilution of 9.80 percent is reasonable.
Las Vegas Sands Corp.	05/12/2022	Management	1	Yes	Elect Director Irwin Chafetz	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Micheline Chau, Charles Koppelman, and David Levi, in light of the committee's poor stewardship of the compensation program. A vote FOR the remaining director nominees is warranted.
Las Vegas Sands Corp.	05/12/2022	Management	2	Yes	Elect Director Micheline Chau	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent compensation committee members Micheline Chau, Charles Koppelman, and David Levi, in light of the committee's poor stewardship of the compensation program. A vote FOR the remaining director nominees is warranted.
Las Vegas Sands Corp.	05/12/2022	Management	3	Yes	Elect Director Patrick Dumont	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Micheline Chau, Charles Koppelman, and David Levi, in light of the committee's poor stewardship of the compensation program. A vote FOR the remaining director nominees is warranted.
Las Vegas Sands Corp.	05/12/2022	Management	4	Yes	Elect Director Charles D. Forman	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Micheline Chau, Charles Koppelman, and David Levi, in light of the committee's poor stewardship of the compensation program. A vote FOR the remaining director nominees is warranted.
Las Vegas Sands Corp.	05/12/2022	Management	5	Yes	Elect Director Robert G. Goldstein	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Micheline Chau, Charles Koppelman, and David Levi, in light of the committee's poor stewardship of the compensation program. A vote FOR the remaining director nominees is warranted.
Las Vegas Sands Corp.	05/12/2022	Management	6	Yes	Elect Director Nora M. Jordan	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Micheline Chau, Charles Koppelman, and David Levi, in light of the committee's poor stewardship of the compensation program. A vote FOR the remaining director nominees is warranted.
Las Vegas Sands Corp.	05/12/2022	Management	7	Yes	Elect Director Charles A. Koppelman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent compensation committee members Micheline Chau, Charles Koppelman, and David Levi, in light of the committee's poor stewardship of the compensation program. A vote FOR the remaining director nominees is warranted.
Las Vegas Sands Corp.	05/12/2022	Management	8	Yes	Elect Director Lewis Kramer	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Micheline Chau, Charles Koppelman, and David Levi, in light of the committee's poor stewardship of the compensation program. A vote FOR the remaining director nominees is warranted.
Las Vegas Sands Corp.	05/12/2022	Management	9	Yes	Elect Director David F. Levi	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent compensation committee members Micheline Chau, Charles Koppelman, and David Levi, in light of the committee's poor stewardship of the compensation program. A vote FOR the remaining director nominees is warranted.
Las Vegas Sands Corp.	05/12/2022	Management	10	Yes	Elect Director Yibing Mao	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Micheline Chau, Charles Koppelman, and David Levi, in light of the committee's poor stewardship of the compensation program. A vote FOR the remaining director nominees is warranted.
Las Vegas Sands Corp.	05/12/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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Las Vegas Sands Corp.	05/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While executives did not receive annual equity awards or payouts under the annual incentive program in 2021, the one-time awards granted to NEOs are problematic. The value of the awards, which were granted for retention purposes and in light of the lack of regular-cycle incentive awards for two consecutive years, is excessive, and vesting is subject to performance over a relatively short period. NEOs received additional one-time grants of RSUs in connection with new employment agreements; these awards are entirely time-vesting and lack a compelling rationale. Finally, the CEO and COO each received sizable gross-up payments on excessive perquisites, which are provided by their employment agreements and are considered to be problematic.
Lazard Ltd	05/18/2022	Management	1	Yes	Elect Director Richard N. Haass	For	For	For	For	A vote FOR the director nominees is warranted.
Lazard Ltd	05/18/2022	Management	2	Yes	Elect Director Jane L. Mendillo	For	For	For	For	A vote FOR the director nominees is warranted.
Lazard Ltd	05/18/2022	Management	3	Yes	Elect Director Richard D. Parsons	For	For	For	For	A vote FOR the director nominees is warranted.
Lazard Ltd	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While the company adjusted metrics for 2020 to neutralize the unanticipated impact of COVID-19 on financial results, which resulted to incremental award values in 2021, this did not result in a pay-for-performance misalignment at this time. Shareholders should continue to monitor the company's executive compensation program.
Lazard Ltd	05/18/2022	Management	5	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lear Corporation	05/19/2022	Management	1	Yes	Elect Director Mei-Wei Cheng	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/19/2022	Management	2	Yes	Elect Director Jonathan F. Foster	For	For	Against	Against	Votes AGAINST Gregory (Greg) Smith, Jonathan Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/19/2022	Management	3	Yes	Elect Director Bradley M. Halverson	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/19/2022	Management	4	Yes	Elect Director Mary Lou Jepsen	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/19/2022	Management	5	Yes	Elect Director Roger A. Krone	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/19/2022	Management	6	Yes	Elect Director Patricia L. Lewis	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/19/2022	Management	7	Yes	Elect Director Kathleen A. Ligocki	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/19/2022	Management	8	Yes	Elect Director Conrad L. Mallett, Jr.	For	For	Against	Against	Votes AGAINST Gregory (Greg) Smith, Jonathan Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/19/2022	Management	9	Yes	Elect Director Raymond E. Scott	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/19/2022	Management	10	Yes	Elect Director Gregory C. Smith	For	For	Against	Against	Votes AGAINST Gregory (Greg) Smith, Jonathan Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/19/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lear Corporation	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily performance-based, and equity awards utilize a multi-year performance period. Although the target relative TSR award is earned for median performance, the payout is capped for negative absolute results.
Leidos Holdings, Inc.	04/29/2022	Management	1	Yes	Elect Director Gregory R. Dahlberg	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	2	Yes	Elect Director David G. Fubini	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	3	Yes	Elect Director Miriam E. John	For	For	Against	Against	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	4	Yes	Elect Director Robert C. Kovarik, Jr.	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Leidos Holdings, Inc.	04/29/2022	Management	5	Yes	Elect Director Harry M. J. Kraemer, Jr.	For	For	Against	Against	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	6	Yes	Elect Director Roger A. Krone	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	7	Yes	Elect Director Gary S. May	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	8	Yes	Elect Director Surya N. Mohapatra	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	9	Yes	Elect Director Patrick M. Shanahan	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	10	Yes	Elect Director Robert S. Shapard	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	11	Yes	Elect Director Susan M. Stalneckner	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	12	Yes	Elect Director Noel B. Williams	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/29/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily performance-based with the majority of performance shares utilizing multi-year performance periods. Some concerns remain under the STI related to goal rigor and disclosure of certain metrics, and under the LTI for the absence of an award cap for negative absolute TSR and the annual performance period utilized in the PRSU award.
Leidos Holdings, Inc.	04/29/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lennar Corporation	04/12/2022	Management	1	Yes	Elect Director Amy Banse	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2022	Management	2	Yes	Elect Director Rick Beckwitt	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2022	Management	3	Yes	Elect Director Steven L. Gerard	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2022	Management	4	Yes	Elect Director Tig Gilliam	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2022	Management	5	Yes	Elect Director Sherrill W. Hudson	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lennar Corporation	04/12/2022	Management	6	Yes	Elect Director Jonathan M. Jaffe	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2022	Management	7	Yes	Elect Director Sidney Lapidus	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2022	Management	8	Yes	Elect Director Teri P. McClure	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2022	Management	9	Yes	Elect Director Stuart Miller	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2022	Management	10	Yes	Elect Director Armando Olivera	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2022	Management	11	Yes	Elect Director Jeffrey Sonnenfeld	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Steven Gerard, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The company utilizes a co-CEO structure in addition to employing an Executive Chairman, whose total target pay opportunity is set above the pay of both CEOs. The concerns with this structure, which pays three executives at a CEO level, are further exacerbated by the annual bonus program, where payouts are not capped. The uncapped payouts in FY21 to each executive led to payouts at nearly double the total pay of peer CEOs, and year-over-year pay increases of over 50 percent. Shareholders may question the necessity of compensating three executives well above the level of the chief executive at other companies.
Lennar Corporation	04/12/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lennar Corporation	04/12/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lennar Corporation	04/12/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.
Lennox International Inc.	05/19/2022	Management	1	Yes	Elect Director Max H. Mitchell	For	For	For	For	A vote FOR the director nominees is warranted.
Lennox International Inc.	05/19/2022	Management	2	Yes	Elect Director Kim K.W. Rucker	For	For	For	For	A vote FOR the director nominees is warranted.
Lennox International Inc.	05/19/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company's regular annual and long-term incentive programs appear to be sufficiently tied to objective performance metrics. However, one-time retention awards made to all NEOs (with the exception of the outgoing CEO) raise significant concern given that the awards lack performance-vesting criteria and have relatively short two-year vesting. The proxy also lacks specific rationale for the awards, particularly the largest one to the COO.
Lennox International Inc.	05/19/2022	Management	4	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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Lennox International Inc.	05/19/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Liberty Broadband Corporation	06/14/2022	Management	1	Yes	Elect Director Richard R. Green	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Gregory (Greg) Maffei, Richard (Dick) Green, and Sue Ann Hamilton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee co-chairs Richard (Dick) Green and Sue Ann Hamilton for lack of racial or ethnic diversity on the board. WITHHOLD votes for compensation committee members Richard Green and Sue Ann Hamilton are warranted in the absence of a say-on-pay proposal given that the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Liberty Broadband Corporation	06/14/2022	Management	2	Yes	Elect Director Sue Ann Hamilton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Gregory (Greg) Maffei, Richard (Dick) Green, and Sue Ann Hamilton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee co-chairs Richard (Dick) Green and Sue Ann Hamilton for lack of racial or ethnic diversity on the board. WITHHOLD votes for compensation committee members Richard Green and Sue Ann Hamilton are warranted in the absence of a say-on-pay proposal given that the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Liberty Broadband Corporation	06/14/2022	Management	3	Yes	Elect Director Gregory B. Maffei	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Gregory (Greg) Maffei, Richard (Dick) Green, and Sue Ann Hamilton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee co-chairs Richard (Dick) Green and Sue Ann Hamilton for lack of racial or ethnic diversity on the board. WITHHOLD votes for compensation committee members Richard Green and Sue Ann Hamilton are warranted in the absence of a say-on-pay proposal given that the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Liberty Broadband Corporation	06/14/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Liberty Media Corporation	06/14/2022	Management	1	Yes	Elect Director John C. Malone	For	Withhold	Withhold	Withhold	As no audit committee members are standing for election, WITHHOLD votes are warranted for incumbent directors John Malone, Robert Bennett, and M. Ian Gilchrist for the ongoing significant pledging activity and concerns regarding risk oversight. WITHHOLD votes for John Malone are warranted and for serving as a director on more than four public company boards. In the absence of a "say-on-pay" proposal, WITHHOLD votes are further warranted for compensation committee member M. Ian Gilchrist in light of the company's problematic compensation practices, including the inordinate amount of personal use of corporate aircraft perquisite provided to the CEO, and problematic change-in-control arrangements that provide for modified single-trigger cash severance and auto-accelerated vesting of equity.
Liberty Media Corporation	06/14/2022	Management	2	Yes	Elect Director Robert R. Bennett	For	Withhold	Withhold	Withhold	As no audit committee members are standing for election, WITHHOLD votes are warranted for incumbent directors John Malone, Robert Bennett, and M. Ian Gilchrist for the ongoing significant pledging activity and concerns regarding risk oversight. WITHHOLD votes for John Malone are warranted and for serving as a director on more than four public company boards. In the absence of a "say-on-pay" proposal, WITHHOLD votes are further warranted for compensation committee member M. Ian Gilchrist in light of the company's problematic compensation practices, including the inordinate amount of personal use of corporate aircraft perquisite provided to the CEO, and problematic change-in-control arrangements that provide for modified single-trigger cash severance and auto-accelerated vesting of equity.
Liberty Media Corporation	06/14/2022	Management	3	Yes	Elect Director M. Ian G. Gilchrist	For	Withhold	Withhold	Withhold	As no audit committee members are standing for election, WITHHOLD votes are warranted for incumbent directors John Malone, Robert Bennett, and M. Ian Gilchrist for the ongoing significant pledging activity and concerns regarding risk oversight. WITHHOLD votes for John Malone are warranted and for serving as a director on more than four public company boards. In the absence of a "say-on-pay" proposal, WITHHOLD votes are further warranted for compensation committee member M. Ian Gilchrist in light of the company's problematic compensation practices, including the inordinate amount of personal use of corporate aircraft perquisite provided to the CEO, and problematic change-in-control arrangements that provide for modified single-trigger cash severance and auto-accelerated vesting of equity.

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Liberty Media Corporation	06/14/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Liberty Media Corporation	06/14/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan permits repricing, exchange of grants, and cash buyout without shareholder approval. * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.69 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of stock options. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Life Storage, Inc.	05/26/2022	Management	1	Yes	Elect Director Mark G. Barberio	For	For	For	For	A vote FOR all director nominees is warranted.
Life Storage, Inc.	05/26/2022	Management	2	Yes	Elect Director Joseph V. Saffire	For	For	For	For	A vote FOR all director nominees is warranted.
Life Storage, Inc.	05/26/2022	Management	3	Yes	Elect Director Stephen R. Rusmisl	For	For	For	For	A vote FOR all director nominees is warranted.
Life Storage, Inc.	05/26/2022	Management	4	Yes	Elect Director Arthur L. Havener, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Life Storage, Inc.	05/26/2022	Management	5	Yes	Elect Director Dana Hamilton	For	For	For	For	A vote FOR all director nominees is warranted.
Life Storage, Inc.	05/26/2022	Management	6	Yes	Elect Director Edward J. Pettinella	For	For	For	For	A vote FOR all director nominees is warranted.
Life Storage, Inc.	05/26/2022	Management	7	Yes	Elect Director David L. Rogers	For	For	For	For	A vote FOR all director nominees is warranted.
Life Storage, Inc.	05/26/2022	Management	8	Yes	Elect Director Susan Harnett	For	For	For	For	A vote FOR all director nominees is warranted.
Life Storage, Inc.	05/26/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Life Storage, Inc.	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	1	Yes	Elect Director Brian D. Chambers	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	2	Yes	Elect Director Curtis E. Espeland	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	3	Yes	Elect Director Patrick P. Goris	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	4	Yes	Elect Director Michael F. Hilton	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	5	Yes	Elect Director Kathryn Jo Lincoln	For	For	Withhold	Withhold	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	6	Yes	Elect Director Christopher L. Mapes	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	7	Yes	Elect Director Phillip J. Mason	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	8	Yes	Elect Director Ben P. Patel	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	9	Yes	Elect Director Hellene S. Runtagh	For	For	Withhold	Withhold	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	10	Yes	Elect Director Kellye L. Walker	For	For	For	For	WITHHOLD votes for Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lincoln Electric Holdings, Inc.	04/21/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Lincoln National Corporation	05/27/2022	Management	1	Yes	Elect Director Deirdre P. Connelly	For	For	For	For	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	2	Yes	Elect Director Ellen G. Cooper	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Lincoln National Corporation	05/27/2022	Management	3	Yes	Elect Director William H. Cunningham	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	4	Yes	Elect Director Reginald E. Davis	For	For	For	For	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	5	Yes	Elect Director Dennis R. Glass	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	6	Yes	Elect Director Eric G. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	7	Yes	Elect Director Gary C. Kelly	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	8	Yes	Elect Director M. Leanne Lachman	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	9	Yes	Elect Director Dale LeFebvre	For	For	For	For	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	10	Yes	Elect Director Janet Liang	For	For	For	For	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	11	Yes	Elect Director Michael F. Mee	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	12	Yes	Elect Director Patrick S. Pittard	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Lincoln National Corporation	05/27/2022	Management	13	Yes	Elect Director Lynn M. Utter	For	For	For	For	Votes AGAINST non-independent nominees Dennis Glass, Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman, Michael Mee and Patrick Pittard are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/27/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lincoln National Corporation	05/27/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Lincoln National Corporation	05/27/2022	Management	16	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lincoln National Corporation	05/27/2022	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Lincoln National Corporation	05/27/2022	Shareholder	18	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms, the proposal applies only to future severance arrangements, leaving current agreements unaffected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Lithia Motors, Inc.	04/27/2022	Management	1	Yes	Elect Director Sidney B. DeBoer	For	For	For	For	Votes AGAINST Susan Cain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/27/2022	Management	2	Yes	Elect Director Susan O. Cain	For	For	Against	Against	Votes AGAINST Susan Cain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/27/2022	Management	3	Yes	Elect Director Bryan B. DeBoer	For	For	For	For	Votes AGAINST Susan Cain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/27/2022	Management	4	Yes	Elect Director Shauna F. McIntyre	For	For	For	For	Votes AGAINST Susan Cain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/27/2022	Management	5	Yes	Elect Director Louis P. Miramontes	For	For	For	For	Votes AGAINST Susan Cain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/27/2022	Management	6	Yes	Elect Director Kenneth E. Roberts	For	For	For	For	Votes AGAINST Susan Cain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/27/2022	Management	7	Yes	Elect Director David J. Robino	For	For	For	For	Votes AGAINST Susan Cain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/27/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lithia Motors, Inc.	04/27/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Littelfuse, Inc.	04/28/2022	Management	1	Yes	Elect Director Kristina A. Cerniglia	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grill,o and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	2	Yes	Elect Director Tzau-Jin Chung	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grill,o and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/28/2022	Management	3	Yes	Elect Director Cary T. Fu	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grill,o and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Littelfuse, Inc.	04/28/2022	Management	4	Yes	Elect Director Maria C. Green	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grill,o and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Littelfuse, Inc.	04/28/2022	Management	5	Yes	Elect Director Anthony Grillo	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grill,o and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Littelfuse, Inc.	04/28/2022	Management	6	Yes	Elect Director David W. Heinzmann	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grill,o and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Littelfuse, Inc.	04/28/2022	Management	7	Yes	Elect Director Gordon Hunter	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grill,o and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Littelfuse, Inc.	04/28/2022	Management	8	Yes	Elect Director William P. Noglows	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grill,o and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Littelfuse, Inc.	04/28/2022	Management	9	Yes	Elect Director Nathan Zommer	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin Chung (T. J.), Anthony Grill,o and Nathan Zommer are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin Chung (T. J.) and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Littelfuse, Inc.	04/28/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Littelfuse, Inc.	04/28/2022	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Live Nation Entertainment, Inc.	06/16/2022	Management	1	Yes	Elect Director Maverick Carter	For	For	For	For	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Live Nation Entertainment, Inc.	06/16/2022	Management	2	Yes	Elect Director Ping Fu	For	For	For	For	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	

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Live Nation Entertainment, Inc.	06/16/2022	Management	3	Yes	Elect Director Jeffrey T. Hinson	For	For	Against	Against	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/16/2022	Management	4	Yes	Elect Director Chad Hollingsworth	For	For	For	For	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/16/2022	Management	5	Yes	Elect Director James Iovine	For	For	For	For	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/16/2022	Management	6	Yes	Elect Director James S. Kahan	For	For	Against	Against	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/16/2022	Management	7	Yes	Elect Director Gregory B. Maffei	For	Against	Against	Against	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Live Nation Entertainment, Inc.	06/16/2022	Management	8	Yes	Elect Director Randall T. Mays	For	For	Against	Against	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/16/2022	Management	9	Yes	Elect Director Michael Rapino	For	For	For	For	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/16/2022	Management	10	Yes	Elect Director Dana Walden	For	For	For	For	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/16/2022	Management	11	Yes	Elect Director Latriece Watkins	For	For	For	For	Cautionary support FOR compensation committee members Chad Hollingsworth, James Iovine, and Dana Walden is warranted given concerns regarding the lack of pre-set, performance objectives under both the STI and LTI program, which reflects the committee's inability to set targets due to the impact of the pandemic on operations. However, the committee has reintroduced performance-conditioned equity for 2022, and the grant value appears modest, mitigating concerns. Further, pay and performance are reasonably aligned for the year under review. Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/16/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LKQ Corporation	05/10/2022	Management	1	Yes	Elect Director Patrick Berard	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	2	Yes	Elect Director Meg A. Divitto	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	3	Yes	Elect Director Robert M. Hanser	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	4	Yes	Elect Director Joseph M. Holsten	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	5	Yes	Elect Director Blythe J. McGarvie	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	6	Yes	Elect Director John W. Mendel	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	7	Yes	Elect Director Jody G. Miller	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	8	Yes	Elect Director Guhan Subramanian	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	9	Yes	Elect Director Xavier Urbain	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	10	Yes	Elect Director Jacob H. Welch	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	11	Yes	Elect Director Dominick Zarcone	For	For	For	For	A vote FOR the director nominees is warranted.
LKQ Corporation	05/10/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LKQ Corporation	05/10/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of the CEO's pay is conditioned on objective performance metrics.



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Lockheed Martin Corporation	04/21/2022	Management	1	Yes	Elect Director Daniel F. Akerson	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	2	Yes	Elect Director David B. Burritt	For	For	Against	Against	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	3	Yes	Elect Director Bruce A. Carlson	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	4	Yes	Elect Director John M. Donovan	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	5	Yes	Elect Director Joseph F. Dunford, Jr.	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	6	Yes	Elect Director James O. Ellis, Jr.	For	For	Against	Against	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	7	Yes	Elect Director Thomas J. Falk	For	For	Against	Against	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	8	Yes	Elect Director Ilene S. Gordon	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	9	Yes	Elect Director Vicki A. Hollub	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	10	Yes	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	11	Yes	Elect Director Debra L. Reed-Klages	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	12	Yes	Elect Director James D. Taiclet	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	13	Yes	Elect Director Patricia E. Yarrington	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/21/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lockheed Martin Corporation	04/21/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to excessive personal use of corporate aircraft perquisite and substantial tax gross-up on relocation benefit provided to the CEO.
Lockheed Martin Corporation	04/21/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower threshold would enhance the current shareholder right to call special meetings.
Lockheed Martin Corporation	04/21/2022	Shareholder	17	Yes	Report on Human Rights Impact Assessment	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to assess human rights impacts in its operations, including the sale of its products, would allow shareholders to better gauge how well Lockheed Martin is managing human rights related risks.
Loews Corporation	05/10/2022	Management	1	Yes	Elect Director Ann E. Berman	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/10/2022	Management	2	Yes	Elect Director Joseph L. Bower	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/10/2022	Management	3	Yes	Elect Director Charles D. Davidson	For	For	For	For	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Loews Corporation	05/10/2022	Management	4	Yes	Elect Director Charles M. Diker	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Loews Corporation	05/10/2022	Management	5	Yes	Elect Director Paul J. Fribourg	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Loews Corporation	05/10/2022	Management	6	Yes	Elect Director Walter L. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Loews Corporation	05/10/2022	Management	7	Yes	Elect Director Philip A. Laskawy	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Loews Corporation	05/10/2022	Management	8	Yes	Elect Director Susan P. Peters	For	For	For	For	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Loews Corporation	05/10/2022	Management	9	Yes	Elect Director Andrew H. Tisch	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Loews Corporation	05/10/2022	Management	10	Yes	Elect Director James S. Tisch	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Loews Corporation	05/10/2022	Management	11	Yes	Elect Director Jonathan M. Tisch	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Loews Corporation	05/10/2022	Management	12	Yes	Elect Director Anthony Welters	For	For	For	For	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker, Walter Harris and Philip (Phil) Laskawy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Loews Corporation	05/10/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although there is some concern over incomplete disclosure of adjustments to the primary metric utilized under the STI and LTI programs, and the LTI metric is measured annually and overlaps with the STI metric, pay and performance are reasonably aligned, and adjustments lowered potential compensation payouts for the year in review.	
Loews Corporation	05/10/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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Louisiana-Pacific Corporation	04/27/2022	Management	1	Yes	Elect Director Tracy Embree	For	For	For	For	Votes AGAINST Dustan McCoy and Lizanne Gottung are warranted for serving as non-independent members of a key board committee. A vote FOR Tracy Embree is warranted.
Louisiana-Pacific Corporation	04/27/2022	Management	2	Yes	Elect Director Lizanne C. Gottung	For	For	Against	Against	Votes AGAINST Dustan McCoy and Lizanne Gottung are warranted for serving as non-independent members of a key board committee. A vote FOR Tracy Embree is warranted.
Louisiana-Pacific Corporation	04/27/2022	Management	3	Yes	Elect Director Dustan E. McCoy	For	For	Against	Against	Votes AGAINST Dustan McCoy and Lizanne Gottung are warranted for serving as non-independent members of a key board committee. A vote FOR Tracy Embree is warranted.
Louisiana-Pacific Corporation	04/27/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Louisiana-Pacific Corporation	04/27/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Louisiana-Pacific Corporation	04/27/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Lowe's Companies, Inc.	05/27/2022	Management	1	Yes	Elect Director Raul Alvarez	For	For	Withhold	Withhold	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	2	Yes	Elect Director David H. Batchelder	For	For	For	For	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	3	Yes	Elect Director Sandra B. Cochran	For	For	For	For	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	4	Yes	Elect Director Laurie Z. Douglas	For	For	For	For	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	5	Yes	Elect Director Richard W. Dreiling	For	For	For	For	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	6	Yes	Elect Director Marvin R. Ellison	For	For	For	For	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	7	Yes	Elect Director Daniel J. Heinrich	For	For	For	For	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	8	Yes	Elect Director Brian C. Rogers	For	For	For	For	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	9	Yes	Elect Director Bertram L. Scott	For	For	For	For	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	10	Yes	Elect Director Colleen Taylor	For	For	For	For	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	11	Yes	Elect Director Mary Beth West	For	For	For	For	WITHHOLD votes for Ralph (Raul) Alvarez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/27/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain relating to target setting under the annual incentive plan, as targets were set below actual results from the year prior, and to the rigor of performance shares, as the ROIC goal is not forwardly disclosed and the relative TSR modifier targets median performance and allows for upward adjustments even if absolute TSR is negative. Nonetheless, annual incentives are linked to pre-set financial metrics and half of equity awards are performance-based.
Lowe's Companies, Inc.	05/27/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lowe's Companies, Inc.	05/27/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 4.73 percent is reasonable.
Lowe's Companies, Inc.	05/27/2022	Shareholder	15	Yes	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from the median pay gap statistics that would allow them to better measure the progress of the company's diversity and inclusion initiatives and its management of related risks.
Lowe's Companies, Inc.	05/27/2022	Shareholder	16	Yes	Amend Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted as the proposed elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders.

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Lowe's Companies, Inc.	05/27/2022	Shareholder	17	Yes	Report on Risks of State Policies Restricting Reproductive Health Care	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare, would allow shareholders to assess how the company is managing such risks.
Lowe's Companies, Inc.	05/27/2022	Shareholder	18	Yes	Commission a Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company has enhanced reporting around its diversity and inclusion initiatives, workplace composition, and relevant disclosures that allow shareholders to track the company's progress and policies on civil rights.
Lowe's Companies, Inc.	05/27/2022	Shareholder	19	Yes	Report on Risks from Company Vendors that Misclassify Employees as Independent Contractors	Against	For	For	For	A vote FOR this resolution is warranted, as a report on misclassifying employees as independent contractors would provide shareholders with additional information on how the company is managing any risks associated with this kind of misclassification by companies in its supply chain.
Loyalty Ventures Inc.	05/26/2022	Management	1	Yes	Elect Director Barbara L. Rayner	For	For	For	For	A vote FOR Barbara L. Rayner is warranted.
Loyalty Ventures Inc.	05/26/2022	Management	2	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LPL Financial Holdings Inc.	05/18/2022	Management	1	Yes	Elect Director Dan H. Arnold	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. Votes AGAINST Corey Thomas are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/18/2022	Management	2	Yes	Elect Director Edward C. Bernard	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. Votes AGAINST Corey Thomas are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/18/2022	Management	3	Yes	Elect Director H. Paulett Eberhart	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. Votes AGAINST Corey Thomas are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/18/2022	Management	4	Yes	Elect Director William F. Glavin, Jr.	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. Votes AGAINST Corey Thomas are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/18/2022	Management	5	Yes	Elect Director Allison H. Mnookin	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. Votes AGAINST Corey Thomas are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/18/2022	Management	6	Yes	Elect Director Anne M. Mulcahy	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. Votes AGAINST Corey Thomas are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/18/2022	Management	7	Yes	Elect Director James S. Putnam	For	For	Against	Against	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. Votes AGAINST Corey Thomas are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/18/2022	Management	8	Yes	Elect Director Richard P. Schifter	For	For	Against	Against	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. Votes AGAINST Corey Thomas are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/18/2022	Management	9	Yes	Elect Director Corey E. Thomas	For	For	Against	Against	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. Votes AGAINST Corey Thomas are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/18/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LPL Financial Holdings Inc.	05/18/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
lululemon athletica inc.	06/08/2022	Management	1	Yes	Elect Director Kathryn Henry	For	For	For	For	A vote FOR the director nominees is warranted.
lululemon athletica inc.	06/08/2022	Management	2	Yes	Elect Director Jon McNeill	For	For	For	For	A vote FOR the director nominees is warranted.
lululemon athletica inc.	06/08/2022	Management	3	Yes	Elect Director Alison Loehnis	For	For	For	For	A vote FOR the director nominees is warranted.
lululemon athletica inc.	06/08/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
lululemon athletica inc.	06/08/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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lululemon athletica inc.	06/08/2022	Shareholder	6	Yes	Report on Animal Slaughter Methods	Against	Against	For	For	A vote FOR this proposal is warranted because greater transparency on policies and practices regarding animal slaughter methods would benefit shareholders, allowing them to better assess the company's management and oversight of related risks. The report should also provide greater assurance to shareholders regarding the alignment between the company's sourcing practices and its stated commitment to animal welfare.
Lyft, Inc.	06/16/2022	Management	1	Yes	Elect Director Prashant (Sean) Aggarwal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Prashant (Sean) Aggarwal, Ariel Cohen, and Mary Agnes (Maggie) Wilderotter given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
Lyft, Inc.	06/16/2022	Management	2	Yes	Elect Director Ariel Cohen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Prashant (Sean) Aggarwal, Ariel Cohen, and Mary Agnes (Maggie) Wilderotter given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
Lyft, Inc.	06/16/2022	Management	3	Yes	Elect Director Mary Agnes (Maggie) Wilderotter	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Prashant (Sean) Aggarwal, Ariel Cohen, and Mary Agnes (Maggie) Wilderotter given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.
Lyft, Inc.	06/16/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Lyft, Inc.	06/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lyft, Inc.	06/16/2022	Shareholder	6	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional reporting on the company's direct and indirect lobbying practices, policies, and expenditures would benefit shareholders in assessing its management of related risks.
LyondellBasell Industries N.V.	05/27/2022	Management	1	Yes	Elect Director Jacques Aigrain	For	For	Withhold	Withhold	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.
LyondellBasell Industries N.V.	05/27/2022	Management	2	Yes	Elect Director Lincoln Benet	For	For	For	For	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.
LyondellBasell Industries N.V.	05/27/2022	Management	3	Yes	Elect Director Jagjeet (Jeet) Bindra	For	For	Withhold	Withhold	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.
LyondellBasell Industries N.V.	05/27/2022	Management	4	Yes	Elect Director Robin Buchanan	For	For	Withhold	Withhold	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.
LyondellBasell Industries N.V.	05/27/2022	Management	5	Yes	Elect Director Anthony (Tony) Chase	For	For	For	For	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.
LyondellBasell Industries N.V.	05/27/2022	Management	6	Yes	Elect Director Nance Dicciani	For	For	For	For	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.
LyondellBasell Industries N.V.	05/27/2022	Management	7	Yes	Elect Director Robert (Bob) Dudley	For	For	For	For	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.
LyondellBasell Industries N.V.	05/27/2022	Management	8	Yes	Elect Director Claire Farley	For	For	For	For	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.



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LyondellBasell Industries N.V.	05/27/2022	Management	9	Yes	Elect Director Michael Hanley	For	For	For	For	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.	
LyondellBasell Industries N.V.	05/27/2022	Management	10	Yes	Elect Director Virginia Kamsky	For	For	For	For	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.	
LyondellBasell Industries N.V.	05/27/2022	Management	11	Yes	Elect Director Albert Manifold	For	For	For	For	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.	
LyondellBasell Industries N.V.	05/27/2022	Management	12	Yes	Elect Director Peter Vanacker	For	For	For	For	Votes AGAINST Jacques Aigrain, Jagjeet (Jeet) Bindra and Robin Buchanan are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacques Aigrain are warranted for serving as a non-independent board chair. Votes FOR the remaining director nominees are warranted at this time.	
LyondellBasell Industries N.V.	05/27/2022	Management	13	Yes	Approve Discharge of Directors	For	For	For	For	A vote FOR this proposal is warranted because of the absence of any information about significant and compelling controversies indicating that the directors are not fulfilling their fiduciary duties.	
LyondellBasell Industries N.V.	05/27/2022	Management	14	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR routine item is warranted.	
LyondellBasell Industries N.V.	05/27/2022	Management	15	Yes	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
LyondellBasell Industries N.V.	05/27/2022	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
LyondellBasell Industries N.V.	05/27/2022	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain regarding the target setting under the short-term incentive plan, as certain targets were set below targets and actual results from the year prior, and the relative TSR metric for PSUs target median performance. Nonetheless, annual incentives are primarily linked to pre-set financial metrics and granted equity is half performance conditioned and uses multi-year performance periods.	
LyondellBasell Industries N.V.	05/27/2022	Management	18	Yes	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	For	A vote FOR this proposal is warranted as the proposed repurchase authority appears to be within reasonable limits and no serious concerns are highlighted.	
LyondellBasell Industries N.V.	05/27/2022	Management	19	Yes	Approve Cancellation of Shares	For	For	For	For	Because the cancellation of shares is in shareholders' interests, a vote FOR this proposal is warranted.	
M&T Bank Corporation	04/25/2022	Management	1	Yes	Elect Director John P. Barnes	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
M&T Bank Corporation	04/25/2022	Management	2	Yes	Elect Director Robert T. Brady	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
M&T Bank Corporation	04/25/2022	Management	3	Yes	Elect Director Calvin G. Butler, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
M&T Bank Corporation	04/25/2022	Management	4	Yes	Elect Director Jane Chwick	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	5	Yes	Elect Director William F. Cruger, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	6	Yes	Elect Director T. Jefferson Cunningham, III	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	7	Yes	Elect Director Gary N. Geisel	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	8	Yes	Elect Director Leslie V. Godridge	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	9	Yes	Elect Director Rene F. Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	10	Yes	Elect Director Richard H. Ledgett, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
M&T Bank Corporation	04/25/2022	Management	11	Yes	Elect Director Melinda R. Rich	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	12	Yes	Elect Director Robert E. Sadler, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	13	Yes	Elect Director Denis J. Salamone	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	14	Yes	Elect Director John R. Scannell	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	15	Yes	Elect Director Rudina Seseri	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	16	Yes	Elect Director Kirk W. Walters	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	17	Yes	Elect Director Herbert L. Washington	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters, and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, Gary Geisel, Melinda (Mindy) Rich, and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Scannell are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/25/2022	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Shareholders should continue to monitor pay outcomes in light of the degree to which discretion may ultimately influence awards. However, this concern has not resulted in a quantitative pay-for-performance misalignment for the year in review and the CEO's equity awards are largely subject to multi-year performance goals.
M&T Bank Corporation	04/25/2022	Management	19	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Mandiant, Inc.	06/03/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given that the all-cash offer represents a 52.7 percent premium to the unaffected share price and provides liquidity and certainty of value. In addition, there is a potential downside risk of non-approval given the outperformance of MNDT shares to date relative to peers.
Mandiant, Inc.	06/03/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although cash severance is double trigger and of a reasonable basis, a portion of the outstanding PSUs will auto-accelerate at maximum.
Mandiant, Inc.	06/03/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support.
Manhattan Associates, Inc.	05/12/2022	Management	1	Yes	Elect Director John J. Huntz, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees John Huntz Jr. and Thomas Noonan are warranted for lack of a majority independent board. Votes AGAINST John Huntz Jr. and Thomas Noonan are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Kuryea is warranted.
Manhattan Associates, Inc.	05/12/2022	Management	2	Yes	Elect Director Thomas E. Noonan	For	For	Against	Against	Votes AGAINST non-independent nominees John Huntz Jr. and Thomas Noonan are warranted for lack of a majority independent board. Votes AGAINST John Huntz Jr. and Thomas Noonan are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Kuryea is warranted.
Manhattan Associates, Inc.	05/12/2022	Management	3	Yes	Elect Director Kimberly A. Kuryea	For	For	For	For	Votes AGAINST non-independent nominees John Huntz Jr. and Thomas Noonan are warranted for lack of a majority independent board. Votes AGAINST John Huntz Jr. and Thomas Noonan are also warranted for serving as non-independent members of a key board committee. A vote FOR Kimberly A. Kuryea is warranted.
Manhattan Associates, Inc.	05/12/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Manhattan Associates, Inc.	05/12/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ManpowerGroup Inc.	05/06/2022	Management	1	Yes	Elect Director Gina R. Boswell	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	2	Yes	Elect Director Jean-Philippe Courtois	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	3	Yes	Elect Director William Downe	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	4	Yes	Elect Director John F. Ferraro	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	5	Yes	Elect Director William P. Gipson	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	6	Yes	Elect Director Patricia Hemingway Hall	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
ManpowerGroup Inc.	05/06/2022	Management	7	Yes	Elect Director Julie M. Howard	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	8	Yes	Elect Director Ulice Payne, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	9	Yes	Elect Director Jonas Prising	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	10	Yes	Elect Director Paul Read	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	11	Yes	Elect Director Elizabeth P. Sartain	For	For	Against	Against	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	12	Yes	Elect Director Michael J. Van Handel	For	For	For	For	Votes AGAINST non-independent nominees Jonas Prising, William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Downe, Gina Boswell, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/06/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ManpowerGroup Inc.	05/06/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.
Marathon Oil Corporation	05/25/2022	Management	1	Yes	Elect Director Chadwick C. Deaton	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/25/2022	Management	2	Yes	Elect Director Marcela E. Donadio	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/25/2022	Management	3	Yes	Elect Director M. Elise Hyland	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/25/2022	Management	4	Yes	Elect Director Holli C. Ladhani	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/25/2022	Management	5	Yes	Elect Director Brent J. Smolik	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/25/2022	Management	6	Yes	Elect Director Lee M. Tillman	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/25/2022	Management	7	Yes	Elect Director J. Kent Wells	For	For	For	For	A vote FOR the director nominees is warranted.
Marathon Oil Corporation	05/25/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marathon Oil Corporation	05/25/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Changes to the FY21 annual incentive program simplified the program design and increased the weight of pre-set objective metrics, though concern is raised regarding the potential for a relatively sizable individual modifier. Long-term incentives remained half performance-based, though the performance period for a portion of the award was shortened to two years. However, the committee reduced the value of the CEO's target LTI opportunity for FY21 and closing cycle awards were earned below target, in line with performance.
Marathon Petroleum Corporatio	04/27/2022	Management	1	Yes	Elect Director Evan Bayh	For	For	Against	Against	Votes AGAINST Sustainability and Public Policy Committee Chair B. Evan Bayh III are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST B. Evan Bayh III are further warranted for serving as a non-independent member of a key board committee A vote FOR the remaining director nominees is warranted.



State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations											
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale	
Marathon Petroleum Corporation	04/27/2022	Management	2	Yes	Elect Director Charles E. Bunch	For	For	For	For	Votes AGAINST Sustainability and Public Policy Committee Chair B. Evan Bayh III are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST B. Evan Bayh III are further warranted for serving as a non-independent member of a key board committee A vote FOR the remaining director nominees is warranted.	
Marathon Petroleum Corporation	04/27/2022	Management	3	Yes	Elect Director Edward G. Galante	For	For	For	For	Votes AGAINST Sustainability and Public Policy Committee Chair B. Evan Bayh III are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST B. Evan Bayh III are further warranted for serving as a non-independent member of a key board committee A vote FOR the remaining director nominees is warranted.	
Marathon Petroleum Corporation	04/27/2022	Management	4	Yes	Elect Director Kim K.W. Rucker	For	For	For	For	Votes AGAINST Sustainability and Public Policy Committee Chair B. Evan Bayh III are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST B. Evan Bayh III are further warranted for serving as a non-independent member of a key board committee A vote FOR the remaining director nominees is warranted.	
Marathon Petroleum Corporation	04/27/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Marathon Petroleum Corporation	04/27/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.	
Marathon Petroleum Corporation	04/27/2022	Management	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.	
Marathon Petroleum Corporation	04/27/2022	Management	8	Yes	Eliminate Supermajority Voting Provisions	For	For	For	For	A vote FOR this proposal is warranted as the reduction in the supermajority vote requirements would improve shareholder rights.	
Marathon Petroleum Corporation	04/27/2022	Management	9	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.	
Marathon Petroleum Corporation	04/27/2022	Shareholder	10	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.	
Marathon Petroleum Corporation	04/27/2022	Shareholder	11	Yes	Amend Compensation Clawback Policy	Against	For	For	For	A vote FOR this proposal is warranted as the addition of reputational or other financial harm as a recoupment scenario would expand the board's ability to recoup incentive pay and the increased disclosure requirements would also better serve shareholders' informational needs.	
Marathon Petroleum Corporation	04/27/2022	Shareholder	12	Yes	Report on Climate Strategy Consistent with ILO's "Just Transition Guidelines"	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from additional disclosure on the potential social impacts that transitioning to a low carbon economy may have on the company and its operations. Such information would allow shareholders to better assess the company's efforts to manage and mitigate those risks.	
Markel Corporation	05/11/2022	Management	1	Yes	Elect Director Mark M. Besca	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	2	Yes	Elect Director K. Bruce Connell	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	3	Yes	Elect Director Thomas S. Gayner	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	4	Yes	Elect Director Greta J. Harris	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	5	Yes	Elect Director Morgan E. Housel	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	6	Yes	Elect Director Diane Leopold	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	7	Yes	Elect Director Anthony F. Markel	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	8	Yes	Elect Director Steven A. Markel	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	9	Yes	Elect Director Harold L. Morrison, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	10	Yes	Elect Director Michael O'Reilly	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	11	Yes	Elect Director A. Lynne Puckett	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	12	Yes	Elect Director Richard R. Whitt, III	For	For	For	For	A vote FOR the director nominees is warranted.	
Markel Corporation	05/11/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Although certain concerns are noted, cash and equity incentives are primarily performance-based and rely on multiyear performance periods.	
Markel Corporation	05/11/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
MarketAxess Holdings Inc.	06/08/2022	Management	1	Yes	Elect Director Richard M. McVey	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
MarketAxess Holdings Inc.	06/08/2022	Management	2	Yes	Elect Director Nancy Altobello	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
MarketAxess Holdings Inc.	06/08/2022	Management	3	Yes	Elect Director Steven L. Begleiter	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	

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MarketAxess Holdings Inc.	06/08/2022	Management	4	Yes	Elect Director Stephen P. Casper	For	For	Against	Against	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/08/2022	Management	5	Yes	Elect Director Jane Chwick	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/08/2022	Management	6	Yes	Elect Director Christopher R. Concannon	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/08/2022	Management	7	Yes	Elect Director William F. Cruger	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/08/2022	Management	8	Yes	Elect Director Kourtney Gibson	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/08/2022	Management	9	Yes	Elect Director Justin G. Gmelich	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/08/2022	Management	10	Yes	Elect Director Richard G. Ketchum	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/08/2022	Management	11	Yes	Elect Director Xiaojia Charles Li	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/08/2022	Management	12	Yes	Elect Director Emily H. Portney	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/08/2022	Management	13	Yes	Elect Director Richard L. Prager	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/08/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MarketAxess Holdings Inc.	06/08/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.
MarketAxess Holdings Inc.	06/08/2022	Management	16	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Marriott International, Inc.	05/06/2022	Management	1	Yes	Elect Director Anthony G. Capuano	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	2	Yes	Elect Director Isabella D. Goren	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	3	Yes	Elect Director Deborah M. Harrison	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	4	Yes	Elect Director Frederick A. Henderson	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	5	Yes	Elect Director Eric Hippeau	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.

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Marriott International, Inc.	05/06/2022	Management	6	Yes	Elect Director Debra L. Lee	For	For	Against	Against	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	7	Yes	Elect Director Aylwin B. Lewis	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	8	Yes	Elect Director David S. Marriott	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	9	Yes	Elect Director Margaret M. McCarthy	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	10	Yes	Elect Director George Munoz	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	11	Yes	Elect Director Horacio D. Rozanski	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	12	Yes	Elect Director Susan C. Schwab	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Frederick Henderson, Aylwin Lewis, and Margaret McCarthy are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/06/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marriott International, Inc.	05/06/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives are largely based on pre-set financial measures and the majority of equity awards were performance based and utilized a multi-year measurement period. However, continued monitoring of the pay program is warranted, as significant temporary changes to the pay program were implemented this year.
Marriott International, Inc.	05/06/2022	Management	15	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Marriott International, Inc.	05/06/2022	Shareholder	16	Yes	Report On Costs of Low Wages and Inequality and Impact on Diversified Shareholders	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to further strengthen the company's commitment to global diversity, equity, and inclusion, and also enable shareholders to better assess the risks related to the company's compensation and workforce practices.
Marriott International, Inc.	05/06/2022	Shareholder	17	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Marriott Vacations Worldwide C	05/13/2022	Management	1	Yes	Elect Director Raymond L. Gellein, Jr.	For	For	For	For	Votes FOR the proposed director nominees are warranted at this time.
Marriott Vacations Worldwide C	05/13/2022	Management	2	Yes	Elect Director Dianna F. Morgan	For	For	For	For	Votes FOR the proposed director nominees are warranted at this time.
Marriott Vacations Worldwide C	05/13/2022	Management	3	Yes	Elect Director Jonice Gray Tucker	For	For	For	For	Votes FOR the proposed director nominees are warranted at this time.
Marriott Vacations Worldwide C	05/13/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marriott Vacations Worldwide C	05/13/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.

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Marsh & McLennan Companies	05/19/2022	Management	1	Yes	Elect Director Anthony K. Anderson	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	2	Yes	Elect Director Hafize Gaye Erkan	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	3	Yes	Elect Director Oscar Fanjul	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	4	Yes	Elect Director Daniel S. Glaser	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	5	Yes	Elect Director H. Edward Hanway	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	6	Yes	Elect Director Deborah C. Hopkins	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	7	Yes	Elect Director Tamara Ingram	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	8	Yes	Elect Director Jane H. Lute	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	9	Yes	Elect Director Steven A. Mills	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	10	Yes	Elect Director Bruce P. Nolop	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Marsh & McLennan Companies	05/19/2022	Management	11	Yes	Elect Director Morton O. Schapiro	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	12	Yes	Elect Director Lloyd M. Yates	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	13	Yes	Elect Director R. David Yost	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, Daniel Glaser, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies	05/19/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily based on pre-set financial goals and half of long-term incentives are performance-based.
Marsh & McLennan Companies	05/19/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Martin Marietta Materials, Inc.	05/12/2022	Management	1	Yes	Elect Director Dorothy M. Ables	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	2	Yes	Elect Director Sue W. Cole	For	For	Against	Against	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	3	Yes	Elect Director Smith W. Davis	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	4	Yes	Elect Director Anthony R. Foxx	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	5	Yes	Elect Director John J. Koraleski	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	6	Yes	Elect Director C. Howard Nye	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	7	Yes	Elect Director Laree E. Perez	For	For	Against	Against	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	8	Yes	Elect Director Thomas H. Pike	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	9	Yes	Elect Director Michael J. Quillen	For	For	Against	Against	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	10	Yes	Elect Director Donald W. Slager	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	11	Yes	Elect Director David C. Wajsgras	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/12/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Martin Marietta Materials, Inc.	05/12/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Marvell Technology, Inc.	06/23/2022	Management	1	Yes	Elect Director Sara Andrews	For	For	For	For	A vote FOR all director nominees is warranted.
Marvell Technology, Inc.	06/23/2022	Management	2	Yes	Elect Director W. Tudor Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Marvell Technology, Inc.	06/23/2022	Management	3	Yes	Elect Director Brad W. Buss	For	For	For	For	A vote FOR all director nominees is warranted.
Marvell Technology, Inc.	06/23/2022	Management	4	Yes	Elect Director Edward H. Frank	For	For	For	For	A vote FOR all director nominees is warranted.
Marvell Technology, Inc.	06/23/2022	Management	5	Yes	Elect Director Richard S. Hill	For	For	For	For	A vote FOR all director nominees is warranted.
Marvell Technology, Inc.	06/23/2022	Management	6	Yes	Elect Director Marachel L. Knight	For	For	For	For	A vote FOR all director nominees is warranted.
Marvell Technology, Inc.	06/23/2022	Management	7	Yes	Elect Director Matthew J. Murphy	For	For	For	For	A vote FOR all director nominees is warranted.
Marvell Technology, Inc.	06/23/2022	Management	8	Yes	Elect Director Michael G. Strachan	For	For	For	For	A vote FOR all director nominees is warranted.



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Marvell Technology, Inc.	06/23/2022	Management	9	Yes	Elect Director Robert E. Switz	For	For	For	For	A vote FOR all director nominees is warranted.
Marvell Technology, Inc.	06/23/2022	Management	10	Yes	Elect Director Ford Tamer	For	For	For	For	A vote FOR all director nominees is warranted.
Marvell Technology, Inc.	06/23/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Marvell Technology, Inc.	06/23/2022	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Marvell Technology, Inc.	06/23/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Masco Corporation	05/12/2022	Management	1	Yes	Elect Director Donald R. Parfet	For	For	For	For	Votes AGAINST Lisa Payne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Masco Corporation	05/12/2022	Management	2	Yes	Elect Director Lisa A. Payne	For	For	Against	Against	Votes AGAINST Lisa Payne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Masco Corporation	05/12/2022	Management	3	Yes	Elect Director Reginald M. Turner	For	For	For	For	Votes AGAINST Lisa Payne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Masco Corporation	05/12/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are tied to pre-set financial metrics, while long-term incentives are primarily performance based and measured over multi-year performance periods.
Masco Corporation	05/12/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Masimo Corporation	05/26/2022	Management	1	Yes	Elect Director Adam Mikkelson	For	For	Against	Against	Votes AGAINST Compensation Committee members Adam Mikkelson and Craig Reynolds are warranted as the board recently modified a NEO agreement without removing the entitlement to a problematic modified single-trigger cash severance.
Masimo Corporation	05/26/2022	Management	2	Yes	Elect Director Craig Reynolds	For	For	Against	Against	Votes AGAINST Compensation Committee members Adam Mikkelson and Craig Reynolds are warranted as the board recently modified a NEO agreement without removing the entitlement to a problematic modified single-trigger cash severance.
Masimo Corporation	05/26/2022	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Masimo Corporation	05/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that: * The company recently modified a NEO agreement without removing the entitlement to a problematic modified single-trigger cash severance; and * The company provided an excessive amount for the CEO's home/personal security benefits.
MasTec, Inc.	05/19/2022	Management	1	Yes	Elect Director C. Robert Campbell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Robert Dwyer are warranted for lack of a majority independent board for serving as a non-independent member of key board committees. WITHHOLD votes for Audit Committee members Robert Dwyer and C. Robert (Bob) Campbell are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominee, Ava Parker, is warranted.
MasTec, Inc.	05/19/2022	Management	2	Yes	Elect Director Robert J. Dwyer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Robert Dwyer are warranted for lack of a majority independent board for serving as a non-independent member of key board committees. WITHHOLD votes for Audit Committee members Robert Dwyer and C. Robert (Bob) Campbell are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominee, Ava Parker, is warranted.
MasTec, Inc.	05/19/2022	Management	3	Yes	Elect Director Ava L. Parker	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Dwyer are warranted for lack of a majority independent board for serving as a non-independent member of key board committees. WITHHOLD votes for Audit Committee members Robert Dwyer and C. Robert (Bob) Campbell are warranted due to concerns regarding the effectiveness of the committee's risk oversight function in light of the significant pledging activity at the company. A vote FOR the remaining director nominee, Ava Parker, is warranted.
MasTec, Inc.	05/19/2022	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MasTec, Inc.	05/19/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided a large automobile perquisite to CEO. * The company maintains employment agreements with certain executives that contain problematic change-in-control severance arrangements. * Equity awards to the CEO in the most recent fiscal year lack any performance-vesting conditions. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control.

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Mastercard Incorporated	06/21/2022	Management	1	Yes	Elect Director Merit E. Janow	For	For	For	For	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	2	Yes	Elect Director Candido Bracher	For	For	For	For	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	3	Yes	Elect Director Richard K. Davis	For	For	For	For	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	4	Yes	Elect Director Julius Genachowski	For	For	For	For	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	5	Yes	Elect Director Choon Phong Goh	For	For	Against	Against	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	6	Yes	Elect Director Oki Matsumoto	For	For	For	For	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	7	Yes	Elect Director Michael Miebach	For	For	For	For	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	8	Yes	Elect Director Youngme Moon	For	For	For	For	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	9	Yes	Elect Director Rima Qureshi	For	For	Against	Against	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	10	Yes	Elect Director Gabrielle Sulzberger	For	For	For	For	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	11	Yes	Elect Director Jackson Tai	For	For	Against	Against	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	12	Yes	Elect Director Harit Talwar	For	For	For	For	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/21/2022	Management	13	Yes	Elect Director Lance Ugglä	For	For	For	For	Votes AGAINST Rima Qureshi and Jackson Tai are warranted for serving as non-independent members of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Mastercard Incorporated	06/21/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are linked to pre-set financial metrics and long-term incentives are primarily performance-based. The LTI will revert back to a multi-year performance period in FY22 after temporarily setting a one-year performance period in FY21. However, the degree of discretion applied in the STI is difficult to assess, and the relative TSR modifier targets median performance and does not include a payout cap if absolute TSR is negative.
Mastercard Incorporated	06/21/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mastercard Incorporated	06/21/2022	Management	16	Yes	Provide Right to Call a Special Meeting at a 15 Percent Ownership Threshold	For	For	For	For	A vote FOR this proposal is warranted. As the company does not currently provide shareholders with the ability to call special meetings, this represents an enhancement to shareholder's rights.
Mastercard Incorporated	06/21/2022	Shareholder	17	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted. This shareholder proposal includes a 10 percent ownership threshold which shareholders may view as a more reasonable threshold than the 15 percent threshold proposed by management. This proposal would also represent an enhancement to shareholder rights, as shareholders do not currently have the right to call special meetings.
Mastercard Incorporated	06/21/2022	Shareholder	18	Yes	Report on Political Contributions	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to enhance the company's board-level oversight of its political contributions and management of related risks and ensure congruency between the company's stated values and its political contributions.
Mastercard Incorporated	06/21/2022	Shareholder	19	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
Mastercard Incorporated	06/21/2022	Shareholder	20	Yes	Report on Risks Associated with Sale and Purchase of Ghost Guns	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from the requested report by allowing them to better understand the company's management and oversight of risks related to untraceable firearms and assess the efficacy of actions the company is taking to mitigate those risks.
Match Group, Inc.	06/08/2022	Management	1	Yes	Elect Director Stephen Bailey	For	For	For	For	A vote FOR all director nominees is warranted.
Match Group, Inc.	06/08/2022	Management	2	Yes	Elect Director Melissa Brenner	For	For	For	For	A vote FOR all director nominees is warranted.
Match Group, Inc.	06/08/2022	Management	3	Yes	Elect Director Alan G. Spoon	For	For	For	For	A vote FOR all director nominees is warranted.
Match Group, Inc.	06/08/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain relating to discretionary bonus payouts with undisclosed weightings and to the relative stock price growth metric under the long-term incentive plan, as it targets median performance. Nonetheless, equity awards are primarily performance based.
Match Group, Inc.	06/08/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Match Group, Inc.	06/08/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mattel, Inc.	05/25/2022	Management	1	Yes	Elect Director R. Todd Bradley	For	For	Against	Against	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	2	Yes	Elect Director Adriana Cisneros	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	3	Yes	Elect Director Michael Dolan	For	For	Against	Against	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	4	Yes	Elect Director Diana Ferguson	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	5	Yes	Elect Director Ynon Kreiz	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Mattel, Inc.	05/25/2022	Management	6	Yes	Elect Director Soren Laursen	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	7	Yes	Elect Director Ann Lewnes	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	8	Yes	Elect Director Roger Lynch	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	9	Yes	Elect Director Dominic Ng	For	For	Against	Against	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	10	Yes	Elect Director Judy Olian	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. Votes AGAINST Richard Bradley (R. Todd) are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/25/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mattel, Inc.	05/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Mattel, Inc.	05/25/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mattel, Inc.	05/25/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
McAfee Corp.	02/09/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the outperformance of MCFE shares compared to the index since the unaffected date, as well as the cash form of consideration, which provides certainty of value, support FOR the transaction is warranted.
McAfee Corp.	02/09/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While certain equity awards will automatically accelerate upon the closing of the merger, cash severance is double trigger and reasonably based, and no excise tax gross-ups are expected to be paid.
McAfee Corp.	02/09/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
McDonald's Corporation	05/26/2022	Management	2	Yes	Elect Director Lloyd Dean	For	For	For	For	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.
McDonald's Corporation	05/26/2022	Management	3	Yes	Elect Director Robert Eckert	For	For	For	For	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.
McDonald's Corporation	05/26/2022	Management	4	Yes	Elect Director Catherine Engelbert	For	For	For	For	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.
McDonald's Corporation	05/26/2022	Management	5	Yes	Elect Director Margaret Georgiadis	For	For	For	For	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.

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McDonald's Corporation	05/26/2022	Management	6	Yes	Elect Director Enrique Hernandez, Jr.	For	For	For	For	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.	
McDonald's Corporation	05/26/2022	Management	7	Yes	Elect Director Christopher Kempczinski	For	For	For	For	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.	
McDonald's Corporation	05/26/2022	Management	8	Yes	Elect Director Richard Lenny	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.	
McDonald's Corporation	05/26/2022	Management	9	Yes	Elect Director John Mulligan	For	For	For	For	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.	
McDonald's Corporation	05/26/2022	Management	10	Yes	Elect Director Sheila Penrose	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.	
McDonald's Corporation	05/26/2022	Management	11	Yes	Elect Director John Rogers, Jr.	For	For	For	For	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.	
McDonald's Corporation	05/26/2022	Management	12	Yes	Elect Director Paul Walsh	For	For	For	For	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.	
McDonald's Corporation	05/26/2022	Management	13	Yes	Elect Director Miles White	For	For	For	For	WITHHOLD votes are warranted for Sustainability and Corporate Responsibility Committee members Sheila Penrose and Richard Lenny in light of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, and as a signal that more attention is needed at the board level. Support FOR the remaining uncontested directors is warranted.	
McDonald's Corporation	05/26/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	
McDonald's Corporation	05/26/2022	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
McDonald's Corporation	05/26/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance the existing shareholder right to call special meetings.	
McDonald's Corporation	05/26/2022	Shareholder	17	Yes	Report on Efforts to Reduce Plastic Use	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company intends to reduce plastic in its business.	
McDonald's Corporation	05/26/2022	Shareholder	18	Yes	Report on Public Health Costs of Antibiotic Use and Impact on Diversified Shareholders	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: * Additional disclosure would benefit shareholders by increasing transparency regarding the company's efforts to address the risks related the use of antibiotics; and * Disclosure of the requested information would serve to provide greater assurance to shareholders that the firm's initiatives and practices sufficiently guard against potential financial, litigation and operational risks to the firm.	
McDonald's Corporation	05/26/2022	Shareholder	19	Yes	Report on Use of Gestation Stalls in Pork Supply Chain	Against	Against	For	For	A vote FOR this resolution is warranted shareholders may benefit from additional information from the company on its policies and practices relating to animal welfare in its direct operations as well as in its supply chain.	
McDonald's Corporation	05/26/2022	Shareholder	20	Yes	Report on Third-Party Civil Rights Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent civil rights audit would help shareholders better assess the effectiveness of McDonald's efforts to address the issue of any inequality in its workforce and its management of related risks.	



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					Management	ISS	Voting Policy	B.1.a		
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale
McDonald's Corporation	05/26/2022	Shareholder	21	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's state level lobbying, indirect lobbying-related expenditures and board oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
McDonald's Corporation	05/26/2022	Shareholder	22	Yes	Issue Transparency Report on Global Public Policy and Political Influence	Against	Against	For	For	A vote FOR this resolution is warranted, as increased global transparency and disclosure around the company's memberships in political organizations and lobbying expenditures, as well as the firm's management- and board-level oversight of spending would help shareholders evaluate the company's management of related risks and benefits more comprehensively.
McDonald's Corporation	05/26/2022	Shareholder	24	Yes	Elect Director Leslie Samuelrich	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	25	Yes	Elect Director Maisie Lucia Ganzler	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	26	Yes	Management Nominee Lloyd Dean	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	27	Yes	Management Nominee Robert Eckert	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	28	Yes	Management Nominee Catherine Engelbert	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	29	Yes	Management Nominee Margaret Georgiadis	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	30	Yes	Management Nominee Enrique Hernandez, Jr.	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	31	Yes	Management Nominee Christopher Kempczinski	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	32	Yes	Management Nominee John Mulligan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	33	Yes	Management Nominee John Rogers, Jr.	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	34	Yes	Management Nominee Paul Walsh	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	35	Yes	Management Nominee Miles White	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Management	36	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Management	37	Yes	Ratify Ernst & Young LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	38	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	39	Yes	Report on Efforts to Reduce Plastic Use	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	40	Yes	Report on Public Health Costs of Antibiotic Use and Impact on Diversified Shareholders	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	41	Yes	Report on Use of Gestation Stalls in Pork Supply Chain	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	42	Yes	Report on Third-Party Civil Rights Audit	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	43	Yes	Report on Lobbying Payments and Policy	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
McDonald's Corporation	05/26/2022	Shareholder	44	Yes	Issue Transparency Report on Global Public Policy and Political Influence	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
MDU Resources Group, Inc.	05/10/2022	Management	1	Yes	Elect Director Thomas Everist	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	2	Yes	Elect Director Karen B. Fagg	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	3	Yes	Elect Director David L. Goodin	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	4	Yes	Elect Director Dennis W. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	5	Yes	Elect Director Patricia L. Moss	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/10/2022	Management	6	Yes	Elect Director Dale S. Rosenthal	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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										Voting Policy Rationale	
MDU Resources Group, Inc.	05/10/2022	Management	7	Yes	Elect Director Edward A. Ryan	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
MDU Resources Group, Inc.	05/10/2022	Management	8	Yes	Elect Director David M. Sparby	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
MDU Resources Group, Inc.	05/10/2022	Management	9	Yes	Elect Director Chenxi Wang	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
MDU Resources Group, Inc.	05/10/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
MDU Resources Group, Inc.	05/10/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Medical Properties Trust, Inc.	05/26/2022	Management	1	Yes	Elect Director Edward K. Aldag, Jr.	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Medical Properties Trust, Inc.	05/26/2022	Management	2	Yes	Elect Director G. Steven Dawson	For	For	Against	Against	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Medical Properties Trust, Inc.	05/26/2022	Management	3	Yes	Elect Director R. Steven Hamner	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Medical Properties Trust, Inc.	05/26/2022	Management	4	Yes	Elect Director Caterina A. Mazingo	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Medical Properties Trust, Inc.	05/26/2022	Management	5	Yes	Elect Director Emily W. Murphy	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Medical Properties Trust, Inc.	05/26/2022	Management	6	Yes	Elect Director Elizabeth N. Pitman	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Medical Properties Trust, Inc.	05/26/2022	Management	7	Yes	Elect Director D. Paul Sparks, Jr.	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Medical Properties Trust, Inc.	05/26/2022	Management	8	Yes	Elect Director Michael G. Stewart	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Medical Properties Trust, Inc.	05/26/2022	Management	9	Yes	Elect Director C. Reynolds Thompson, III	For	For	For	For	Votes AGAINST G. Steven (Steve) Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Medical Properties Trust, Inc.	05/26/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Medical Properties Trust, Inc.	05/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single trigger change in control provision. Equity awards also allow for auto-accelerated vesting upon a change-in-control event. Lastly, concerns are raised with the excessive amounts of financial planning and life insurance perquisites provided to the CEO.	
Medical Properties Trust, Inc.	05/26/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Merck & Co., Inc.	05/24/2022	Management	1	Yes	Elect Director Douglas M. Baker, Jr.	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Merck & Co., Inc.	05/24/2022	Management	2	Yes	Elect Director Mary Ellen Coe	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Merck & Co., Inc.	05/24/2022	Management	3	Yes	Elect Director Pamela J. Craig	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Merck & Co., Inc.	05/24/2022	Management	4	Yes	Elect Director Robert M. Davis	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Merck & Co., Inc.	05/24/2022	Management	5	Yes	Elect Director Kenneth C. Frazier	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/24/2022	Management	6	Yes	Elect Director Thomas H. Glocer	For	For	Against	Against	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/24/2022	Management	7	Yes	Elect Director Risa J. Lavizzo-Mourey	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/24/2022	Management	8	Yes	Elect Director Stephen L. Mayo	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/24/2022	Management	9	Yes	Elect Director Paul B. Rothman	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/24/2022	Management	10	Yes	Elect Director Patricia F. Russo	For	For	Against	Against	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/24/2022	Management	11	Yes	Elect Director Christine E. Seidman	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/24/2022	Management	12	Yes	Elect Director Inge G. Thulin	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/24/2022	Management	13	Yes	Elect Director Kathy J. Warden	For	For	For	For	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/24/2022	Management	14	Yes	Elect Director Peter C. Wendell	For	For	Against	Against	Votes AGAINST Thomas (Tom) Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/24/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures and the majority of equity awards were performance based and utilized a multi-year measurement period.
Merck & Co., Inc.	05/24/2022	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Merck & Co., Inc.	05/24/2022	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chair.
Merck & Co., Inc.	05/24/2022	Shareholder	18	Yes	Report on Access to COVID-19 Products	Against	For	For	For	A vote FOR this proposal is warranted, as reporting on whether and how public funding would impact the company's pricing and access plans would allow shareholders to better assess the company's management of related risks if its treatments get approved.
Merck & Co., Inc.	05/24/2022	Shareholder	19	Yes	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the company's lobbying expenses and trade association memberships, payments, and oversight mechanisms would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.
Meta Platforms, Inc.	05/25/2022	Management	1	Yes	Elect Director Peggy Alford	For	For	For	For	WITHHOLD votes for Marc L. Andreessen are warranted due to his lack of independence, which undermines the board's ability to adequately oversee the management team and represent shareholders' best interests. WITHHOLD votes for Marc Andreessen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/25/2022	Management	2	Yes	Elect Director Marc L. Andreessen	For	For	Withhold	Withhold	WITHHOLD votes for Marc L. Andreessen are warranted due to his lack of independence, which undermines the board's ability to adequately oversee the management team and represent shareholders' best interests. WITHHOLD votes for Marc Andreessen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/25/2022	Management	3	Yes	Elect Director Andrew W. Houston	For	For	For	For	WITHHOLD votes for Marc L. Andreessen are warranted due to his lack of independence, which undermines the board's ability to adequately oversee the management team and represent shareholders' best interests. WITHHOLD votes for Marc Andreessen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Meta Platforms, Inc.	05/25/2022	Management	4	Yes	Elect Director Nancy Killefer	For	For	For	For	WITHHOLD votes for Marc L. Andreessen are warranted due to his lack of independence, which undermines the board's ability to adequately oversee the management team and represent shareholders' best interests. WITHHOLD votes for Marc Andreessen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/25/2022	Management	5	Yes	Elect Director Robert M. Kimmitt	For	For	For	For	WITHHOLD votes for Marc L. Andreessen are warranted due to his lack of independence, which undermines the board's ability to adequately oversee the management team and represent shareholders' best interests. WITHHOLD votes for Marc Andreessen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/25/2022	Management	6	Yes	Elect Director Sheryl K. Sandberg	For	For	For	For	WITHHOLD votes for Marc L. Andreessen are warranted due to his lack of independence, which undermines the board's ability to adequately oversee the management team and represent shareholders' best interests. WITHHOLD votes for Marc Andreessen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/25/2022	Management	7	Yes	Elect Director Tracey T. Travis	For	For	For	For	WITHHOLD votes for Marc L. Andreessen are warranted due to his lack of independence, which undermines the board's ability to adequately oversee the management team and represent shareholders' best interests. WITHHOLD votes for Marc Andreessen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/25/2022	Management	8	Yes	Elect Director Tony Xu	For	For	For	For	WITHHOLD votes for Marc L. Andreessen are warranted due to his lack of independence, which undermines the board's ability to adequately oversee the management team and represent shareholders' best interests. WITHHOLD votes for Marc Andreessen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/25/2022	Management	9	Yes	Elect Director Mark Zuckerberg	For	For	For	For	WITHHOLD votes for Marc L. Andreessen are warranted due to his lack of independence, which undermines the board's ability to adequately oversee the management team and represent shareholders' best interests. WITHHOLD votes for Marc Andreessen are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/25/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Meta Platforms, Inc.	05/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There are several ongoing pay program and disclosure concerns. The company's award determinations remain discretionary, and incentive programs lack disclosed performance metrics and quantified goals. Disclosure around individual performance assessments is also poor, and the design allows for such considerations to have a potentially large impact on annual bonuses. Executives again received very large equity awards that lack performance vesting criteria. Moreover, the CEO's and COO's security costs, as well as the CEO's total amount of perquisite compensation, are exceedingly large. In light of these concerns, a vote AGAINST this proposal is warranted.
Meta Platforms, Inc.	05/25/2022	Shareholder	12	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.
Meta Platforms, Inc.	05/25/2022	Shareholder	13	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Meta Platforms, Inc.	05/25/2022	Shareholder	14	Yes	Report on Risks Associated with Use of Concealment Clauses	Against	For	For	For	A vote FOR this proposal is warranted because more information on the impact that the company's use of concealment clauses has on its employees may bring information to light that could result in improved employee recruitment, development and retention.
Meta Platforms, Inc.	05/25/2022	Shareholder	15	Yes	Report on External Costs of Misinformation and Impact on Diversified Shareholders	Against	Against	For	For	A vote FOR this proposal is warranted, as the increased disclosure would provide shareholders with valuable information on how well the company is assessing and mitigating content-related controversies on its platforms.
Meta Platforms, Inc.	05/25/2022	Shareholder	16	Yes	Report on Community Standards Enforcement	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing material risks related to misinformation and harmful content.
Meta Platforms, Inc.	05/25/2022	Shareholder	17	Yes	Report on User Risk and Advisory Vote on Metaverse Project	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from increased disclosures in order to comprehensively assess how the company is managing risks related to the metaverse.

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Meta Platforms, Inc.	05/25/2022	Shareholder	18	Yes	Publish Third Party Human Rights Impact Assessment	Against	For	For	For	A vote FOR this resolution is warranted, as an independent Human Rights Impact Assessment would help shareholders better assess Meta's management of risks related to its targeted advertising policies and practices.
Meta Platforms, Inc.	05/25/2022	Shareholder	19	Yes	Report on Child Sexual Exploitation Online	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on risks related to potential sexual exploitation of children through the company's platforms would give shareholders more information on how well the company is managing related risks.
Meta Platforms, Inc.	05/25/2022	Shareholder	20	Yes	Commission a Workplace Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company recently commissioned a third-party Civil Rights Audit and has enhanced reporting and disclosures that allow shareholders to track the company's progress and policies on civil rights.
Meta Platforms, Inc.	05/25/2022	Shareholder	21	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional reporting on the company's direct and indirect lobbying practices, policies, and expenditures would benefit shareholders in assessing its management of related risks.
Meta Platforms, Inc.	05/25/2022	Shareholder	22	Yes	Commission Assessment of Audit and Risk Oversight Committee	Against	Against	For	For	A vote FOR this proposal is warranted, because an assessment of the Audit & Risk Oversight Committee's effectiveness in content management oversight could help provide shareholders with valuable information on how well the company is managing civil and human rights-related controversies.
Meta Platforms, Inc.	05/25/2022	Shareholder	23	Yes	Report on Charitable Contributions	Against	For	For	For	A vote FOR this proposal is warranted because the company provides no information regarding its policies nor the recipients of its charitable contributions.
MetLife, Inc.	06/21/2022	Management	1	Yes	Elect Director Cheryl W. Grise	For	For	Against	Against	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	2	Yes	Elect Director Carlos M. Gutierrez	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	3	Yes	Elect Director Carla A. Harris	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	4	Yes	Elect Director Gerald L. Hassell	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	5	Yes	Elect Director David L. Herzog	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	6	Yes	Elect Director R. Glenn Hubbard	For	For	Against	Against	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	7	Yes	Elect Director Edward J. Kelly, III	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	8	Yes	Elect Director William E. Kennard	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	9	Yes	Elect Director Michel A. Khalaf	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	10	Yes	Elect Director Catherine R. Kinney	For	For	Against	Against	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	11	Yes	Elect Director Diana L. McKenzie	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	12	Yes	Elect Director Denise M. Morrison	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	13	Yes	Elect Director Mark A. Weinberger	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/21/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MetLife, Inc.	06/21/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were based on pre-set financial goals and individual performance assessments. A majority of long-term incentives took the form of performance shares utilizing a multi-year performance period.



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Mettler-Toledo International Inc.	05/05/2022	Management	1	Yes	Elect Director Robert F. Spoerry	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Spoerry, Thomas Salice, Wah-Hui Chu, Olivier Filliol and Michael Kelly are warranted for lack of a majority independent board. Votes AGAINST Thomas Salice, Wah-Hui Chu and Michael Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/05/2022	Management	2	Yes	Elect Director Wah-Hui Chu	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Spoerry, Thomas Salice, Wah-Hui Chu, Olivier Filliol and Michael Kelly are warranted for lack of a majority independent board. Votes AGAINST Thomas Salice, Wah-Hui Chu and Michael Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/05/2022	Management	3	Yes	Elect Director Domitille Doat-Le Bigot	For	For	For	For	Votes AGAINST non-independent nominees Robert Spoerry, Thomas Salice, Wah-Hui Chu, Olivier Filliol and Michael Kelly are warranted for lack of a majority independent board. Votes AGAINST Thomas Salice, Wah-Hui Chu and Michael Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/05/2022	Management	4	Yes	Elect Director Olivier A. Filliol	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Spoerry, Thomas Salice, Wah-Hui Chu, Olivier Filliol and Michael Kelly are warranted for lack of a majority independent board. Votes AGAINST Thomas Salice, Wah-Hui Chu and Michael Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/05/2022	Management	5	Yes	Elect Director Elisha W. Finney	For	For	For	For	Votes AGAINST non-independent nominees Robert Spoerry, Thomas Salice, Wah-Hui Chu, Olivier Filliol and Michael Kelly are warranted for lack of a majority independent board. Votes AGAINST Thomas Salice, Wah-Hui Chu and Michael Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/05/2022	Management	6	Yes	Elect Director Richard Francis	For	For	For	For	Votes AGAINST non-independent nominees Robert Spoerry, Thomas Salice, Wah-Hui Chu, Olivier Filliol and Michael Kelly are warranted for lack of a majority independent board. Votes AGAINST Thomas Salice, Wah-Hui Chu and Michael Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/05/2022	Management	7	Yes	Elect Director Michael A. Kelly	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Spoerry, Thomas Salice, Wah-Hui Chu, Olivier Filliol and Michael Kelly are warranted for lack of a majority independent board. Votes AGAINST Thomas Salice, Wah-Hui Chu and Michael Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/05/2022	Management	8	Yes	Elect Director Thomas P. Salice	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Spoerry, Thomas Salice, Wah-Hui Chu, Olivier Filliol and Michael Kelly are warranted for lack of a majority independent board. Votes AGAINST Thomas Salice, Wah-Hui Chu and Michael Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/05/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mettler-Toledo International Inc.	05/05/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review, though shareholders would benefit from improved disclosure in the annual incentive program.
MGIC Investment Corporation	04/28/2022	Management	1	Yes	Elect Director Analisa M. Allen	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	2	Yes	Elect Director Daniel A. Arrigoni	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	3	Yes	Elect Director C. Edward Chaplin	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	4	Yes	Elect Director Curt S. Culver	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	5	Yes	Elect Director Jay C. Hartzell	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	6	Yes	Elect Director Timothy A. Holt	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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MGIC Investment Corporation	04/28/2022	Management	7	Yes	Elect Director Jodeen A. Kozlak	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	8	Yes	Elect Director Michael E. Lehman	For	For	Withhold	Withhold	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	9	Yes	Elect Director Teresita M. Lowman	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	10	Yes	Elect Director Timothy J. Mattke	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	11	Yes	Elect Director Gary A. Poliner	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	12	Yes	Elect Director Sheryl L. Sculley	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	13	Yes	Elect Director Mark M. Zandi	For	For	For	For	WITHHOLD votes for Michael Lehman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/28/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
MGIC Investment Corporation	04/28/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGM Resorts International	05/04/2022	Management	1	Yes	Elect Director Barry Diller	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/04/2022	Management	2	Yes	Elect Director Alexis M. Herman	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/04/2022	Management	3	Yes	Elect Director William J. Hornbuckle	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/04/2022	Management	4	Yes	Elect Director Mary Chris Jammet	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/04/2022	Management	5	Yes	Elect Director Joey Levin	For	Against	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/04/2022	Management	6	Yes	Elect Director Rose McKinney-James	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/04/2022	Management	7	Yes	Elect Director Keith A. Meister	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/04/2022	Management	8	Yes	Elect Director Paul Salem	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/04/2022	Management	9	Yes	Elect Director Gregory M. Spierkel	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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MGM Resorts International	05/04/2022	Management	10	Yes	Elect Director Jan G. Swartz	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
MGM Resorts International	05/04/2022	Management	11	Yes	Elect Director Daniel J. Taylor	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
MGM Resorts International	05/04/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
MGM Resorts International	05/04/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. While concerns were noted regarding the largely discretionary annual incentive plan, the proxy states that the 2022 annual incentive awards will be based primarily on an adjusted EBITDAR	
MGM Resorts International	05/04/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Micron Technology, Inc.	01/13/2022	Management	1	Yes	Elect Director Richard M. Beyer	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Micron Technology, Inc.	01/13/2022	Management	2	Yes	Elect Director Lynn A. Dugle	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Micron Technology, Inc.	01/13/2022	Management	3	Yes	Elect Director Steven J. Gomo	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Micron Technology, Inc.	01/13/2022	Management	4	Yes	Elect Director Linnie Haynesworth	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Micron Technology, Inc.	01/13/2022	Management	5	Yes	Elect Director Mary Pat McCarthy	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Micron Technology, Inc.	01/13/2022	Management	6	Yes	Elect Director Sanjay Mehrotra	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Micron Technology, Inc.	01/13/2022	Management	7	Yes	Elect Director Robert E. Switz	For	For	Against	Against	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Micron Technology, Inc.	01/13/2022	Management	8	Yes	Elect Director MaryAnn Wright	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.	
Micron Technology, Inc.	01/13/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal security perquisite to the CEO.	
Micron Technology, Inc.	01/13/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Mid-America Apartment Comm	05/17/2022	Management	1	Yes	Elect Director H. Eric Bolton, Jr.	For	For	For	For	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mid-America Apartment Comm	05/17/2022	Management	2	Yes	Elect Director Alan B. Graf, Jr.	For	For	Against	Against	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mid-America Apartment Comm	05/17/2022	Management	3	Yes	Elect Director Toni Jennings	For	For	For	For	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mid-America Apartment Comm	05/17/2022	Management	4	Yes	Elect Director Edith Kelly-Green	For	For	For	For	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mid-America Apartment Comm	05/17/2022	Management	5	Yes	Elect Director James K. Lowder	For	For	For	For	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mid-America Apartment Comm	05/17/2022	Management	6	Yes	Elect Director Thomas H. Lowder	For	For	For	For	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mid-America Apartment Comm	05/17/2022	Management	7	Yes	Elect Director Monica McGurk	For	For	For	For	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mid-America Apartment Comm	05/17/2022	Management	8	Yes	Elect Director Claude B. Nielsen	For	For	For	For	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Mid-America Apartment Comm	05/17/2022	Management	9	Yes	Elect Director Philip W. Norwood	For	For	Against	Against	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Comm	05/17/2022	Management	10	Yes	Elect Director W. Reid Sanders	For	For	Against	Against	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Comm	05/17/2022	Management	11	Yes	Elect Director Gary Shorb	For	For	For	For	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Comm	05/17/2022	Management	12	Yes	Elect Director David P. Stockert	For	For	For	For	Votes AGAINST Alan Graf Jr., Philip Norwood and William Reid Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Comm	05/17/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Mid-America Apartment Comm	05/17/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
MKS Instruments, Inc.	05/10/2022	Management	1	Yes	Elect Director John T.C. Lee	For	For	For	For	A vote FOR all director nominees is warranted.
MKS Instruments, Inc.	05/10/2022	Management	2	Yes	Elect Director Jacqueline F. Moloney	For	For	For	For	A vote FOR all director nominees is warranted.
MKS Instruments, Inc.	05/10/2022	Management	3	Yes	Elect Director Michelle M. Warner	For	For	For	For	A vote FOR all director nominees is warranted.
MKS Instruments, Inc.	05/10/2022	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MKS Instruments, Inc.	05/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
MKS Instruments, Inc.	05/10/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Moderna, Inc.	04/28/2022	Management	1	Yes	Elect Director Noubar Afeyan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Noubar Afeyan, Stephane Bancel, and Francois Nader given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. As the classified board structure has prevented any audit committee members from standing for re-election, WITHHOLD votes are also warranted for Noubar Afeyan, Stephane Bancel, and Francois Nader for the approval of excessive non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest. WITHHOLD votes for Noubar Afeyan are also warranted for serving as a non-independent member of a key board committee.
Moderna, Inc.	04/28/2022	Management	2	Yes	Elect Director Stephane Bancel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Noubar Afeyan, Stephane Bancel, and Francois Nader given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. As the classified board structure has prevented any audit committee members from standing for re-election, WITHHOLD votes are also warranted for Noubar Afeyan, Stephane Bancel, and Francois Nader for the approval of excessive non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest. WITHHOLD votes for Noubar Afeyan are also warranted for serving as a non-independent member of a key board committee.
Moderna, Inc.	04/28/2022	Management	3	Yes	Elect Director Francois Nader	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Noubar Afeyan, Stephane Bancel, and Francois Nader given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. As the classified board structure has prevented any audit committee members from standing for re-election, WITHHOLD votes are also warranted for Noubar Afeyan, Stephane Bancel, and Francois Nader for the approval of excessive non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest. WITHHOLD votes for Noubar Afeyan are also warranted for serving as a non-independent member of a key board committee.
Moderna, Inc.	04/28/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for the CEO as well as other NEOs is excessive.
Moderna, Inc.	04/28/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	Against	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid. * The auditor's tenure at the company exceeds seven years.
Moderna, Inc.	04/28/2022	Shareholder	6	Yes	Report on the Feasibility of Transferring Intellectual Property	Against	For	For	For	A vote FOR this proposal is warranted, as the company has faced recent criticism for its role in global COVID-19 vaccine inequity and additional information would allow shareholders to understand how the company is managing related risks.

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Mohawk Industries, Inc.	05/19/2022	Management	1	Yes	Elect Director Joseph A. Onorato	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Onorato and W. Christopher Wellborn are warranted for lack of a majority independent board. Votes AGAINST Joseph Onorato are also warranted for serving as a non-independent member of a key board committee. A vote FOR William H. Runge, III is warranted.	
Mohawk Industries, Inc.	05/19/2022	Management	2	Yes	Elect Director William H. Runge, III	For	For	For	For	Votes AGAINST non-independent nominees Joseph Onorato and W. Christopher Wellborn are warranted for lack of a majority independent board. Votes AGAINST Joseph Onorato are also warranted for serving as a non-independent member of a key board committee. A vote FOR William H. Runge, III is warranted.	
Mohawk Industries, Inc.	05/19/2022	Management	3	Yes	Elect Director W. Christopher Wellborn	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Onorato and W. Christopher Wellborn are warranted for lack of a majority independent board. Votes AGAINST Joseph Onorato are also warranted for serving as a non-independent member of a key board committee. A vote FOR William H. Runge, III is warranted.	
Mohawk Industries, Inc.	05/19/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Mohawk Industries, Inc.	05/19/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Discretionary awards were again provided to NEOs when incentive program threshold goals were not achieved. Such actions circumvent true pay for performance outcomes. While these concerns were sufficiently mitigated for the year in review given that overall pay remained well below peers, continued monitoring of pay outcomes is warranted.	
Molina Healthcare, Inc.	05/04/2022	Management	1	Yes	Elect Director Barbara L. Brasier	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Molina Healthcare, Inc.	05/04/2022	Management	2	Yes	Elect Director Daniel Cooperman	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Molina Healthcare, Inc.	05/04/2022	Management	3	Yes	Elect Director Stephen H. Lockhart	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Molina Healthcare, Inc.	05/04/2022	Management	4	Yes	Elect Director Steven J. Orlando	For	For	Against	Against	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Molina Healthcare, Inc.	05/04/2022	Management	5	Yes	Elect Director Ronna E. Romney	For	For	Against	Against	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Molina Healthcare, Inc.	05/04/2022	Management	6	Yes	Elect Director Richard M. Schapiro	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Molina Healthcare, Inc.	05/04/2022	Management	7	Yes	Elect Director Dale B. Wolf	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Molina Healthcare, Inc.	05/04/2022	Management	8	Yes	Elect Director Richard C. Zoretic	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Molina Healthcare, Inc.	05/04/2022	Management	9	Yes	Elect Director Joseph M. Zubretsky	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Molina Healthcare, Inc.	05/04/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. While shareholders would benefit from increased disclosure of the performance targets underlying the PSU grants, the majority of CEO pay remains conditioned on objective financial performance, and the recent above target payouts are aligned with the company's recent performance.	
Molina Healthcare, Inc.	05/04/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Molson Coors Beverage Company	05/18/2022	Management	1	Yes	Elect Director Roger G. Eaton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. Sanford (Sandy) Riley and Charles Herington are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Roger Eaton and Charles Herington are warranted for neglecting to include auditor ratification on the proxy ballot and due to the significant pledging activity at the company.	
Molson Coors Beverage Company	05/18/2022	Management	2	Yes	Elect Director Charles M. Herington	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. Sanford (Sandy) Riley and Charles Herington are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Roger Eaton and Charles Herington are warranted for neglecting to include auditor ratification on the proxy ballot and due to the significant pledging activity at the company.	



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Molson Coors Beverage Company	05/18/2022	Management	3	Yes	Elect Director H. Sanford Riley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. Sanford (Sandy) Riley and Charles Herington are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Roger Eaton and Charles Herington are warranted for neglecting to include auditor ratification on the proxy ballot and due to the significant pledging activity at the company.	
Molson Coors Beverage Company	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned. The majority of CEO pay is conditioned on objective performance metrics. Annual incentives were earned below target and the recently completed LTI performance period resulted in no PSUs vesting, indicating performance targets are sufficiently rigorous.	
Mondelez International, Inc.	05/18/2022	Management	1	Yes	Elect Director Lewis W.K. Booth	For	For	For	For	Votes AGAINST Lois Juliber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mondelez International, Inc.	05/18/2022	Management	2	Yes	Elect Director Charles E. Bunch	For	For	For	For	Votes AGAINST Lois Juliber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mondelez International, Inc.	05/18/2022	Management	3	Yes	Elect Director Ertharin Cousin	For	For	For	For	Votes AGAINST Lois Juliber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mondelez International, Inc.	05/18/2022	Management	4	Yes	Elect Director Lois D. Juliber	For	For	Against	Against	Votes AGAINST Lois Juliber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mondelez International, Inc.	05/18/2022	Management	5	Yes	Elect Director Jorge S. Mesquita	For	For	For	For	Votes AGAINST Lois Juliber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mondelez International, Inc.	05/18/2022	Management	6	Yes	Elect Director Jane Hamilton Nielsen	For	For	For	For	Votes AGAINST Lois Juliber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mondelez International, Inc.	05/18/2022	Management	7	Yes	Elect Director Christiana S. Shi	For	For	For	For	Votes AGAINST Lois Juliber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mondelez International, Inc.	05/18/2022	Management	8	Yes	Elect Director Patrick T. Siewert	For	For	For	For	Votes AGAINST Lois Juliber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mondelez International, Inc.	05/18/2022	Management	9	Yes	Elect Director Michael A. Todman	For	For	For	For	Votes AGAINST Lois Juliber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mondelez International, Inc.	05/18/2022	Management	10	Yes	Elect Director Dirk Van de Put	For	For	For	For	Votes AGAINST Lois Juliber are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Mondelez International, Inc.	05/18/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal use of corporate aircraft use perquisites to the CEO.	
Mondelez International, Inc.	05/18/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Mondelez International, Inc.	05/18/2022	Shareholder	13	Yes	Oversee and Report on a Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Mondelez's efforts to address the adverse impacts of its business on non-white stakeholders and communities of color and its management of related risks.	
Mondelez International, Inc.	05/18/2022	Shareholder	14	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.	
MongoDB, Inc.	06/28/2022	Management	1	Yes	Elect Director Francisco D'Souza	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Peter Thomas (Tom) Killalea, Francisco (Frank) D'Souza, and Charles (Chip) Hazard Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Charles (Chip) Hazard Jr. are warranted for serving as a non-independent member of a key board committee.	
MongoDB, Inc.	06/28/2022	Management	2	Yes	Elect Director Charles M. Hazard, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Peter Thomas (Tom) Killalea, Francisco (Frank) D'Souza, and Charles (Chip) Hazard Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Charles (Chip) Hazard Jr. are warranted for serving as a non-independent member of a key board committee.	

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MongoDB, Inc.	06/28/2022	Management	3	Yes	Elect Director Tom Killalea	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Peter Thomas (Tom) Killalea, Francisco (Frank) D'Souza, and Charles (Chip) Hazard Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Charles (Chip) Hazard Jr. are warranted for serving as a non-independent member of a key board committee.
MongoDB, Inc.	06/28/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MongoDB, Inc.	06/28/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Monolithic Power Systems, Inc.	06/16/2022	Management	1	Yes	Elect Director Michael Hsing	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Hsing and Herbert Chang are warranted for lack of a majority independent board. WITHHOLD votes for Herbert Chang are also warranted for serving as a non-independent member of a key board committee. A vote FOR Carintia Martinez is warranted.
Monolithic Power Systems, Inc.	06/16/2022	Management	2	Yes	Elect Director Herbert Chang	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Hsing and Herbert Chang are warranted for lack of a majority independent board. WITHHOLD votes for Herbert Chang are also warranted for serving as a non-independent member of a key board committee. A vote FOR Carintia Martinez is warranted.
Monolithic Power Systems, Inc.	06/16/2022	Management	3	Yes	Elect Director Carintia Martinez	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Hsing and Herbert Chang are warranted for lack of a majority independent board. WITHHOLD votes for Herbert Chang are also warranted for serving as a non-independent member of a key board committee. A vote FOR Carintia Martinez is warranted.
Monolithic Power Systems, Inc.	06/16/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Monolithic Power Systems, Inc.	06/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. The performance goal under the annual incentive was set above actual performance in the prior year. Equity awards are entirely performance contingent.
Monster Beverage Corporation	06/14/2022	Management	1	Yes	Elect Director Rodney C. Sacks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rodney Sacks, Hilton Schlosberg, Mark Vidergauz, Ana Demel and Mark Hall are warranted for lack of a majority independent board. WITHHOLD votes for Mark Vidergauz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/14/2022	Management	2	Yes	Elect Director Hilton H. Schlosberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rodney Sacks, Hilton Schlosberg, Mark Vidergauz, Ana Demel and Mark Hall are warranted for lack of a majority independent board. WITHHOLD votes for Mark Vidergauz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/14/2022	Management	3	Yes	Elect Director Mark J. Hall	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rodney Sacks, Hilton Schlosberg, Mark Vidergauz, Ana Demel and Mark Hall are warranted for lack of a majority independent board. WITHHOLD votes for Mark Vidergauz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/14/2022	Management	4	Yes	Elect Director Ana Demel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rodney Sacks, Hilton Schlosberg, Mark Vidergauz, Ana Demel and Mark Hall are warranted for lack of a majority independent board. WITHHOLD votes for Mark Vidergauz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/14/2022	Management	5	Yes	Elect Director James L. Dinkins	For	For	For	For	WITHHOLD votes for non-independent nominees Rodney Sacks, Hilton Schlosberg, Mark Vidergauz, Ana Demel and Mark Hall are warranted for lack of a majority independent board. WITHHOLD votes for Mark Vidergauz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/14/2022	Management	6	Yes	Elect Director Gary P. Fayard	For	For	For	For	WITHHOLD votes for non-independent nominees Rodney Sacks, Hilton Schlosberg, Mark Vidergauz, Ana Demel and Mark Hall are warranted for lack of a majority independent board. WITHHOLD votes for Mark Vidergauz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/14/2022	Management	7	Yes	Elect Director Tiffany M. Hall	For	For	For	For	WITHHOLD votes for non-independent nominees Rodney Sacks, Hilton Schlosberg, Mark Vidergauz, Ana Demel and Mark Hall are warranted for lack of a majority independent board. WITHHOLD votes for Mark Vidergauz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/14/2022	Management	8	Yes	Elect Director Jeanne P. Jackson	For	For	For	For	WITHHOLD votes for non-independent nominees Rodney Sacks, Hilton Schlosberg, Mark Vidergauz, Ana Demel and Mark Hall are warranted for lack of a majority independent board. WITHHOLD votes for Mark Vidergauz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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										Voting Policy Rationale	
Monster Beverage Corporation	06/14/2022	Management	9	Yes	Elect Director Steven G. Pizula	For	For	For	For	WITHHOLD votes for non-independent nominees Rodney Sacks, Hilton Schlosberg, Mark Vidergauz, Ana Demel and Mark Hall are warranted for lack of a majority independent board. WITHHOLD votes for Mark Vidergauz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Monster Beverage Corporation	06/14/2022	Management	10	Yes	Elect Director Mark S. Vidergauz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rodney Sacks, Hilton Schlosberg, Mark Vidergauz, Ana Demel and Mark Hall are warranted for lack of a majority independent board. WITHHOLD votes for Mark Vidergauz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Monster Beverage Corporation	06/14/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.	
Monster Beverage Corporation	06/14/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were based largely on a pre-set financial objective as well as individual performance. For 2021, the company increased the weighting of PSUs to 50 percent of the long-term equity mix and expanded the performance period to three years. However, compensating two co-CEOs at the same level can be costly to shareholders in terms of total executive compensation. Continued monitoring is warranted as the company shifts to a more performance-conditioned incentive program.	
Monster Beverage Corporation	06/14/2022	Shareholder	13	Yes	Report on GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks. BACKGROUND INFORMATION Policies: Climate Change/Greenhouse Gas (GHG) Emissions	
Moody's Corporation	04/26/2022	Management	1	Yes	Elect Director Jorge A. Bermudez	For	For	Against	Against	Votes AGAINST Jorge Bermudez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Moody's Corporation	04/26/2022	Management	2	Yes	Elect Director Therese Esperdy	For	For	For	For	Votes AGAINST Jorge Bermudez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Moody's Corporation	04/26/2022	Management	3	Yes	Elect Director Robert Fauber	For	For	For	For	Votes AGAINST Jorge Bermudez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Moody's Corporation	04/26/2022	Management	4	Yes	Elect Director Vincent A. Forlenza	For	For	For	For	Votes AGAINST Jorge Bermudez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Moody's Corporation	04/26/2022	Management	5	Yes	Elect Director Kathryn M. Hill	For	For	For	For	Votes AGAINST Jorge Bermudez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Moody's Corporation	04/26/2022	Management	6	Yes	Elect Director Lloyd W. Howell, Jr.	For	For	For	For	Votes AGAINST Jorge Bermudez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Moody's Corporation	04/26/2022	Management	7	Yes	Elect Director Raymond W. McDaniel, Jr.	For	For	For	For	Votes AGAINST Jorge Bermudez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Moody's Corporation	04/26/2022	Management	8	Yes	Elect Director Leslie F. Seidman	For	For	For	For	Votes AGAINST Jorge Bermudez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Moody's Corporation	04/26/2022	Management	9	Yes	Elect Director Zig Serafin	For	For	For	For	Votes AGAINST Jorge Bermudez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Moody's Corporation	04/26/2022	Management	10	Yes	Elect Director Bruce Van Saun	For	For	For	For	Votes AGAINST Jorge Bermudez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Moody's Corporation	04/26/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Moody's Corporation	04/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of pay remains conditioned on objective financial performance metrics, resulting in an alignment between CEO pay and company performance.	
Morgan Stanley	05/26/2022	Management	1	Yes	Elect Director Alistair Darling	For	For	For	For	A vote FOR the director nominees is warranted.	
Morgan Stanley	05/26/2022	Management	2	Yes	Elect Director Thomas H. Glocer	For	For	For	For	A vote FOR the director nominees is warranted.	
Morgan Stanley	05/26/2022	Management	3	Yes	Elect Director James P. Gorman	For	For	For	For	A vote FOR the director nominees is warranted.	
Morgan Stanley	05/26/2022	Management	4	Yes	Elect Director Robert H. Herz	For	For	For	For	A vote FOR the director nominees is warranted.	
Morgan Stanley	05/26/2022	Management	5	Yes	Elect Director Erika H. James	For	For	For	For	A vote FOR the director nominees is warranted.	
Morgan Stanley	05/26/2022	Management	6	Yes	Elect Director Hironori Kamezawa	For	For	For	For	A vote FOR the director nominees is warranted.	
Morgan Stanley	05/26/2022	Management	7	Yes	Elect Director Shelley B. Leibowitz	For	For	For	For	A vote FOR the director nominees is warranted.	
Morgan Stanley	05/26/2022	Management	8	Yes	Elect Director Stephen J. Luczo	For	For	For	For	A vote FOR the director nominees is warranted.	
Morgan Stanley	05/26/2022	Management	9	Yes	Elect Director Jami Miscik	For	For	For	For	A vote FOR the director nominees is warranted.	

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Morgan Stanley	05/26/2022	Management	10	Yes	Elect Director Masato Miyachi	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/26/2022	Management	11	Yes	Elect Director Dennis M. Nally	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/26/2022	Management	12	Yes	Elect Director Mary L. Schapiro	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/26/2022	Management	13	Yes	Elect Director Perry M. Traquina	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/26/2022	Management	14	Yes	Elect Director Rayford Wilkins, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/26/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Morgan Stanley	05/26/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal use of corporate aircraft perquisite to the CEO. In addition, total NEO pay is ultimately discretionarily determined by the committee, which continues to raise some concern. Investors increasingly prefer a more formulaic structure for determining annual incentives, which emphasizes objective and transparent determinations through the use of quantified target goals and per-metric weightings.
Morgan Stanley	05/26/2022	Shareholder	17	Yes	Adopt Fossil Fuel Lending and Underwriting Policy Consistent with IEA's Net Zero 2050 Scenario	Against	Against	For	For	A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments to net zero activities and help ensure stronger alignment between the company's net zero goals and its policies and actions. Adoption of the resolution would also provide shareholders with a better understanding of the company's management and oversight of related risks.
Morningstar, Inc.	05/13/2022	Management	1	Yes	Elect Director Joe Mansueto	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Steve Kaplan and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. A vote AGAINST audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay is warranted in light of the pledging of a significant amount of the company's stock.
Morningstar, Inc.	05/13/2022	Management	2	Yes	Elect Director Kunal Kapoor	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Steve Kaplan and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. A vote AGAINST audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay is warranted in light of the pledging of a significant amount of the company's stock.
Morningstar, Inc.	05/13/2022	Management	3	Yes	Elect Director Robin Diamonte	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Steve Kaplan and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. A vote AGAINST audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay is warranted in light of the pledging of a significant amount of the company's stock.
Morningstar, Inc.	05/13/2022	Management	4	Yes	Elect Director Cheryl Francis	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Steve Kaplan and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. A vote AGAINST audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay is warranted in light of the pledging of a significant amount of the company's stock.
Morningstar, Inc.	05/13/2022	Management	5	Yes	Elect Director Steve Joynt	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Steve Kaplan and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. A vote AGAINST audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay is warranted in light of the pledging of a significant amount of the company's stock.
Morningstar, Inc.	05/13/2022	Management	6	Yes	Elect Director Steve Kaplan	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Steve Kaplan and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. A vote AGAINST audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay is warranted in light of the pledging of a significant amount of the company's stock.

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Morningstar, Inc.	05/13/2022	Management	7	Yes	Elect Director Gail Landis	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Steve Kaplan and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. A vote AGAINST audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay is warranted in light of the pledging of a significant amount of the company's stock.
Morningstar, Inc.	05/13/2022	Management	8	Yes	Elect Director Bill Lyons	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Steve Kaplan and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. A vote AGAINST audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay is warranted in light of the pledging of a significant amount of the company's stock.
Morningstar, Inc.	05/13/2022	Management	9	Yes	Elect Director Doniel Sutton	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Steve Kaplan and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. A vote AGAINST audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay is warranted in light of the pledging of a significant amount of the company's stock.
Morningstar, Inc.	05/13/2022	Management	10	Yes	Elect Director Caroline Tsay	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Steve Kaplan and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. A vote AGAINST audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay is warranted in light of the pledging of a significant amount of the company's stock.
Morningstar, Inc.	05/13/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Morningstar, Inc.	05/13/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Motorola Solutions, Inc.	05/17/2022	Management	1	Yes	Elect Director Gregory Q. Brown	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/17/2022	Management	2	Yes	Elect Director Kenneth D. Denman	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/17/2022	Management	3	Yes	Elect Director Egon P. Durban	For	Against	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/17/2022	Management	4	Yes	Elect Director Ayanna M. Howard	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/17/2022	Management	5	Yes	Elect Director Clayton M. Jones	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.



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Motorola Solutions, Inc.	05/17/2022	Management	6	Yes	Elect Director Judy C. Lewent	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/17/2022	Management	7	Yes	Elect Director Gregory K. Mondre	For	Against	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/17/2022	Management	8	Yes	Elect Director Joseph M. Tucci	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/17/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditor	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Motorola Solutions, Inc.	05/17/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal aircraft use perquisite to the CEO.
Motorola Solutions, Inc.	05/17/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
MSA Safety Incorporated	05/13/2022	Management	1	Yes	Elect Director Robert A. Bruggeworth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Robert Bruggeworth are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSA Safety Incorporated	05/13/2022	Management	2	Yes	Elect Director Gregory B. Jordan	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Bruggeworth are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSA Safety Incorporated	05/13/2022	Management	3	Yes	Elect Director Rebecca B. Roberts	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Bruggeworth are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSA Safety Incorporated	05/13/2022	Management	4	Yes	Elect Director William R. Sperry	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Bruggeworth are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSA Safety Incorporated	05/13/2022	Management	5	Yes	Elect Director Luca Savi	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Bruggeworth are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MSA Safety Incorporated	05/13/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MSA Safety Incorporated	05/13/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Cautionary support FOR this proposal is warranted. The company modified its annual incentive plan in response to the impact of the COVID-19 pandemic on company operation, which resulted in above-target payouts. Nevertheless, CEO pay is still reasonably aligned with company performance at this time
MSC Industrial Direct Co., Inc.	01/26/2022	Management	1	Yes	Elect Director Erik Gershwind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board.WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/26/2022	Management	2	Yes	Elect Director Louise Goeser	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board.WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/26/2022	Management	3	Yes	Elect Director Mitchell Jacobson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board.WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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MSC Industrial Direct Co., Inc.	01/26/2022	Management	4	Yes	Elect Director Michael Kaufmann	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board.WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/26/2022	Management	5	Yes	Elect Director Steven Paladino	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board.WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/26/2022	Management	6	Yes	Elect Director Philip Peller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board.WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/26/2022	Management	7	Yes	Elect Director Rudina Seseeri	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board.WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/26/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MSC Industrial Direct Co., Inc.	01/26/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MSCI Inc.	04/26/2022	Management	1	Yes	Elect Director Henry A. Fernandez	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/26/2022	Management	2	Yes	Elect Director Robert G. Ashe	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/26/2022	Management	3	Yes	Elect Director Wayne Edmunds	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/26/2022	Management	4	Yes	Elect Director Catherine R. Kinney	For	For	Against	Against	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/26/2022	Management	5	Yes	Elect Director Jacques P. Perold	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/26/2022	Management	6	Yes	Elect Director Sandy C. Rattray	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/26/2022	Management	7	Yes	Elect Director Linda H. Riefler	For	For	Against	Against	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/26/2022	Management	8	Yes	Elect Director Marcus L. Smith	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/26/2022	Management	9	Yes	Elect Director Rajat Taneja	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/26/2022	Management	10	Yes	Elect Director Paula Volent	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and the CEO's equity awards are entirely performance-conditioned and subject to multi-year performance periods. With that said, concerns are raised regarding the structure of the PSUs that provide for an outsized maximum payout at 300 percent of target.
MSCI Inc.	04/26/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nasdaq, Inc.	06/22/2022	Management	1	Yes	Elect Director Melissa M. Arnoldi	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/22/2022	Management	2	Yes	Elect Director Charlene T. Begley	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Nasdaq, Inc.	06/22/2022	Management	3	Yes	Elect Director Steven D. Black	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/22/2022	Management	4	Yes	Elect Director Adena T. Friedman	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/22/2022	Management	5	Yes	Elect Director Essa Kazim	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/22/2022	Management	6	Yes	Elect Director Thomas A. Kloet	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/22/2022	Management	7	Yes	Elect Director John D. Rainey	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/22/2022	Management	8	Yes	Elect Director Michael R. Splinter	For	For	Against	Against	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/22/2022	Management	9	Yes	Elect Director Toni Townes-Whitley	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/22/2022	Management	10	Yes	Elect Director Alfred W. Zollar	For	For	For	For	Votes AGAINST Michael Splinter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/22/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Nasdaq, Inc.	06/22/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Nasdaq, Inc.	06/22/2022	Management	13	Yes	Approve Stock Split	For	For	For	For	A vote FOR this proposal is warranted given the compelling rationale for the stock split and that the number of authorized shares will be adjusted proportionately.
Nasdaq, Inc.	06/22/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold to call a special meeting would improve shareholder rights.
National Fuel Gas Company	03/10/2022	Management	1	Yes	Elect Director David C. Carroll	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/10/2022	Management	2	Yes	Elect Director Steven C. Finch	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/10/2022	Management	3	Yes	Elect Director Joseph N. Jaggers	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/10/2022	Management	4	Yes	Elect Director David F. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/10/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
National Fuel Gas Company	03/10/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Instruments Corporatic	05/10/2022	Management	1	Yes	Elect Director James E. Cashman, III	For	For	For	For	A vote FOR the director nominees is warranted.
National Instruments Corporatic	05/10/2022	Management	2	Yes	Elect Director Liam K. Griffin	For	For	For	For	A vote FOR the director nominees is warranted.
National Instruments Corporatic	05/10/2022	Management	3	Yes	Elect Director Eric H. Starkloff	For	For	For	For	A vote FOR the director nominees is warranted.
National Instruments Corporatic	05/10/2022	Management	4	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
National Instruments Corporatic	05/10/2022	Management	5	Yes	Approve Restricted Stock Plan	For	For	For	For	A vote FOR this equity incentive plan is warranted.
National Instruments Corporatic	05/10/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.
National Instruments Corporatic	05/10/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NCR Corporation	05/06/2022	Management	1	Yes	Elect Director Mark W. Begor	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	2	Yes	Elect Director Gregory Blank	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	3	Yes	Elect Director Catherine L. Burke	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	4	Yes	Elect Director Deborah A. Farrington	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	5	Yes	Elect Director Michael D. Hayford	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	6	Yes	Elect Director Georgette D. Kiser	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	7	Yes	Elect Director Kirk T. Larsen	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	8	Yes	Elect Director Frank R. Martire	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	9	Yes	Elect Director Martin Mucci	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	10	Yes	Elect Director Laura J. Sen	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	11	Yes	Elect Director Glenn W. Welling	For	For	For	For	A vote FOR the director nominees is warranted.
NCR Corporation	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft perquisite to the CEO.
NCR Corporation	05/06/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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NCR Corporation	05/06/2022	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms, the proposal applies only to future severance arrangements, leaving current agreements unaffected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Nektar Therapeutics	06/08/2022	Management	1	Yes	Elect Director Diana M. Brainard	For	For	For	For	Votes AGAINST non-independent nominee R. Scott Greer are warranted for lack of a majority independent board and for serving as a non-independent member of key board committees. A vote FOR Diana M. Brainard is warranted
Nektar Therapeutics	06/08/2022	Management	2	Yes	Elect Director R. Scott Greer	For	For	Against	Against	Votes AGAINST non-independent nominee R. Scott Greer are warranted for lack of a majority independent board and for serving as a non-independent member of key board committees. A vote FOR Diana M. Brainard is warranted.
Nektar Therapeutics	06/08/2022	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Nektar Therapeutics	06/08/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nektar Therapeutics	06/08/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The annual incentive and equity awards were largely based on performance measures, though certain disclosures could be improved. In addition, base salaries for certain NEOs remain high relative to peer company CEOs.
Netflix, Inc.	06/02/2022	Management	1	Yes	Elect Director Timothy Haley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Timothy Haley, Leslie Kilgore and Ann Mather, due to poor stewardship of the compensation program and repeated failures to address shareholders' concerns expressed through low say-on-pay support. WITHHOLD votes for non-independent nominees Timothy (Tim) Haley and Ann Mather are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Haley and Ann Mather are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ann Mather are warranted for serving as a director on more than four public company boards. Cautionary support FOR Strive Masiyiwa, a member of the Nominating and Governance Committee, is warranted as the company has been partially responsive to last year's majority-supported proposal requesting a report on political contributions.
Netflix, Inc.	06/02/2022	Management	2	Yes	Elect Director Leslie Kilgore	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Timothy Haley, Leslie Kilgore and Ann Mather, due to poor stewardship of the compensation program and repeated failures to address shareholders' concerns expressed through low say-on-pay support. WITHHOLD votes for non-independent nominees Timothy (Tim) Haley and Ann Mather are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Haley and Ann Mather are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ann Mather are warranted for serving as a director on more than four public company boards. Cautionary support FOR Strive Masiyiwa, a member of the Nominating and Governance Committee, is warranted as the company has been partially responsive to last year's majority-supported proposal requesting a report on political contributions.
Netflix, Inc.	06/02/2022	Management	3	Yes	Elect Director Strive Masiyiwa	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Timothy Haley, Leslie Kilgore and Ann Mather, due to poor stewardship of the compensation program and repeated failures to address shareholders' concerns expressed through low say-on-pay support. WITHHOLD votes for non-independent nominees Timothy (Tim) Haley and Ann Mather are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Haley and Ann Mather are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ann Mather are warranted for serving as a director on more than four public company boards. Cautionary support FOR Strive Masiyiwa, a member of the Nominating and Governance Committee, is warranted as the company has been partially responsive to last year's majority-supported proposal requesting a report on political contributions.

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Netflix, Inc.	06/02/2022	Management	4	Yes	Elect Director Ann Mather	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Timothy Haley, Leslie Kilgore and Ann Mather, due to poor stewardship of the compensation program and repeated failures to address shareholders' concerns expressed through low say-on-pay support. WITHHOLD votes for non-independent nominees Timothy (Tim) Haley and Ann Mather are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Haley and Ann Mather are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ann Mather are warranted for serving as a director on more than four public company boards. Cautionary support FOR Strive Masiyiwa, a member of the Nominating and Governance Committee, is warranted as the company has been partially responsive to last year's majority-supported proposal requesting a report on political contributions.
Netflix, Inc.	06/02/2022	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as declassifying the board would enhance board accountability to shareholders and this proposal demonstrates a commitment to shareholders' interests on the part of management.
Netflix, Inc.	06/02/2022	Management	6	Yes	Eliminate Supermajority Voting Provisions	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Netflix, Inc.	06/02/2022	Management	7	Yes	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Therefore, a vote FOR this proposal is warranted as it represents an enhancement to shareholders' rights.
Netflix, Inc.	06/02/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Netflix, Inc.	06/02/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Despite several consecutive years of relatively low support for this proposal, the compensation committee has again failed to demonstrate meaningful responsiveness to shareholders' concerns. In addition, there are ongoing significant concerns regarding NEO pay structure. Pay almost entirely consists of base salaries and grants of fully-vested option awards, the specific allocation of which is at the individual's election, resulting in excessive base salaries for certain NEOs. Further, the lack of time- or performance-vesting incentives eliminates at-risk pay and diminishes the incentive value of compensation. Furthermore, the company maintains agreements that contain a single trigger change in control provision, does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives, and provided an inordinate amount of personal aircraft use perquisites to the CEO.
Netflix, Inc.	06/02/2022	Shareholder	10	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements would enhance shareholders' rights.
Netflix, Inc.	06/02/2022	Shareholder	11	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's state level lobbying, indirect lobbying-related expenditures and board oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Neurocrine Biosciences, Inc.	05/18/2022	Management	1	Yes	Elect Director Richard F. Pops	For	For	Withhold	Withhold	WITHHOLD votes for Richard Pops and Stephen Sherwin are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Shalini Sharp is warranted.
Neurocrine Biosciences, Inc.	05/18/2022	Management	2	Yes	Elect Director Shalini Sharp	For	For	For	For	WITHHOLD votes for Richard Pops and Stephen Sherwin are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Shalini Sharp is warranted.
Neurocrine Biosciences, Inc.	05/18/2022	Management	3	Yes	Elect Director Stephen A. Sherwin	For	For	Withhold	Withhold	WITHHOLD votes for Richard Pops and Stephen Sherwin are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Shalini Sharp is warranted.
Neurocrine Biosciences, Inc.	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Neurocrine Biosciences, Inc.	05/18/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.17 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Neurocrine Biosciences, Inc.	05/18/2022	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Neurocrine Biosciences, Inc.	05/18/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
New Residential Investment Co	05/26/2022	Management	1	Yes	Elect Director Robert J. McGinnis	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Robert McGinnis and Andrew Sloves for the board's failure to address the majority withhold vote with respect to the re-election of Kevin Finnerty at last year's annual meeting. WITHHOLD votes are warranted for compensation committee members Robert McGinnis and Andrew Sloves for failing to include a say-on-pay proposal on the ballot without disclosing a reason for the proposal's non-inclusion.



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New Residential Investment Co	05/26/2022	Management	2	Yes	Elect Director Andrew Sloves	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Robert McGinnis and Andrew Sloves for the board's failure to address the majority withhold vote with respect to the re-election of Kevin Finnerty at last year's annual meeting. WITHHOLD votes are warranted for compensation committee members Robert McGinnis and Andrew Sloves for failing to include a say-on-pay proposal on the ballot without disclosing a reason for the proposal's non-inclusion.
New Residential Investment Co	05/26/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newell Brands Inc.	05/05/2022	Management	1	Yes	Elect Director Bridget Ryan Berman	For	For	For	For	A vote FOR all director nominees is warranted.
Newell Brands Inc.	05/05/2022	Management	2	Yes	Elect Director Patrick D. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
Newell Brands Inc.	05/05/2022	Management	3	Yes	Elect Director James R. Craigie	For	For	For	For	A vote FOR all director nominees is warranted.
Newell Brands Inc.	05/05/2022	Management	4	Yes	Elect Director Brett M. Icahn	For	For	For	For	A vote FOR all director nominees is warranted.
Newell Brands Inc.	05/05/2022	Management	5	Yes	Elect Director Jay L. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Newell Brands Inc.	05/05/2022	Management	6	Yes	Elect Director Gerardo I. Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
Newell Brands Inc.	05/05/2022	Management	7	Yes	Elect Director Courtney R. Mather	For	For	For	For	A vote FOR all director nominees is warranted.
Newell Brands Inc.	05/05/2022	Management	8	Yes	Elect Director Ravichandra K. Saligram	For	For	For	For	A vote FOR all director nominees is warranted.
Newell Brands Inc.	05/05/2022	Management	9	Yes	Elect Director Judith A. Spieser	For	For	For	For	A vote FOR all director nominees is warranted.
Newell Brands Inc.	05/05/2022	Management	10	Yes	Elect Director Robert A. Steele	For	For	For	For	A vote FOR all director nominees is warranted.
Newell Brands Inc.	05/05/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Newell Brands Inc.	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial metrics and half of equity awards are performance based.
Newell Brands Inc.	05/05/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Newell Brands Inc.	05/05/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold would make the special meeting right more easily exercisable by institutional investors, while still providing protection against abuse.
NewMarket Corporation	04/28/2022	Management	1	Yes	Elect Director Mark M. Gambill	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	2	Yes	Elect Director Bruce C. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	3	Yes	Elect Director Thomas E. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	4	Yes	Elect Director Patrick D. Hanley	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	5	Yes	Elect Director H. Hiter Harris, III	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	6	Yes	Elect Director James E. Rogers	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/28/2022	Management	7	Yes	Elect Director Ting Xu	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NewMarket Corporation	04/28/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
NewMarket Corporation	04/28/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Newmont Corporation	04/21/2022	Management	1	Yes	Elect Director Patrick G. Awuah, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	2	Yes	Elect Director Gregory H. Boyce	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	3	Yes	Elect Director Bruce R. Brook	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	4	Yes	Elect Director Maura Clark	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	5	Yes	Elect Director Emma FitzGerald	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	6	Yes	Elect Director Mary A. Laschinger	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	7	Yes	Elect Director Jose Manuel Madero	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	8	Yes	Elect Director Rene Medori	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	9	Yes	Elect Director Jane Nelson	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	10	Yes	Elect Director Thomas Palmer	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	11	Yes	Elect Director Julio M. Quintana	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	12	Yes	Elect Director Susan N. Story	For	For	For	For	A vote FOR all director nominees is warranted.
Newmont Corporation	04/21/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Short- and long-term incentives are primarily performance-based, and the long-term awards utilized multi-year performance periods. Although the committee adjusted some of the STI targets towards the end of the year, the rationale and impact on final payouts were disclosed. The adjustments did not raise payouts for the company performance portion above the target level and aggregate payouts were lower than the prior year.
Newmont Corporation	04/21/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nexstar Media Group, Inc.	06/13/2022	Management	1	Yes	Elect Director Bernadette S. Aulestia	For	For	For	For	Votes AGAINST non-independent nominee Lisbeth McNabb are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nexstar Media Group, Inc.	06/13/2022	Management	2	Yes	Elect Director Dennis J. FitzSimons	For	For	For	For	Votes AGAINST non-independent nominee Lisbeth McNabb are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nexstar Media Group, Inc.	06/13/2022	Management	3	Yes	Elect Director C. Thomas McMillen	For	For	For	For	Votes AGAINST non-independent nominee Lisbeth McNabb are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nexstar Media Group, Inc.	06/13/2022	Management	4	Yes	Elect Director Lisbeth McNabb	For	For	Against	Against	Votes AGAINST non-independent nominee Lisbeth McNabb are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nexstar Media Group, Inc.	06/13/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nexstar Media Group, Inc.	06/13/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Nexstar Media Group, Inc.	06/13/2022	Management	7	Yes	Eliminate Class B and Class C Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the charter amendment is housekeeping in nature and would not diminish the rights of shareholders.
NextEra Energy, Inc.	05/19/2022	Management	1	Yes	Elect Director Sherry S. Barrat	For	For	Against	Against	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	2	Yes	Elect Director James L. Camaren	For	For	Against	Against	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	3	Yes	Elect Director Kenneth B. Dunn	For	For	Against	Against	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NextEra Energy, Inc.	05/19/2022	Management	4	Yes	Elect Director Naren K. Gursahaney	For	For	For	For	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	5	Yes	Elect Director Kirk S. Hachigian	For	For	For	For	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	6	Yes	Elect Director John W. Ketchum	For	For	For	For	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	7	Yes	Elect Director Amy B. Lane	For	For	For	For	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	8	Yes	Elect Director David L. Porges	For	For	For	For	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	9	Yes	Elect Director James L. Robo	For	For	Against	Against	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	10	Yes	Elect Director Rudy E. Schupp	For	For	Against	Against	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	11	Yes	Elect Director John L. Skolds	For	For	For	For	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	12	Yes	Elect Director John Arthur Stall	For	For	For	For	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	13	Yes	Elect Director Darryl L. Wilson	For	For	For	For	Votes AGAINST Board Chair James Robo and Lead Director Sherry Barrat are also warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Sherry Barrat, James Camaren, Kenneth Dunn and Rudy Schupp are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/19/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NextEra Energy, Inc.	05/19/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
NextEra Energy, Inc.	05/19/2022	Shareholder	16	Yes	Disclose a Board Diversity and Qualifications Matrix	Against	Against	For	For	A vote FOR this proposal is warranted because: * A policy to disclose the diversity at board level is consistent with the company's stated policies and current initiatives for promoting diversity at the workplace; and * The resolution does not appear to fetter the company's ability to promote or recruit experienced competent executives with suitable skill sets specific to the company's needs.

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NextEra Energy, Inc.	05/19/2022	Shareholder	17	Yes	Report on Effectiveness of Diversity, Equity and Inclusion Efforts and Metrics	Against	For	For	For	A vote FOR this proposal is warranted, as additional diversity-related disclosure would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
Nielsen Holdings Plc	05/17/2022	Management	1	Yes	Elect Director James A. Attwood, Jr.	For	For	Against	Against	Votes AGAINST James (Jim) Attwood Jr. and Karen Hoguet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nielsen Holdings Plc	05/17/2022	Management	2	Yes	Elect Director Thomas H. Castro	For	For	For	For	Votes AGAINST James (Jim) Attwood Jr. and Karen Hoguet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nielsen Holdings Plc	05/17/2022	Management	3	Yes	Elect Director Guerrino De Luca	For	For	For	For	Votes AGAINST James (Jim) Attwood Jr. and Karen Hoguet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nielsen Holdings Plc	05/17/2022	Management	4	Yes	Elect Director Karen M. Hoguet	For	For	Against	Against	Votes AGAINST James (Jim) Attwood Jr. and Karen Hoguet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nielsen Holdings Plc	05/17/2022	Management	5	Yes	Elect Director David Kenny	For	For	For	For	Votes AGAINST James (Jim) Attwood Jr. and Karen Hoguet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nielsen Holdings Plc	05/17/2022	Management	6	Yes	Elect Director Janice Marinelli Mazza	For	For	For	For	Votes AGAINST James (Jim) Attwood Jr. and Karen Hoguet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nielsen Holdings Plc	05/17/2022	Management	7	Yes	Elect Director Jonathan F. Miller	For	For	For	For	Votes AGAINST James (Jim) Attwood Jr. and Karen Hoguet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nielsen Holdings Plc	05/17/2022	Management	8	Yes	Elect Director Stephanie Plaines	For	For	For	For	Votes AGAINST James (Jim) Attwood Jr. and Karen Hoguet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nielsen Holdings Plc	05/17/2022	Management	9	Yes	Elect Director Nancy Tellem	For	For	For	For	Votes AGAINST James (Jim) Attwood Jr. and Karen Hoguet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nielsen Holdings Plc	05/17/2022	Management	10	Yes	Elect Director Lauren Zalaznick	For	For	For	For	Votes AGAINST James (Jim) Attwood Jr. and Karen Hoguet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nielsen Holdings Plc	05/17/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nielsen Holdings Plc	05/17/2022	Management	12	Yes	Reappoint Ernst & Young LLP as UK Statutory Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nielsen Holdings Plc	05/17/2022	Management	13	Yes	Authorize the Audit Committee to Fix Remuneration of UK Statutory Auditor	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns have been identified.
Nielsen Holdings Plc	05/17/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. The annual bonus was based entirely on pre-set financial metrics with rigorous performance targets. The long-term incentive program utilizes a multi-year performance period and discloses forward-looking targets. Additionally, though the company granted one-time performance option grant, the value of the award was modest and requires significant share price appreciation in order to vest. Finally, closing-cycle performance equity vested below target, which aligns with recent company performance. However, there are concerns regarding the increase in the CEO's LTI grant value amid sustained negative TSR. The one-time performance option grant also utilizes only a 21 consecutive trading day stock price hurdle, which could reward executives for a short-term peaks in performance. Continued close monitoring of equity award practices is warranted.
Nielsen Holdings Plc	05/17/2022	Management	15	Yes	Approve Remuneration Report	For	For	For	For	As the company is classified as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR this proposal is warranted.
Nielsen Holdings Plc	05/17/2022	Management	16	Yes	Authorize Issue of Equity	For	For	Against	Against	A vote AGAINST Item 7 is warranted because the potential share capital increase is considered excessive. A vote FOR Items 8 and 9 is warranted as the proposed amount falls within recommended limits.
Nielsen Holdings Plc	05/17/2022	Management	17	Yes	Authorize Issue of Equity without Pre-emptive Rights	For	For	For	For	A vote AGAINST Item 7 is warranted because the potential share capital increase is considered excessive. A vote FOR Items 8 and 9 is warranted as the proposed amount falls within recommended limits.
Nielsen Holdings Plc	05/17/2022	Management	18	Yes	Authorize Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	For	A vote AGAINST Item 7 is warranted because the potential share capital increase is considered excessive. A vote FOR Items 8 and 9 is warranted as the proposed amount falls within recommended limits.
Nielsen Holdings Plc	05/17/2022	Management	19	Yes	Approve Share Repurchase Contracts and Repurchase Counterparties	For	For	For	For	A vote FOR this proposal is warranted given a lack of significant concerns regarding the terms of the repurchase contracts.
NiSource Inc.	05/24/2022	Management	1	Yes	Elect Director Peter A. Altabef	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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NiSource Inc.	05/24/2022	Management	2	Yes	Elect Director Sondra L. Barbour	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	3	Yes	Elect Director Theodore H. Bunting, Jr.	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	4	Yes	Elect Director Eric L. Butler	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	5	Yes	Elect Director Aristides S. Candris	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	6	Yes	Elect Director Deborah A. Henretta	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	7	Yes	Elect Director Deborah A. P. Hersman	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	8	Yes	Elect Director Michael E. Jesanis	For	For	Against	Against	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	9	Yes	Elect Director William D. Johnson	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	10	Yes	Elect Director Kevin T. Kabat	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	11	Yes	Elect Director Cassandra S. Lee	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	12	Yes	Elect Director Lloyd M. Yates	For	For	For	For	Votes AGAINST Michael Jesanis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/24/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
NiSource Inc.	05/24/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NiSource Inc.	05/24/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 10 percent would improve shareholders' ability to use the special meeting right while the risk of abuse of the right would remain small.
Nordson Corporation	03/01/2022	Management	1	Yes	Elect Director John A. DeFord	For	For	For	For	WITHHOLD votes for Victor (Vic) Richey Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nordson Corporation	03/01/2022	Management	2	Yes	Elect Director Jennifer A. Parmentier	For	For	For	For	WITHHOLD votes for Victor (Vic) Richey Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nordson Corporation	03/01/2022	Management	3	Yes	Elect Director Victor L. Richey, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Victor (Vic) Richey Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nordson Corporation	03/01/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nordson Corporation	03/01/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely performance-based and long-term performance awards utilize multi-year performance periods. Rationale and details for the modification to the FY20 performance shares metrics were fully disclosed and the one-time retention equity award is modest and entirely performance-based.
Norfolk Southern Corporation	05/12/2022	Management	1	Yes	Elect Director Thomas D. Bell, Jr.	For	For	Against	Against	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	2	Yes	Elect Director Mitchell E. Daniels, Jr.	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	3	Yes	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	4	Yes	Elect Director John C. Huffard, Jr.	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	5	Yes	Elect Director Christopher T. Jones	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Norfolk Southern Corporation	05/12/2022	Management	6	Yes	Elect Director Thomas C. Kelleher	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	7	Yes	Elect Director Steven F. Leer	For	For	Against	Against	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	8	Yes	Elect Director Michael D. Lockhart	For	For	Against	Against	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	9	Yes	Elect Director Amy E. Miles	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	10	Yes	Elect Director Claude Mongeau	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	11	Yes	Elect Director Jennifer F. Scanlon	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	12	Yes	Elect Director Alan H. Shaw	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	13	Yes	Elect Director James A. Squires	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	14	Yes	Elect Director John R. Thompson	For	For	For	For	Votes AGAINST Steven Leer, Thomas Bell Jr. and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/12/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Norfolk Southern Corporation	05/12/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures. In addition, the majority of equity awards are performance based and utilize multi-year performance periods.
Norfolk Southern Corporation	05/12/2022	Shareholder	17	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 20 percent to 10 percent would improve shareholders' ability to use the special meeting right and no single shareholder would be able to act unilaterally to call a special meeting at the proposed threshold.
Northern Trust Corporation	04/26/2022	Management	1	Yes	Elect Director Linda Walker Bynoe	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/26/2022	Management	2	Yes	Elect Director Susan Crown	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/26/2022	Management	3	Yes	Elect Director Dean M. Harrison	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/26/2022	Management	4	Yes	Elect Director Jay L. Henderson	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/26/2022	Management	5	Yes	Elect Director Marcy S. Klevorn	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Northern Trust Corporation	04/26/2022	Management	6	Yes	Elect Director Siddharth N. "Bobby" Mehta	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northern Trust Corporation	04/26/2022	Management	7	Yes	Elect Director Michael G. O'Grady	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northern Trust Corporation	04/26/2022	Management	8	Yes	Elect Director Jose Luis Prado	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northern Trust Corporation	04/26/2022	Management	9	Yes	Elect Director Martin P. Slark	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northern Trust Corporation	04/26/2022	Management	10	Yes	Elect Director David H. B. Smith, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northern Trust Corporation	04/26/2022	Management	11	Yes	Elect Director Donald Thompson	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northern Trust Corporation	04/26/2022	Management	12	Yes	Elect Director Charles A. Tribbett, III	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northern Trust Corporation	04/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Long-term equity awards are primarily performance based and utilize a multi-year performance period. However, some concern is noted regarding the largely discretionary annual incentive	
Northern Trust Corporation	04/26/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Northrop Grumman Corporatio	05/18/2022	Management	1	Yes	Elect Director Kathy J. Warden	For	For	For	For	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northrop Grumman Corporatio	05/18/2022	Management	2	Yes	Elect Director David P. Abney	For	For	For	For	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northrop Grumman Corporatio	05/18/2022	Management	3	Yes	Elect Director Marianne C. Brown	For	For	For	For	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northrop Grumman Corporatio	05/18/2022	Management	4	Yes	Elect Director Donald E. Felsinger	For	For	Against	Against	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northrop Grumman Corporatio	05/18/2022	Management	5	Yes	Elect Director Ann M. Fudge	For	For	For	For	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northrop Grumman Corporatio	05/18/2022	Management	6	Yes	Elect Director William H. Hernandez	For	For	For	For	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Northrop Grumman Corporatio	05/18/2022	Management	7	Yes	Elect Director Madeleine A. Kleiner	For	For	Against	Against	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Northrop Grumman Corporation	05/18/2022	Management	8	Yes	Elect Director Karl J. Krapek	For	For	Against	Against	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/18/2022	Management	9	Yes	Elect Director Graham N. Robinson	For	For	For	For	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/18/2022	Management	10	Yes	Elect Director Gary Roughead	For	For	For	For	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/18/2022	Management	11	Yes	Elect Director Thomas M. Schoewe	For	For	For	For	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/18/2022	Management	12	Yes	Elect Director James S. Turley	For	For	For	For	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/18/2022	Management	13	Yes	Elect Director Mark A. Welsh, III	For	For	For	For	Votes AGAINST Donald Felsinger, Madeleine Kleiner and Karl Krapek are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/18/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Northrop Grumman Corporation	05/18/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northrop Grumman Corporation	05/18/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 25 percent to 10 percent would enhance shareholders' rights.
Norwegian Cruise Line Holdings	06/16/2022	Management	1	Yes	Elect Director Frank J. Del Rio	For	For	For	For	A vote FOR the director nominees is warranted.
Norwegian Cruise Line Holdings	06/16/2022	Management	2	Yes	Elect Director Harry C. Curtis	For	For	For	For	A vote FOR the director nominees is warranted.
Norwegian Cruise Line Holdings	06/16/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee has demonstrated only a limited degree of responsiveness to shareholders' concerns following a failed say-on-pay vote last year. While the committee made certain positive changes, shareholders may have expected an affirmative commitment to not repeat incentive program adjustments and one-time awards in connection with the impacts of the ongoing pandemic. In addition, although the CEO's pay declined year-over-year given that he did not receive any one-time awards or payouts, his total pay remained relatively high. Some shareholders may object to the company's continued comparing of pay to peers that reflect the company's pre-pandemic economic situation and not the current reality of severe negative impacts to the company's financial and operational performance as well as share price. The CEO's elevated pay level is not substantiated by long-term share price or financial performance.
Norwegian Cruise Line Holdings	06/16/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Norwegian Cruise Line Holdings	06/16/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Norwegian Cruise Line Holdings	06/16/2022	Shareholder	6	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
NOV Inc.	05/24/2022	Management	1	Yes	Elect Director Clay C. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	2	Yes	Elect Director Greg L. Armstrong	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	3	Yes	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	4	Yes	Elect Director Ben A. Guill	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NOV Inc.	05/24/2022	Management	5	Yes	Elect Director James T. Hackett	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	6	Yes	Elect Director David D. Harrison	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	7	Yes	Elect Director Eric L. Mattson	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	8	Yes	Elect Director Melody B. Meyer	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	9	Yes	Elect Director William R. Thomas	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	10	Yes	Elect Director Robert S. Welborn	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/24/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
NOV Inc.	05/24/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Novavax, Inc.	06/16/2022	Management	1	Yes	Elect Director Rachel K. King	For	For	For	For	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Novavax, Inc.	06/16/2022	Management	2	Yes	Elect Director James F. Young	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Young are warranted for serving as a non-independent member of a key board committee. A vote FOR Rachel K. King is warranted.
Novavax, Inc.	06/16/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	WITHHOLD votes for James (Jim) Young are warranted for serving as a non-independent member of a key board committee. A vote FOR Rachel K. King is warranted.
Novavax, Inc.	06/16/2022	Management	4	Yes	Amend Certificate of Incorporation to Eliminate Supermajority Voting Provisions	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Novavax, Inc.	06/16/2022	Management	5	Yes	Amend By-laws to Eliminate Supermajority Voting Provisions	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Novavax, Inc.	06/16/2022	Management	6	Yes	Provide Proxy Access Right	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Novavax, Inc.	06/16/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this bylaw amendment is warranted as approval of this item would ensure that the company adopts proxy access on market standard terms that would enhance shareholders' rights.
Novavax, Inc.	06/16/2022	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted based on an evaluation of the proposed amendments.
Novavax, Inc.	06/16/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
NRG Energy, Inc.	04/28/2022	Management	1	Yes	Elect Director E. Spencer Abraham	For	For	For	For	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
NRG Energy, Inc.	04/28/2022	Management	2	Yes	Elect Director Antonio Carrillo	For	For	For	For	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/28/2022	Management	3	Yes	Elect Director Matthew Carter, Jr.	For	For	For	For	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
										Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NRG Energy, Inc.	04/28/2022	Management	4	Yes	Elect Director Lawrence S. Coben	For	For	Against	Against	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/28/2022	Management	5	Yes	Elect Director Heather Cox	For	For	For	For	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/28/2022	Management	6	Yes	Elect Director Elisabeth B. Donohue	For	For	For	For	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/28/2022	Management	7	Yes	Elect Director Mauricio Gutierrez	For	For	For	For	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/28/2022	Management	8	Yes	Elect Director Paul W. Hobby	For	For	For	For	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/28/2022	Management	9	Yes	Elect Director Alexandra Pruner	For	For	For	For	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/28/2022	Management	10	Yes	Elect Director Anne C. Schaumburg	For	For	Against	Against	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/28/2022	Management	11	Yes	Elect Director Thomas H. Weidemeyer	For	For	Against	Against	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/28/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes AGAINST Lawrence Coben, Anne Schaumburg and Thomas Weidemeyer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/28/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote FOR this proposal is warranted. The majority of CEO pay is conditioned on objective financial performance metrics, resulting in an alignment between CEO pay and company performance.
Nuance Communications, Inc.	03/01/2022	Management	1	Yes	Elect Director Mark Benjamin	For	For	For	For	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nuance Communications, Inc.	03/01/2022	Management	2	Yes	Elect Director Daniel Brennan	For	For	For	For	WITHHOLD votes for Mark Laret are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nuance Communications, Inc.	03/01/2022	Management	3	Yes	Elect Director Lloyd Carney	For	For	For	For	WITHHOLD votes for Mark Laret are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nuance Communications, Inc.	03/01/2022	Management	4	Yes	Elect Director Thomas Ebling	For	For	For	For	WITHHOLD votes for Mark Laret are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nuance Communications, Inc.	03/01/2022	Management	5	Yes	Elect Director Robert Finocchio	For	For	For	For	WITHHOLD votes for Mark Laret are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nuance Communications, Inc.	03/01/2022	Management	6	Yes	Elect Director Laura S. Kaiser	For	For	For	For	WITHHOLD votes for Mark Laret are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nuance Communications, Inc.	03/01/2022	Management	7	Yes	Elect Director Michal Katz	For	For	For	For	WITHHOLD votes for Mark Laret are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nuance Communications, Inc.	03/01/2022	Management	8	Yes	Elect Director Mark Laret	For	For	Withhold	Withhold	WITHHOLD votes for Mark Laret are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nuance Communications, Inc.	03/01/2022	Management	9	Yes	Elect Director Sanjay Vaswani	For	For	For	For	WITHHOLD votes for Mark Laret are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Nuance Communications, Inc.	03/01/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Nuance Communications, Inc.	03/01/2022	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nucor Corporation	05/12/2022	Management	1	Yes	Elect Director Norma B. Clayton	For	For	For	For	WITHHOLD votes for John Walker and Christopher (Chris) Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/12/2022	Management	2	Yes	Elect Director Patrick J. Dempsey	For	For	For	For	WITHHOLD votes for John Walker and Christopher (Chris) Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/12/2022	Management	3	Yes	Elect Director Christopher J. Kearney	For	For	Withhold	Withhold	WITHHOLD votes for John Walker and Christopher (Chris) Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Nucor Corporation	05/12/2022	Management	4	Yes	Elect Director Laurette T. Koellner	For	For	For	For	WITHHOLD votes for John Walker and Christopher (Chris) Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/12/2022	Management	5	Yes	Elect Director Joseph D. Rupp	For	For	For	For	WITHHOLD votes for John Walker and Christopher (Chris) Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/12/2022	Management	6	Yes	Elect Director Leon J. Topalian	For	For	For	For	WITHHOLD votes for John Walker and Christopher (Chris) Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/12/2022	Management	7	Yes	Elect Director John H. Walker	For	For	Withhold	Withhold	WITHHOLD votes for John Walker and Christopher (Chris) Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/12/2022	Management	8	Yes	Elect Director Nadja Y. West	For	For	For	For	WITHHOLD votes for John Walker and Christopher (Chris) Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/12/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nucor Corporation	05/12/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
nVent Electric Plc	05/13/2022	Management	1	Yes	Elect Director Jerry W. Burris	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric Plc	05/13/2022	Management	2	Yes	Elect Director Susan M. Cameron	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric Plc	05/13/2022	Management	3	Yes	Elect Director Michael L. Ducker	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric Plc	05/13/2022	Management	4	Yes	Elect Director Randall J. Hogan	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric Plc	05/13/2022	Management	5	Yes	Elect Director Danita K. Ostling	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric Plc	05/13/2022	Management	6	Yes	Elect Director Nicola Palmer	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric Plc	05/13/2022	Management	7	Yes	Elect Director Herbert K. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric Plc	05/13/2022	Management	8	Yes	Elect Director Greg Scheu	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric Plc	05/13/2022	Management	9	Yes	Elect Director Beth A. Wozniak	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric Plc	05/13/2022	Management	10	Yes	Elect Director Jacqueline Wright	For	For	For	For	A vote FOR all director nominees is warranted.
nVent Electric Plc	05/13/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
nVent Electric Plc	05/13/2022	Management	12	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
nVent Electric Plc	05/13/2022	Management	13	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
nVent Electric Plc	05/13/2022	Management	14	Yes	Authorize the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
nVent Electric Plc	05/13/2022	Management	15	Yes	Authorize Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
NVIDIA Corporation	06/02/2022	Management	1	Yes	Elect Director Robert K. Burgess	For	For	For	For	Votes AGAINST Mark Perry, Tench Coxé, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	2	Yes	Elect Director Tench Coxé	For	For	Against	Against	Votes AGAINST Mark Perry, Tench Coxé, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	3	Yes	Elect Director John O. Dabiri	For	For	For	For	Votes AGAINST Mark Perry, Tench Coxé, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	4	Yes	Elect Director Persis S. Drell	For	For	For	For	Votes AGAINST Mark Perry, Tench Coxé, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	5	Yes	Elect Director Jen-Hsun Huang	For	For	For	For	Votes AGAINST Mark Perry, Tench Coxé, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	6	Yes	Elect Director Dawn Hudson	For	For	For	For	Votes AGAINST Mark Perry, Tench Coxé, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	7	Yes	Elect Director Harvey C. Jones	For	For	Against	Against	Votes AGAINST Mark Perry, Tench Coxé, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NVIDIA Corporation	06/02/2022	Management	8	Yes	Elect Director Michael G. McCaffery	For	For	For	For	Votes AGAINST Mark Perry, Tench Coxo, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	9	Yes	Elect Director Stephen C. Neal	For	For	For	For	Votes AGAINST Mark Perry, Tench Coxo, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	10	Yes	Elect Director Mark L. Perry	For	For	Against	Against	Votes AGAINST Mark Perry, Tench Coxo, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	11	Yes	Elect Director A. Brooke Seawell	For	For	Against	Against	Votes AGAINST Mark Perry, Tench Coxo, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	12	Yes	Elect Director Aarti Shah	For	For	For	For	Votes AGAINST Mark Perry, Tench Coxo, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	13	Yes	Elect Director Mark A. Stevens	For	For	Against	Against	Votes AGAINST Mark Perry, Tench Coxo, Harvey Jones, A. Brooke Seawell and Mark Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/02/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are based on a pre-set GAAP financial goal and long-term incentive equity awards are entirely performance-based for the CEO.
NVIDIA Corporation	06/02/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NVIDIA Corporation	06/02/2022	Management	16	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted. The proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
NVIDIA Corporation	06/02/2022	Management	17	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 8.38 percent is acceptable.
NVR, Inc.	05/04/2022	Management	1	Yes	Elect Director Paul C. Saville	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/04/2022	Management	2	Yes	Elect Director C. E. Andrews	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/04/2022	Management	3	Yes	Elect Director Sallie B. Bailey	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/04/2022	Management	4	Yes	Elect Director Thomas D. Eckert	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/04/2022	Management	5	Yes	Elect Director Alfred E. Festa	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/04/2022	Management	6	Yes	Elect Director Alexandra A. Jung	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NVR, Inc.	05/04/2022	Management	7	Yes	Elect Director Mel Martinez	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/04/2022	Management	8	Yes	Elect Director David A. Preiser	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/04/2022	Management	9	Yes	Elect Director W. Grady Rosier	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/04/2022	Management	10	Yes	Elect Director Susan Williamson Ross	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST David Preiser, Charles Andrews, Alfred (Fred) Festa and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/04/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NVR, Inc.	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on pre-set, objective metrics, and the NEOs did not receive equity following front-loaded awards in prior years. Further, CEO pay and company performance are reasonably aligned at this time.
NXP Semiconductors N.V.	06/01/2022	Management	1	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this proposal is warranted because of the absence of concern with the company's audit procedures or its auditors.
NXP Semiconductors N.V.	06/01/2022	Management	2	Yes	Approve Discharge of Board Members	For	For	For	For	A vote FOR this proposal is warranted because of the absence of any information about significant and compelling controversies suggesting that the board is not fulfilling its fiduciary duties.
NXP Semiconductors N.V.	06/01/2022	Management	3	Yes	Reelect Kurt Sievers as Executive Director	For	For	For	For	Votes AGAINST Sir Peter Bonfield are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Julie Southern, Jasmin Staiblin and Karl-Henrik Sundstrom are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR all other director nominees are warranted.
NXP Semiconductors N.V.	06/01/2022	Management	4	Yes	Reelect Peter Bonfield as Non-Executive Director	For	For	Against	Against	Votes AGAINST Sir Peter Bonfield are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Julie Southern, Jasmin Staiblin and Karl-Henrik Sundstrom are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR all other director nominees are warranted.
NXP Semiconductors N.V.	06/01/2022	Management	5	Yes	Reelect Annette Clayton as Non-Executive Director	For	For	For	For	Votes AGAINST Sir Peter Bonfield are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Julie Southern, Jasmin Staiblin and Karl-Henrik Sundstrom are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR all other director nominees are warranted.
NXP Semiconductors N.V.	06/01/2022	Management	6	Yes	Reelect Anthony Foxx as Non-Executive Director	For	For	For	For	Votes AGAINST Sir Peter Bonfield are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Julie Southern, Jasmin Staiblin and Karl-Henrik Sundstrom are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR all other director nominees are warranted.
NXP Semiconductors N.V.	06/01/2022	Management	7	Yes	Elect Chunyuan Gu as Non-Executive Director	For	For	For	For	Votes AGAINST Sir Peter Bonfield are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Julie Southern, Jasmin Staiblin and Karl-Henrik Sundstrom are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR all other director nominees are warranted.
NXP Semiconductors N.V.	06/01/2022	Management	8	Yes	Reelect Lena Olving as Non-Executive Director	For	For	For	For	Votes AGAINST Sir Peter Bonfield are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Julie Southern, Jasmin Staiblin and Karl-Henrik Sundstrom are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR all other director nominees are warranted.
NXP Semiconductors N.V.	06/01/2022	Management	9	Yes	Reelect Julie Southern as Non-Executive Director	For	For	Against	Against	Votes AGAINST Sir Peter Bonfield are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Julie Southern, Jasmin Staiblin and Karl-Henrik Sundstrom are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR all other director nominees are warranted.

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NXP Semiconductors N.V.	06/01/2022	Management	10	Yes	Reelect Jasmin Staiblin as Non-Executive Director	For	For	Against	Against	Votes AGAINST Sir Peter Bonfield are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Julie Southern, Jasmin Staiblin and Karl-Henrik Sundstrom are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR all other director nominees are warranted.
NXP Semiconductors N.V.	06/01/2022	Management	11	Yes	Reelect Gregory Summe as Non-Executive Director	For	For	For	For	Votes AGAINST Sir Peter Bonfield are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Julie Southern, Jasmin Staiblin and Karl-Henrik Sundstrom are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR all other director nominees are warranted.
NXP Semiconductors N.V.	06/01/2022	Management	12	Yes	Reelect Karl-Henrik Sundstrom as Non-Executive Director	For	For	Against	Against	Votes AGAINST Sir Peter Bonfield are warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Audit Committee members Julie Southern, Jasmin Staiblin and Karl-Henrik Sundstrom are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR all other director nominees are warranted.
NXP Semiconductors N.V.	06/01/2022	Management	13	Yes	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital	For	For	For	For	A vote FOR these proposals is warranted because the authority is in line with commonly used safeguards regarding volume and duration.
NXP Semiconductors N.V.	06/01/2022	Management	14	Yes	Authorize Board to Exclude Preemptive Rights from Share Issuances	For	For	For	For	A vote FOR these proposals is warranted because the authority is in line with commonly used safeguards regarding volume and duration.
NXP Semiconductors N.V.	06/01/2022	Management	15	Yes	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this proposal is warranted. This proposal would allow the company to repurchase up to 10 percent of issued share capital, for up to 110 percent of the share price prior to the repurchase. There are no particular concerns regarding shareholders' ability to participate in the buyback program, and no history of abuse of previous buyback authorities.
NXP Semiconductors N.V.	06/01/2022	Management	16	Yes	Approve Cancellation of Ordinary Shares	For	For	For	For	Votes AGAINST this proposal are warranted. The proxy discloses the shareholder engagement efforts taken after the prior year's relatively low say-on-pay support, as well as the feedback received from shareholders. Although some shareholders would still prefer for an additional metric to be utilized under the LTI plan, the company has made some improvements to its compensation practices in response to shareholder feedback, including the introduction of an ESG metric for the FY2022 annual incentive plan, increased disclosure regarding ESG goals and how they relate to the company's business, and a reduction in the threshold payout level for PSU awards from 50 to 25 percent of target. Nevertheless, The company provided sizable perquisites to the CEO and to NEO Owen during the year in review. These perquisites included a company car payment of \$27,018 and tax gross-up payments of \$41,544 for the CEO. Shareholders should continue to closely monitor the company's compensation practices, as the company's say-on-pay has received relatively low support for two consecutive years.
NXP Semiconductors N.V.	06/01/2022	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	
O'Reilly Automotive, Inc.	05/12/2022	Management	1	Yes	Elect Director David O'Reilly	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Jay Burchfield, Thomas Hendrickson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Jay Burchfield, Thomas Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/12/2022	Management	2	Yes	Elect Director Larry O'Reilly	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Jay Burchfield, Thomas Hendrickson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Jay Burchfield, Thomas Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/12/2022	Management	3	Yes	Elect Director Greg Henslee	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Jay Burchfield, Thomas Hendrickson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Jay Burchfield, Thomas Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/12/2022	Management	4	Yes	Elect Director Jay D. Burchfield	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Jay Burchfield, Thomas Hendrickson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Jay Burchfield, Thomas Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/12/2022	Management	5	Yes	Elect Director Thomas T. Hendrickson	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Jay Burchfield, Thomas Hendrickson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Jay Burchfield, Thomas Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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O'Reilly Automotive, Inc.	05/12/2022	Management	6	Yes	Elect Director John R. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Jay Burchfield, Thomas Hendrickson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Jay Burchfield, Thomas Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/12/2022	Management	7	Yes	Elect Director Dana M. Perlman	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Jay Burchfield, Thomas Hendrickson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Jay Burchfield, Thomas Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/12/2022	Management	8	Yes	Elect Director Maria A. Sastre	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Jay Burchfield, Thomas Hendrickson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Jay Burchfield, Thomas Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/12/2022	Management	9	Yes	Elect Director Andrea M. Weiss	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Jay Burchfield, Thomas Hendrickson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Jay Burchfield, Thomas Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/12/2022	Management	10	Yes	Elect Director Fred Whitfield	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Henslee, Jay Burchfield, Thomas Hendrickson, John Murphy, Larry O'Reilly and David O'Reilly are warranted for lack of a majority independent board. Votes AGAINST Jay Burchfield, Thomas Hendrickson and John Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
O'Reilly Automotive, Inc.	05/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time. However, continued monitoring of the pay program is warranted given concerns identified regarding the structure of both the STI and LTI plans.
O'Reilly Automotive, Inc.	05/12/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
O'Reilly Automotive, Inc.	05/12/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold for shareholders to call a special meeting from 15 percent to 10 percent would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right would remain small.
Occidental Petroleum Corporati	05/06/2022	Management	1	Yes	Elect Director Vicky A. Bailey	For	For	For	For	Votes AGAINST board chair Stephen (Steve) Chazen are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporati	05/06/2022	Management	2	Yes	Elect Director Stephen I. Chazen	For	For	Against	Against	Votes AGAINST board chair Stephen (Steve) Chazen are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporati	05/06/2022	Management	3	Yes	Elect Director Andrew Gould	For	For	For	For	Votes AGAINST board chair Stephen (Steve) Chazen are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporati	05/06/2022	Management	4	Yes	Elect Director Carlos M. Gutierrez	For	For	Against	Against	Votes AGAINST board chair Stephen (Steve) Chazen are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporati	05/06/2022	Management	5	Yes	Elect Director Vicki Hollub	For	For	For	For	Votes AGAINST board chair Stephen (Steve) Chazen are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Occidental Petroleum Corporation	05/06/2022	Management	6	Yes	Elect Director William R. Klesse	For	For	For	For	Votes AGAINST board chair Stephen (Steve) Chazen are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/06/2022	Management	7	Yes	Elect Director Jack B. Moore	For	For	For	For	Votes AGAINST board chair Stephen (Steve) Chazen are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/06/2022	Management	8	Yes	Elect Director Avedick B. Poladian	For	For	Against	Against	Votes AGAINST board chair Stephen (Steve) Chazen are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/06/2022	Management	9	Yes	Elect Director Robert M. Shearer	For	For	For	For	Votes AGAINST board chair Stephen (Steve) Chazen are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/06/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. As expected, CEO Hollub's total compensation was lowered for FY21, in response to investor feedback. Annual and long-term incentive programs were largely based on pre-set performance objectives and long-term incentives scheduled to vest in FY21 were not earned due to TSR underperformance. However, while concerns were mitigated for the year in review, investors would benefit from additional disclosure regarding performance ranges in the STI program and a more precise long-term incentive TSR target.
Occidental Petroleum Corporation	05/06/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Occidental Petroleum Corporation	05/06/2022	Shareholder	12	Yes	Report on Quantitative Short, Medium and Long-Term GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as investors would benefit from additional information on interim steps the company is taking to meet its long-term net-zero by 2050 target and how it plans to allocate capital in line with that goal.
OGE Energy Corp.	05/19/2022	Management	1	Yes	Elect Director Frank A. Bozich	For	For	For	For	A vote FOR the director nominees is warranted.
OGE Energy Corp.	05/19/2022	Management	2	Yes	Elect Director Peter D. Clarke	For	For	For	For	A vote FOR the director nominees is warranted.
OGE Energy Corp.	05/19/2022	Management	3	Yes	Elect Director David L. Hauser	For	For	For	For	A vote FOR the director nominees is warranted.
OGE Energy Corp.	05/19/2022	Management	4	Yes	Elect Director Luther C. Kissam, IV	For	For	For	For	A vote FOR the director nominees is warranted.
OGE Energy Corp.	05/19/2022	Management	5	Yes	Elect Director Judy R. McReynolds	For	For	For	For	A vote FOR the director nominees is warranted.
OGE Energy Corp.	05/19/2022	Management	6	Yes	Elect Director David E. Rainbolt	For	For	For	For	A vote FOR the director nominees is warranted.
OGE Energy Corp.	05/19/2022	Management	7	Yes	Elect Director J. Michael Sanner	For	For	For	For	A vote FOR the director nominees is warranted.
OGE Energy Corp.	05/19/2022	Management	8	Yes	Elect Director Sheila G. Talton	For	For	For	For	A vote FOR the director nominees is warranted.
OGE Energy Corp.	05/19/2022	Management	9	Yes	Elect Director Sean Trauschke	For	For	For	For	A vote FOR the director nominees is warranted.
OGE Energy Corp.	05/19/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OGE Energy Corp.	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. Concerns are raised with respect to the single trigger vesting of equity upon a change in control. In addition, the company paid significant tax gross-up on the CFO's relocation expenses.
OGE Energy Corp.	05/19/2022	Management	12	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that a reduction in various approval requirements would improve shareholder rights.
OGE Energy Corp.	05/19/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
OGE Energy Corp.	05/19/2022	Shareholder	14	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted as lower approval requirements would be beneficial for shareholder rights.
Okta, Inc.	06/21/2022	Management	1	Yes	Elect Director Jeff Epstein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Jeffrey (Jeff) Epstein, J. Frederic Kerrest, and Rebecca (Becky) Saeger given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for incumbent nominating and governance committee member Rebecca (Becky) Saeger given the board's failure to remove the problematic capital structure or subject it to a less onerous sunset requirement. WITHHOLD votes are also warranted for Jeffrey (Jeff) Epstein for serving as a director on more than four public company boards.

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Okta, Inc.	06/21/2022	Management	2	Yes	Elect Director J. Frederic Kerrest	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Jeffrey (Jeff) Epstein, J. Frederic Kerrest, and Rebecca (Becky) Saeger given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for incumbent nominating and governance committee member Rebecca (Becky) Saeger given the board's failure to remove the problematic capital structure or subject it to a less onerous sunset requirement. WITHHOLD votes are also warranted for Jeffrey (Jeff) Epstein for serving as a director on more than four public company boards.
Okta, Inc.	06/21/2022	Management	3	Yes	Elect Director Rebecca Saeger	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Jeffrey (Jeff) Epstein, J. Frederic Kerrest, and Rebecca (Becky) Saeger given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for incumbent nominating and governance committee member Rebecca (Becky) Saeger given the board's failure to remove the problematic capital structure or subject it to a less onerous sunset requirement. WITHHOLD votes are also warranted for Jeffrey (Jeff) Epstein for serving as a director on more than four public company boards.
Okta, Inc.	06/21/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Okta, Inc.	06/21/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO and other NEOs received significant equity awards, all of which were entirely time-based. Shareholders generally expect that a significant portion of equity awards be subject to rigorous performance criteria.
Olaplex Holdings, Inc.	06/01/2022	Management	1	Yes	Elect Director Deirdre Findlay	For	For	For	For	WITHHOLD votes for non-independent nominees Tiffany Walden, Michael White and Paula Zusi are warranted for lack of a majority independent board. WITHHOLD votes are also warranted for Michael White and Paula Zusi for serving as non-independent members of a key board committee. A vote FOR Deirdre Findlay is warranted.
Olaplex Holdings, Inc.	06/01/2022	Management	2	Yes	Elect Director Tiffany Walden	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tiffany Walden, Michael White and Paula Zusi are warranted for lack of a majority independent board. WITHHOLD votes are also warranted for Michael White and Paula Zusi for serving as non-independent members of a key board committee. A vote FOR Deirdre Findlay is warranted.
Olaplex Holdings, Inc.	06/01/2022	Management	3	Yes	Elect Director Michael White	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tiffany Walden, Michael White and Paula Zusi are warranted for lack of a majority independent board. WITHHOLD votes are also warranted for Michael White and Paula Zusi for serving as non-independent members of a key board committee. A vote FOR Deirdre Findlay is warranted.
Olaplex Holdings, Inc.	06/01/2022	Management	4	Yes	Elect Director Paula Zusi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tiffany Walden, Michael White and Paula Zusi are warranted for lack of a majority independent board. WITHHOLD votes are also warranted for Michael White and Paula Zusi for serving as non-independent members of a key board committee. A vote FOR Deirdre Findlay is warranted.
Olaplex Holdings, Inc.	06/01/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Old Dominion Freight Line, Inc.	05/18/2022	Management	1	Yes	Elect Director Sherry A. Aaholm	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/18/2022	Management	2	Yes	Elect Director David S. Congdon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/18/2022	Management	3	Yes	Elect Director John R. Congdon, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Old Dominion Freight Line, Inc.	05/18/2022	Management	4	Yes	Elect Director Bradley R. Gabosch	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/18/2022	Management	5	Yes	Elect Director Greg C. Gantt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/18/2022	Management	6	Yes	Elect Director Patrick D. Hanley	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/18/2022	Management	7	Yes	Elect Director John D. Kasarda	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/18/2022	Management	8	Yes	Elect Director Wendy T. Stallings	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/18/2022	Management	9	Yes	Elect Director Thomas A. Stith, III	For	For	For	For	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/18/2022	Management	10	Yes	Elect Director Leo H. Suggs	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/18/2022	Management	11	Yes	Elect Director D. Michael Wray	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Congdon, Greg Gantt, Leo Suggs, John Congdon Jr., John Kasarda and D. Michael Wray are warranted for lack of a majority independent board. WITHHOLD votes for Leo Suggs, John Kasarda and D. Michael Wray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns remain regarding the design of the PIP program, which allows for relatively large maximum payout opportunities, and the one-year performance periods underlying the company's equity grants, the majority of pay remains conditioned on objective financial performance metrics and CEO pay and company performance are reasonably aligned at this time.
Old Dominion Freight Line, Inc.	05/18/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old Republic International Corp	05/26/2022	Management	1	Yes	Elect Director Steven J. Bateman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for John Dixon are warranted for serving as a non-independent member of a key board committee.
Old Republic International Corp	05/26/2022	Management	2	Yes	Elect Director Lisa J. Caldwell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for John Dixon are warranted for serving as a non-independent member of a key board committee.
Old Republic International Corp	05/26/2022	Management	3	Yes	Elect Director John M. Dixon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for John Dixon are warranted for serving as a non-independent member of a key board committee.

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Old Republic International Corp	05/26/2022	Management	4	Yes	Elect Director Glenn W. Reed	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for John Dixon are warranted for serving as a non-independent member of a key board committee.
Old Republic International Corp	05/26/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old Republic International Corp	05/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Old Republic International Corp	05/26/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Olin Corporation	04/28/2022	Management	1	Yes	Elect Director Heidi S. Alderman	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/28/2022	Management	2	Yes	Elect Director Beverley A. Babcock	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/28/2022	Management	3	Yes	Elect Director C. Robert Bunch	For	For	Against	Against	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/28/2022	Management	4	Yes	Elect Director Matthew S. Darnall	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/28/2022	Management	5	Yes	Elect Director Scott D. Ferguson	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/28/2022	Management	6	Yes	Elect Director Earl L. Shipp	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/28/2022	Management	7	Yes	Elect Director Scott M. Sutton	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/28/2022	Management	8	Yes	Elect Director William H. Weideman	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/28/2022	Management	9	Yes	Elect Director W. Anthony Will	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/28/2022	Management	10	Yes	Elect Director Carol A. Williams	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/28/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Olin Corporation	04/28/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ollie's Bargain Outlet Holdings,	06/16/2022	Management	1	Yes	Elect Director Alissa Ahlman	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings,	06/16/2022	Management	2	Yes	Elect Director Robert Fisch	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings,	06/16/2022	Management	3	Yes	Elect Director Stanley Fleishman	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings,	06/16/2022	Management	4	Yes	Elect Director Thomas Hendrickson	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings,	06/16/2022	Management	5	Yes	Elect Director John Swygert	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings,	06/16/2022	Management	6	Yes	Elect Director Stephen White	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings,	06/16/2022	Management	7	Yes	Elect Director Richard Zannino	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings,	06/16/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ollie's Bargain Outlet Holdings,	06/16/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OmnicomGroup Inc.	05/03/2022	Management	1	Yes	Elect Director John D. Wren	For	For	For	For	Votes AGAINST Leonard Coleman Jr., Mary Choksi and Linda Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OmnicomGroup Inc.	05/03/2022	Management	2	Yes	Elect Director Mary C. Choksi	For	For	Against	Against	Votes AGAINST Leonard Coleman Jr., Mary Choksi and Linda Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OmnicomGroup Inc.	05/03/2022	Management	3	Yes	Elect Director Leonard S. Coleman, Jr.	For	For	Against	Against	Votes AGAINST Leonard Coleman Jr., Mary Choksi and Linda Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OmnicomGroup Inc.	05/03/2022	Management	4	Yes	Elect Director Mark D. Gerstein	For	For	For	For	Votes AGAINST Leonard Coleman Jr., Mary Choksi and Linda Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OmnicomGroup Inc.	05/03/2022	Management	5	Yes	Elect Director Ronnie S. Hawkins	For	For	For	For	Votes AGAINST Leonard Coleman Jr., Mary Choksi and Linda Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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OmnicomGroup Inc.	05/03/2022	Management	6	Yes	Elect Director Deborah J. Kissire	For	For	For	For	Votes AGAINST Leonard Coleman Jr., Mary Choksi and Linda Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OmnicomGroup Inc.	05/03/2022	Management	7	Yes	Elect Director Gracia C. Martore	For	For	For	For	Votes AGAINST Leonard Coleman Jr., Mary Choksi and Linda Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OmnicomGroup Inc.	05/03/2022	Management	8	Yes	Elect Director Patricia Salas Pineda	For	For	For	For	Votes AGAINST Leonard Coleman Jr., Mary Choksi and Linda Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OmnicomGroup Inc.	05/03/2022	Management	9	Yes	Elect Director Linda Johnson Rice	For	For	Against	Against	Votes AGAINST Leonard Coleman Jr., Mary Choksi and Linda Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OmnicomGroup Inc.	05/03/2022	Management	10	Yes	Elect Director Valerie M. Williams	For	For	For	For	Votes AGAINST Leonard Coleman Jr., Mary Choksi and Linda Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OmnicomGroup Inc.	05/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are largely based on financial metrics.
OmnicomGroup Inc.	05/03/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OmnicomGroup Inc.	05/03/2022	Shareholder	13	Yes	Report on Political Contributions and Expenditures	Against	Against	For	For	A vote FOR this resolution is warranted as more robust disclosure regarding the company's political contributions and trade association-related activities would allow shareholders to assess the company's management of its political activities and any potential related risks and benefits more comprehensively.
ON Semiconductor Corporation	05/26/2022	Management	1	Yes	Elect Director Atsushi Abe	For	For	Against	Against	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/26/2022	Management	2	Yes	Elect Director Alan Campbell	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/26/2022	Management	3	Yes	Elect Director Susan K. Carter	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/26/2022	Management	4	Yes	Elect Director Thomas L. Deitrich	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/26/2022	Management	5	Yes	Elect Director Gilles Delfassy	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/26/2022	Management	6	Yes	Elect Director Hassane El-Khoury	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/26/2022	Management	7	Yes	Elect Director Bruce E. Kiddoo	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/26/2022	Management	8	Yes	Elect Director Paul A. Mascarenas	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/26/2022	Management	9	Yes	Elect Director Gregory L. Waters	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/26/2022	Management	10	Yes	Elect Director Christine Y. Yan	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ON Semiconductor Corporation	05/26/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OneMain Holdings, Inc.	06/13/2022	Management	1	Yes	Elect Director Valerie Soranno Keating	For	For	For	For	WITHHOLD votes are warranted for incumbent compensation committee members Aneek Mamik and Richard Smith, in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment in the executive pay program. A vote FOR Valerie Soranno Keating is warranted.
OneMain Holdings, Inc.	06/13/2022	Management	2	Yes	Elect Director Aneek S. Mamik	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent compensation committee members Aneek Mamik and Richard Smith, in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment in the executive pay program. A vote FOR Valerie Soranno Keating is warranted.



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OneMain Holdings, Inc.	06/13/2022	Management	3	Yes	Elect Director Richard A. Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent compensation committee members Aneek Mamik and Richard Smith, in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment in the executive pay program. A vote FOR Valerie Soranno Keating is warranted.
OneMain Holdings, Inc.	06/13/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ONEOK, Inc.	05/25/2022	Management	1	Yes	Elect Director Brian L. Derksen	For	For	For	For	Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/25/2022	Management	2	Yes	Elect Director Julie H. Edwards	For	For	Against	Against	Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/25/2022	Management	3	No	Elect Director John W. Gibson *Withdrawn Resolution*					Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/25/2022	Management	4	Yes	Elect Director Mark W. Helderman	For	For	For	For	Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/25/2022	Management	5	Yes	Elect Director Randall J. Larson	For	For	For	For	Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/25/2022	Management	6	Yes	Elect Director Steven J. Malcolm	For	For	For	For	Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/25/2022	Management	7	Yes	Elect Director Jim W. Mogg	For	For	Against	Against	Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/25/2022	Management	8	Yes	Elect Director Pattye L. Moore	For	For	Against	Against	Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/25/2022	Management	9	Yes	Elect Director Pierce H. Norton, II	For	For	Against	Against	Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/25/2022	Management	10	Yes	Elect Director Eduardo A. Rodriguez	For	For	Against	Against	Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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ONEOK, Inc.	05/25/2022	Management	11	Yes	Elect Director Gerald B. Smith	For	For	For	For	Votes AGAINST non-independent nominees Pierce Norton II, Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Julie Edwards, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/25/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ONEOK, Inc.	05/25/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and the majority of the new CEO's compensation is based on objective financial performance metrics.
Opendoor Technologies Inc.	05/25/2022	Management	1	Yes	Elect Director Adam Bain	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Adam Bain, Pueo Keffer, and John Rice given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Opendoor Technologies Inc.	05/25/2022	Management	2	Yes	Elect Director Pueo Keffer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Adam Bain, Pueo Keffer, and John Rice given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Opendoor Technologies Inc.	05/25/2022	Management	3	Yes	Elect Director John Rice	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Adam Bain, Pueo Keffer, and John Rice given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Opendoor Technologies Inc.	05/25/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Opendoor Technologies Inc.	05/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given the unmitigated pay for performance disconnect. The CEO and an NEO received outsized grants of equity, with the CEO grant being made in entirely time-based shares. There is no disclosure indicating whether these grants are intended to represent multiple years of pay.
Organon & Co.	06/07/2022	Management	1	Yes	Elect Director Robert A. Essner	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/07/2022	Management	2	Yes	Elect Director Shelly Lazarus	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/07/2022	Management	3	Yes	Elect Director Cynthia M. Patton	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/07/2022	Management	4	Yes	Elect Director Grace Puma	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid significant tax gross-ups related to relocation expense perquisites to certain executives.
Organon & Co.	06/07/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Organon & Co.	06/07/2022	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Orion Office REIT, Inc.	05/25/2022	Management	1	Yes	Elect Director Paul H. McDowell	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Orion Office REIT, Inc.	05/25/2022	Management	2	Yes	Elect Director Reginald H. Gilyard	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Orion Office REIT, Inc.	05/25/2022	Management	3	Yes	Elect Director Kathleen R. Allen	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Orion Office REIT, Inc.	05/25/2022	Management	4	Yes	Elect Director Richard J. Lieb	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Orion Office REIT, Inc.	05/25/2022	Management	5	Yes	Elect Director Gregory J. Whyte	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Orion Office REIT, Inc.	05/25/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Oshkosh Corporation	02/22/2022	Management	1	Yes	Elect Director Keith J. Allman	For	For	For	For	WITHHOLD votes for Duncan Palmer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	02/22/2022	Management	2	Yes	Elect Director Douglas L. Davis	For	For	For	For	WITHHOLD votes for Duncan Palmer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	02/22/2022	Management	3	Yes	Elect Director Tyrone M. Jordan	For	For	For	For	WITHHOLD votes for Duncan Palmer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	02/22/2022	Management	4	Yes	Elect Director Kimberley Metcalf-Kupres	For	For	For	For	WITHHOLD votes for Duncan Palmer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	02/22/2022	Management	5	Yes	Elect Director Stephen D. Newlin	For	For	For	For	WITHHOLD votes for Duncan Palmer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	02/22/2022	Management	6	Yes	Elect Director Duncan J. Palmer	For	For	Withhold	Withhold	WITHHOLD votes for Duncan Palmer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.

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Oshkosh Corporation	02/22/2022	Management	7	Yes	Elect Director John C. Pfeifer	For	For	For	For	WITHHOLD votes for Duncan Palmer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	02/22/2022	Management	8	Yes	Elect Director Sandra E. Rowland	For	For	For	For	WITHHOLD votes for Duncan Palmer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	02/22/2022	Management	9	Yes	Elect Director John S. Shiely	For	For	For	For	WITHHOLD votes for Duncan Palmer are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	02/22/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oshkosh Corporation	02/22/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Otis Worldwide Corporation	05/19/2022	Management	1	Yes	Elect Director Jeffrey H. Black	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/19/2022	Management	2	Yes	Elect Director Kathy Hopinkah Hannan	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/19/2022	Management	3	Yes	Elect Director Shailesh G. Jejurikar	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/19/2022	Management	4	Yes	Elect Director Christopher J. Kearney	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/19/2022	Management	5	Yes	Elect Director Judith F. Marks	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/19/2022	Management	6	Yes	Elect Director Harold W. McGraw, III	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/19/2022	Management	7	Yes	Elect Director Margaret M. V. Preston	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/19/2022	Management	8	Yes	Elect Director Shelley Stewart, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/19/2022	Management	9	Yes	Elect Director John H. Walker	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Otis Worldwide Corporation	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures and half of equity awards were targeted to be performance based and utilize a multi-year measurement period.
Otis Worldwide Corporation	05/19/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Otis Worldwide Corporation	05/19/2022	Shareholder	12	Yes	Amend Governing Documents Regarding Requirements to Call for a Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the existing one-year holding period requirement is not especially problematic, is consistent with SEC requirements for filing shareholder proposals, and provides a reasonable safeguard against abuse of the right.
Owens Corning	04/14/2022	Management	1	Yes	Elect Director Brian D. Chambers	For	For	For	For	Votes AGAINST W. Howard Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/14/2022	Management	2	Yes	Elect Director Eduardo E. Cordeiro	For	For	For	For	Votes AGAINST W. Howard Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/14/2022	Management	3	Yes	Elect Director Adrienne D. Elsner	For	For	For	For	Votes AGAINST W. Howard Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/14/2022	Management	4	Yes	Elect Director Alfred E. Festa	For	For	For	For	Votes AGAINST W. Howard Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/14/2022	Management	5	Yes	Elect Director Edward F. Lonergan	For	For	For	For	Votes AGAINST W. Howard Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/14/2022	Management	6	Yes	Elect Director Maryann T. Mannen	For	For	For	For	Votes AGAINST W. Howard Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/14/2022	Management	7	Yes	Elect Director Paul E. Martin	For	For	For	For	Votes AGAINST W. Howard Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/14/2022	Management	8	Yes	Elect Director W. Howard Morris	For	For	Against	Against	Votes AGAINST W. Howard Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/14/2022	Management	9	Yes	Elect Director Suzanne P. Nimocks	For	For	For	For	Votes AGAINST W. Howard Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/14/2022	Management	10	Yes	Elect Director John D. Williams	For	For	For	For	Votes AGAINST W. Howard Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/14/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Owens Corning	04/14/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. A majority of cash incentives and equity awards were performance-based, and prior cycle PSUs were earned below target, aligned with performance.

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PACCAR Inc	04/26/2022	Management	1	Yes	Elect Director Mark C. Pigott	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/26/2022	Management	2	Yes	Elect Director Dame Alison J. Carnwath	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/26/2022	Management	3	Yes	Elect Director Franklin L. Feder	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/26/2022	Management	4	Yes	Elect Director R. Preston Feight	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/26/2022	Management	5	Yes	Elect Director Beth E. Ford	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/26/2022	Management	6	Yes	Elect Director Kirk S. Hachigian	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/26/2022	Management	7	Yes	Elect Director Roderick C. McGeary	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

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PACCAR Inc	04/26/2022	Management	8	Yes	Elect Director John M. Pigott	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/26/2022	Management	9	Yes	Elect Director Ganesh Ramaswamy	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/26/2022	Management	10	Yes	Elect Director Mark A. Schulz	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/26/2022	Management	11	Yes	Elect Director Gregory M. E. Spierkel	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory Spierkel are warranted for lack of a majority independent board. Votes AGAINST Dame Alison Carnwath, Kirk Hachigian and Gregory Spierkel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members Dame Alison Carnwath, Franklin (Frank) Feder, Roderick (Rod) McGeary and Gregory Spierkel are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/26/2022	Management	12	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
PACCAR Inc	04/26/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right would remain small.
Packaging Corporation of Amer	05/17/2022	Management	1	Yes	Elect Director Cheryl K. Beebe	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of Amer	05/17/2022	Management	2	Yes	Elect Director Duane C. Farrington	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of Amer	05/17/2022	Management	3	Yes	Elect Director Donna A. Harman	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of Amer	05/17/2022	Management	4	Yes	Elect Director Mark W. Kowlzan	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Packaging Corporation of Amer	05/17/2022	Management	5	Yes	Elect Director Robert C. Lyons	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowizan, Samuel Mencoff, Cheryl Beebe, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of Amer	05/17/2022	Management	6	Yes	Elect Director Thomas P. Maurer	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowizan, Samuel Mencoff, Cheryl Beebe, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of Amer	05/17/2022	Management	7	Yes	Elect Director Samuel M. Mencoff	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowizan, Samuel Mencoff, Cheryl Beebe, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of Amer	05/17/2022	Management	8	Yes	Elect Director Roger B. Porter	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowizan, Samuel Mencoff, Cheryl Beebe, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of Amer	05/17/2022	Management	9	Yes	Elect Director Thomas S. Souleles	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowizan, Samuel Mencoff, Cheryl Beebe, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of Amer	05/17/2022	Management	10	Yes	Elect Director Paul T. Stecko	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowizan, Samuel Mencoff, Cheryl Beebe, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of Amer	05/17/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Packaging Corporation of Amer	05/17/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
PacWest Bancorp	05/10/2022	Management	1	Yes	Elect Director Tanya M. Acker	For	Against	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	2	Yes	Elect Director Paul R. Burke	For	Against	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	3	Yes	Elect Director Craig A. Carlson	For	For	For	For	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	4	Yes	Elect Director John M. Eggemeyer, III	For	For	For	For	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	5	Yes	Elect Director C. William Hosler	For	Against	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PacWest Bancorp	05/10/2022	Management	6	Yes	Elect Director Polly B. Jessen	For	For	For	For	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	7	Yes	Elect Director Susan E. Lester	For	For	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	8	Yes	Elect Director Roger H. Molvar	For	Against	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	9	Yes	Elect Director Robert A. Stine	For	Against	Against	Against	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	10	Yes	Elect Director Paul W. Taylor	For	For	For	For	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	11	Yes	Elect Director Matthew P. Wagner	For	For	For	For	Votes AGAINST compensation committee members Tanya Acker, Paul Burke, C. William Hosler, Roger Molvar, and Robert Stine are warranted in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. Votes AGAINST Susan Lester and Robert Stine are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/10/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Votes AGAINST this proposal is warranted. The compensation committee demonstrated only a limited degree of responsiveness to shareholders' concerns that led to a failed say-on-pay vote last year. While the company provides enhanced disclosure surrounding the CEO's retention award and other aspects of the compensation program and CEO succession planning, the actions taken by the committee do not meaningfully address all of shareholders' expressed concerns, which is paramount following a failed vote. In addition, concerns with respect to goal rigor under the annual and long-term incentive programs underscore a pay-for-performance misalignment. In the wake of shareholder feedback expressing concern regarding goal rigor, some shareholders may find the lowering of certain annual incentive goals concerning given payouts well above target. In addition, relative metrics under the LTI program target the median of peers, which is not considered particularly rigorous. Lastly, concerns are also raised with regards to the tax gross-up paid for the CEO's personal use of aircraft perquisites.
PacWest Bancorp	05/10/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Park Hotels & Resorts Inc.	04/27/2022	Management	1	Yes	Elect Director Thomas J. Baltimore, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Park Hotels & Resorts Inc.	04/27/2022	Management	2	Yes	Elect Director Patricia M. Bedient	For	For	For	For	A vote FOR all director nominees is warranted.
Park Hotels & Resorts Inc.	04/27/2022	Management	3	Yes	Elect Director Thomas D. Eckert	For	For	For	For	A vote FOR all director nominees is warranted.
Park Hotels & Resorts Inc.	04/27/2022	Management	4	Yes	Elect Director Geoffrey M. Garrett	For	For	For	For	A vote FOR all director nominees is warranted.
Park Hotels & Resorts Inc.	04/27/2022	Management	5	Yes	Elect Director Christie B. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
Park Hotels & Resorts Inc.	04/27/2022	Management	6	Yes	Elect Director Joseph I. Lieberman	For	For	For	For	A vote FOR all director nominees is warranted.
Park Hotels & Resorts Inc.	04/27/2022	Management	7	Yes	Elect Director Thomas A. Natelli	For	For	For	For	A vote FOR all director nominees is warranted.
Park Hotels & Resorts Inc.	04/27/2022	Management	8	Yes	Elect Director Timothy J. Naughton	For	For	For	For	A vote FOR all director nominees is warranted.
Park Hotels & Resorts Inc.	04/27/2022	Management	9	Yes	Elect Director Stephen I. Sadove	For	For	For	For	A vote FOR all director nominees is warranted.
Park Hotels & Resorts Inc.	04/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay for performance misalignment concerns have been sufficiently mitigated for the year in review. Annual incentives were largely based on objective performance metrics with improved disclosure of goals and achievements. Granted equity remained majority performance based, and while FY21 grants continue to target merely median performance, the proportion of performance equity will increase for FY22 grants. Additionally, in response to shareholder feedback, the board has committed to not provide special or one-time awards to executive officers absent extraordinary circumstances.

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Park Hotels & Resorts Inc.	04/27/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Park Hotels & Resorts Inc.	04/27/2022	Shareholder	12	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the enhanced guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
Paycom Software, Inc.	05/02/2022	Management	1	Yes	Elect Director Jason D. Clark	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jason Clark, Henry (Ric) Duques, and Chad Richison, in the absence of any incumbent compensation committee members on the ballot this year, are warranted due to insufficient responsiveness to last year's failed say-on-pay vote. WITHHOLD votes for Clark, Duques, and Richison are also warranted given the board's failure to respond to lack of majority support for director Frederick Peters last year, and failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Paycom Software, Inc.	05/02/2022	Management	2	Yes	Elect Director Henry C. Duques	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jason Clark, Henry (Ric) Duques, and Chad Richison, in the absence of any incumbent compensation committee members on the ballot this year, are warranted due to insufficient responsiveness to last year's failed say-on-pay vote. WITHHOLD votes for Clark, Duques, and Richison are also warranted given the board's failure to respond to lack of majority support for director Frederick Peters last year, and failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Paycom Software, Inc.	05/02/2022	Management	3	Yes	Elect Director Chad Richison	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jason Clark, Henry (Ric) Duques, and Chad Richison, in the absence of any incumbent compensation committee members on the ballot this year, are warranted due to insufficient responsiveness to last year's failed say-on-pay vote. WITHHOLD votes for Clark, Duques, and Richison are also warranted given the board's failure to respond to lack of majority support for director Frederick Peters last year, and failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Paycom Software, Inc.	05/02/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Paycom Software, Inc.	05/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although pay and performance are reasonably aligned for the year under review, the compensation committee has not demonstrated sufficient responsiveness to last year's failed say-on-pay vote. After two consecutive failed say-on-pay votes and a lack of majority support for a compensation committee member, the compensation committee does not appear to have taken meaningful action to address shareholders' concerns. Moreover, the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. The total amount of perquisite compensation reported for the CEO is also excessive.
Paycom Software, Inc.	05/02/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PayPal Holdings, Inc.	06/02/2022	Management	1	Yes	Elect Director Rodney C. Adkins	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	2	Yes	Elect Director Jonathan Christodoro	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	3	Yes	Elect Director John J. Donahoe	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	4	Yes	Elect Director David W. Dorman	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	5	Yes	Elect Director Belinda J. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	6	Yes	Elect Director Enrique Lores	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	7	Yes	Elect Director Gail J. McGovern	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	8	Yes	Elect Director Deborah M. Messemer	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	9	Yes	Elect Director David M. Moffett	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	10	Yes	Elect Director Ann M. Sarnoff	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	11	Yes	Elect Director Daniel H. Schulman	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	12	Yes	Elect Director Frank D. Yeary	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	06/02/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentive awards are based primarily on objective financial metrics, and the majority of long-term equity awards are conditioned on multi-year financial performance objectives.
PayPal Holdings, Inc.	06/02/2022	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PayPal Holdings, Inc.	06/02/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PayPal Holdings, Inc.	06/02/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 20 percent to 10 percent would enhance shareholders' rights.

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Paysafe Ltd.	05/25/2022	Management	1	Yes	Elect Director Bruce Lowthers	For	For	For	For	Votes FOR all nominees are warranted.
Paysafe Ltd.	05/25/2022	Management	2	Yes	Elect Director James Murren	For	For	For	For	Votes FOR all nominees are warranted.
Paysafe Ltd.	05/25/2022	Management	3	Yes	Elect Director Jonathan Murphy	For	For	For	For	Votes FOR all nominees are warranted.
Paysafe Ltd.	05/25/2022	Management	4	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Pegasystems Inc.	06/21/2022	Management	1	Yes	Elect Director Alan Trefler	For	For	For	For	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Peter Gyenes and Christopher (Chris) Lafond are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company. Votes AGAINST nominating committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/21/2022	Management	2	Yes	Elect Director Peter Gyenes	For	For	Against	Against	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Peter Gyenes and Christopher (Chris) Lafond are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company. Votes AGAINST nominating committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/21/2022	Management	3	Yes	Elect Director Richard Jones	For	For	Against	Against	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Peter Gyenes and Christopher (Chris) Lafond are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company. Votes AGAINST nominating committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/21/2022	Management	4	Yes	Elect Director Christopher Lafond	For	For	Against	Against	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Peter Gyenes and Christopher (Chris) Lafond are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company. Votes AGAINST nominating committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/21/2022	Management	5	Yes	Elect Director Dianne Ledingham	For	For	For	For	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Peter Gyenes and Christopher (Chris) Lafond are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company. Votes AGAINST nominating committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/21/2022	Management	6	Yes	Elect Director Sharon Rowlands	For	For	For	For	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Peter Gyenes and Christopher (Chris) Lafond are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company. Votes AGAINST nominating committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/21/2022	Management	7	Yes	Elect Director Larry Weber	For	Against	Against	Against	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Peter Gyenes and Christopher (Chris) Lafond are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company. Votes AGAINST nominating committee chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/21/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Pegasystems Inc.	06/21/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Penn National Gaming, Inc.	06/07/2022	Management	1	Yes	Elect Director Barbara Shattuck Kohn	For	For	Withhold	Withhold	WITHHOLD votes for Barbara Shattuck Kohn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Penn National Gaming, Inc.	06/07/2022	Management	2	Yes	Elect Director Ronald J. Naples	For	For	For	For	WITHHOLD votes for Barbara Shattuck Kohn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Penn National Gaming, Inc.	06/07/2022	Management	3	Yes	Elect Director Saul V. Reibstein	For	For	For	For	WITHHOLD votes for Barbara Shattuck Kohn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Penn National Gaming, Inc.	06/07/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Penn National Gaming, Inc.	06/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received a significant increase in his base pay and target annual incentive opportunity and the long-term incentive continues to utilize annual performance periods with overlapping metrics, raising concerns regarding doubled rewards for the same performance that are heightened by maximum payouts for the FY21 performance period under both incentive programs. Further, the magnitude of the CEO's special equity award is excessive.
Penn National Gaming, Inc.	06/07/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Penske Automotive Group, Inc.	05/12/2022	Management	1	Yes	Elect Director John D. Barr	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	2	Yes	Elect Director Lisa A. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	3	Yes	Elect Director Wolfgang Durheimer	For	For	For	For	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	4	Yes	Elect Director Michael R. Eisenson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.



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						Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					
Penske Automotive Group, Inc.	05/12/2022	Management	5	Yes	Elect Director Robert H. Kurnick, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	6	Yes	Elect Director Kimberly J. McWaters	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	7	Yes	Elect Director Kota Odagiri	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	8	Yes	Elect Director Greg Penske	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.
Penske Automotive Group, Inc.	05/12/2022	Management	9	Yes	Elect Director Roger S. Penske	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Penske Automotive Group, Inc.	05/12/2022	Management	10	Yes	Elect Director Sandra E. Pierce	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.	
Penske Automotive Group, Inc.	05/12/2022	Management	11	Yes	Elect Director Greg C. Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.	
Penske Automotive Group, Inc.	05/12/2022	Management	12	Yes	Elect Director Ronald G. Steinhart	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.	
Penske Automotive Group, Inc.	05/12/2022	Management	13	Yes	Elect Director H. Brian Thompson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. WITHHOLD votes for H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Lisa Davis are warranted for serving as a director on more than four public company boards. WITHHOLD votes for audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart are warranted in light of the pledging activity that poses a material risk to shareholders. A vote FOR Wolfgang Durheimer is warranted.	
Penske Automotive Group, Inc.	05/12/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Penske Automotive Group, Inc.	05/12/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Pentair Plc	05/17/2022	Management	1	Yes	Elect Director Mona Abutaleb Stephenson	For	For	For	For	Votes AGAINST David Jones, Glynis Bryan and T. Michael Glenn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pentair Plc	05/17/2022	Management	2	Yes	Elect Director Melissa Barra	For	For	For	For	Votes AGAINST David Jones, Glynis Bryan and T. Michael Glenn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pentair Plc	05/17/2022	Management	3	Yes	Elect Director Glynis A. Bryan	For	For	Against	Against	Votes AGAINST David Jones, Glynis Bryan and T. Michael Glenn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pentair Plc	05/17/2022	Management	4	Yes	Elect Director T. Michael Glenn	For	For	Against	Against	Votes AGAINST David Jones, Glynis Bryan and T. Michael Glenn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pentair Plc	05/17/2022	Management	5	Yes	Elect Director Theodore L. Harris	For	For	For	For	Votes AGAINST David Jones, Glynis Bryan and T. Michael Glenn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pentair Plc	05/17/2022	Management	6	Yes	Elect Director David A. Jones	For	For	Against	Against	Votes AGAINST David Jones, Glynis Bryan and T. Michael Glenn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Pentair Plc	05/17/2022	Management	7	Yes	Elect Director Gregory E. Knight	For	For	For	For	Votes AGAINST David Jones, Glynis Bryan and T. Michael Glenn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair Plc	05/17/2022	Management	8	Yes	Elect Director Michael T. Speetzen	For	For	For	For	Votes AGAINST David Jones, Glynis Bryan and T. Michael Glenn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair Plc	05/17/2022	Management	9	Yes	Elect Director John L. Stauch	For	For	For	For	Votes AGAINST David Jones, Glynis Bryan and T. Michael Glenn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair Plc	05/17/2022	Management	10	Yes	Elect Director Billie I. Williamson	For	For	For	For	Votes AGAINST David Jones, Glynis Bryan and T. Michael Glenn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair Plc	05/17/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were based on pre-set financial performance metrics and half of equity incentives were performance-based, with a multi-year performance period.
Pentair Plc	05/17/2022	Management	12	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pentair Plc	05/17/2022	Management	13	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Pentair Plc	05/17/2022	Management	14	Yes	Renew the Board's Authority to Opt-Out of Statutory Preemption Rights Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Pentair Plc	05/17/2022	Management	15	Yes	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no concerns have been identified.
Penumbra, Inc.	06/01/2022	Management	1	Yes	Elect Director Don Kassing	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Don Kassing, Janet Leeds, and Thomas Wilder III given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Don Kassing for serving as a non-independent member of a key board committee.
Penumbra, Inc.	06/01/2022	Management	2	Yes	Elect Director Thomas Wilder	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Don Kassing, Janet Leeds, and Thomas Wilder III given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Don Kassing for serving as a non-independent member of a key board committee.
Penumbra, Inc.	06/01/2022	Management	3	Yes	Elect Director Janet Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Don Kassing, Janet Leeds, and Thomas Wilder III given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Don Kassing for serving as a non-independent member of a key board committee.
Penumbra, Inc.	06/01/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Penumbra, Inc.	06/01/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
PepsiCo, Inc.	05/04/2022	Management	1	Yes	Elect Director Segun Agbaje	For	For	For	For	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	2	Yes	Elect Director Shona L. Brown	For	For	Against	Against	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	3	Yes	Elect Director Cesar Conde	For	For	For	For	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	4	Yes	Elect Director Ian Cook	For	For	Against	Against	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	5	Yes	Elect Director Edith W. Cooper	For	For	For	For	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	6	Yes	Elect Director Dina Dublon	For	For	Against	Against	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	7	Yes	Elect Director Michelle Gass	For	For	For	For	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	8	Yes	Elect Director Ramon L. Laguarta	For	For	For	For	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PepsiCo, Inc.	05/04/2022	Management	9	Yes	Elect Director Dave Lewis	For	For	For	For	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	10	Yes	Elect Director David C. Page	For	For	For	For	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	11	Yes	Elect Director Robert C. Pohlاد	For	For	For	For	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	12	Yes	Elect Director Daniel Vasella	For	For	Against	Against	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	13	Yes	Elect Director Darren Walker	For	For	For	For	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	14	Yes	Elect Director Alberto Weisser	For	For	For	For	Votes AGAINST Ian Cook, Shona Brown, Dina Dublon and Daniel Vasella are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/04/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PepsiCo, Inc.	05/04/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal use of corporate aircraft and automobile-related perquisites to the CEO.
PepsiCo, Inc.	05/04/2022	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
PepsiCo, Inc.	05/04/2022	Shareholder	18	Yes	Report on Global Public Policy and Political Influence	Against	Against	For	For	A vote FOR this resolution is warranted, as increased global transparency and disclosure around the company's memberships in political organizations and lobbying expenditures, as well as the firm's management- and board-level oversight of spending would help shareholders evaluate the company's management of related risks and benefits more comprehensively.
PepsiCo, Inc.	05/04/2022	Shareholder	19	Yes	Report on Public Health Costs of Food and Beverages Products	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: * Additional disclosure would benefit shareholders by increasing transparency regarding the company's management of external public health costs; and * Disclosure of the requested information would serve to provide greater assurance to shareholders that the firm's initiatives and practices sufficiently guard against potential financial, litigation, and operational risks to the firm.
PerkinElmer, Inc.	04/26/2022	Management	1	Yes	Elect Director Peter Barrett	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/26/2022	Management	2	Yes	Elect Director Samuel R. Chapin	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/26/2022	Management	3	Yes	Elect Director Sylvie Gregoire	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/26/2022	Management	4	Yes	Elect Director Alexis P. Michas	For	For	Against	Against	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/26/2022	Management	5	Yes	Elect Director Prahlad R. Singh	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/26/2022	Management	6	Yes	Elect Director Michel Vounatsos	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/26/2022	Management	7	Yes	Elect Director Frank Witney	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/26/2022	Management	8	Yes	Elect Director Pascale Witz	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/26/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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PerkinElmer, Inc.	04/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Executive compensation is reasonably tied to measurable and objective performance goals, with half of granted equity linked to three-year performance goals. Some disclosure concerns are raised in relation to the individual performance component of the annual incentive program; however, payouts are largely tied to financial metrics, for which targets and actual results are disclosed.
Perrigo Company plc	05/06/2022	Management	1	Yes	Elect Director Bradley A. Alford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	2	Yes	Elect Director Orlando D. Ashford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	3	Yes	Elect Director Katherine C. Doyle	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	4	Yes	Elect Director Adriana Karaboutis	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	5	Yes	Elect Director Murray S. Kessler	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	6	Yes	Elect Director Jeffrey B. Kinder	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	7	Yes	Elect Director Erica L. Mann	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	8	Yes	Elect Director Donal O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	9	Yes	Elect Director Geoffrey M. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	10	Yes	Elect Director Theodore R. Samuels	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/06/2022	Management	11	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perrigo Company plc	05/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although forward-looking goals and retroactive goals and performance for adjusted operating income PSUs are not disclosed, LTI awards are majority performance-based and the annual incentive is primarily based on pre-set objective metrics. Further, incentive payouts appear reasonably aligned with performance for the period under review. Shareholders may wish to continue monitoring the disclosure of PSU metric targets and actual results.
Perrigo Company plc	05/06/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Perrigo Company plc	05/06/2022	Management	14	Yes	Authorize Issue of Equity	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Perrigo Company plc	05/06/2022	Management	15	Yes	Authorize Issuance of Equity without Preemptive Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Pfizer Inc.	04/28/2022	Management	1	Yes	Elect Director Ronald E. Blaylock	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	2	Yes	Elect Director Albert Bourla	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	3	Yes	Elect Director Susan Desmond-Hellmann	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	4	Yes	Elect Director Joseph J. Echevarria	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	5	Yes	Elect Director Scott Gottlieb	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	6	Yes	Elect Director Helen H. Hobbs	For	For	Against	Against	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	7	Yes	Elect Director Susan Hockfield	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	8	Yes	Elect Director Dan R. Littman	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	9	Yes	Elect Director Shantanu Narayen	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	10	Yes	Elect Director Suzanne Nora Johnson	For	For	Against	Against	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	11	Yes	Elect Director James Quincey	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	12	Yes	Elect Director James C. Smith	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/28/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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Pfizer Inc.	04/28/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid the CEO an excessively large security-related perquisite.
Pfizer Inc.	04/28/2022	Shareholder	15	Yes	Amend Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted as the proposed elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders.
Pfizer Inc.	04/28/2022	Shareholder	16	Yes	Report on Congruency of Political Electioneering Expenditures with Company Values and Policies	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company discloses its political contributions to state and local candidates, leadership PACs, and trade associations. It has also recently provided a congruency report comparing its stated values with those of its major trade associations, so a report such as the one the proponent is requesting would not differ substantially from information already available. BACKGROUND INFORMATION Policies: Political Spending & Lobbying Activities
Pfizer Inc.	04/28/2022	Shareholder	17	Yes	Report on Feasibility of Technology Transfer to Boost Covid-19 Vaccine Production	Against	For	For	For	A vote FOR this proposal is warranted, as the company has faced recent criticism for its role in global COVID-19 vaccine inequity and additional information would allow shareholders to understand how the company is managing related risks.
Pfizer Inc.	04/28/2022	Shareholder	18	Yes	Report on Board Oversight of Risks Related to Anticompetitive Practices	Against	For	For	For	A vote FOR this proposal is warranted because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to anticompetitive practices, particularly in light of Pfizer's involvement in related controversies.
Pfizer Inc.	04/28/2022	Shareholder	19	Yes	Report on Public Health Costs of Limited Sharing of Vaccine Technology	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from more information about company decisions impacting access to the COVID-19 vaccine and how it is managing related risks.
PG&E Corporation	05/19/2022	Management	1	Yes	Elect Director Rajat Bahri	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/19/2022	Management	2	Yes	Elect Director Jessica L. Denecour	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/19/2022	Management	3	Yes	Elect Director Mark E. Ferguson, III	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/19/2022	Management	4	Yes	Elect Director Robert C. Flexon	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/19/2022	Management	5	Yes	Elect Director W. Craig Fugate	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/19/2022	Management	6	Yes	Elect Director Patricia K. Poppe	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/19/2022	Management	7	Yes	Elect Director Dean L. Seavers	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/19/2022	Management	8	Yes	Elect Director William L. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
PG&E Corporation	05/19/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	While the CEO's pay increased significantly, this is due to one-time hiring awards; shareholders should expect her pay to normalize for the following year. However, concerns are raised as the company paid significant tax gross-ups on certain executives' relocation expense perquisite. For this reason, a vote AGAINST this proposal is warranted.
PG&E Corporation	05/19/2022	Management	10	Yes	Ratify Deloitte and Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PG&E Corporation	05/19/2022	Management	11	Yes	Amend the Articles of Incorporation	For	For	For	For	A vote FOR this proposal is warranted. The amendment seeks to provide that company subsidiaries that hold company shares will not receive dividends of cash or property. Absent approval, if the company were to pay dividends to its subsidiary utility, it could dilute the amount received by other shareholders and limit the amount that could be paid to other shareholders under California law.
Philip Morris International Inc	05/04/2022	Management	1	Yes	Elect Director Brant Bonin Bough	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	2	Yes	Elect Director Andre Calantzopoulos	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	3	Yes	Elect Director Michel Combes	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	4	Yes	Elect Director Juan Jose Daboub	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	5	Yes	Elect Director Werner Geissler	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	6	Yes	Elect Director Lisa A. Hook	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	7	Yes	Elect Director Jun Makihara	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	8	Yes	Elect Director Kalpana Morparia	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	9	Yes	Elect Director Lucio A. Noto	For	For	Against	Against	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Philip Morris International Inc	05/04/2022	Management	10	Yes	Elect Director Jacek Olczak	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	11	Yes	Elect Director Frederik Paulsen	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	12	Yes	Elect Director Robert B. Polet	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	13	Yes	Elect Director Dessislava Temperley	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	14	Yes	Elect Director Shlomo Yanai	For	For	For	For	Votes AGAINST Lucio Noto are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc	05/04/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Martin King, former CFO of the company and CEO of PMI America, retired in August 2021 and received a large severance payment for his early retirement, which is considered excessive and problematic.
Philip Morris International Inc	05/04/2022	Management	16	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Philip Morris International Inc	05/04/2022	Management	17	Yes	Ratify PricewaterhouseCoopers SA as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Philip Morris International Inc	05/04/2022	Shareholder	18	Yes	Phase Out Production of Health-Hazardous and Addictive Products	Against	Against	Against	Against	Votes AGAINST this proposal are warranted. Public Fund Advisory Services generally does not support proposals to phase out tobacco-related product lines, and the proponent has not addressed the effects that such a phase out would have on workers and their communities. Additionally, PMI maintains a high level of disclosure and appears to be taking steps to reduce its risk related to selling cigarettes by transitioning its product line toward smoke-free products and toward other products such as respiratory therapy devices.
Phillips 66	05/11/2022	Management	1	Yes	Elect Director Greg C. Garland	For	For	Against	Against	A vote AGAINST CEO and Chair Greg Garland and Chair of the Public Policy and Sustainability Committee Denise Ramos is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of managing climate-related risks. A vote FOR the remaining director nominees is warranted.
Phillips 66	05/11/2022	Management	2	Yes	Elect Director Gary K. Adams	For	For	For	For	A vote AGAINST CEO and Chair Greg Garland and Chair of the Public Policy and Sustainability Committee Denise Ramos is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of managing climate-related risks. A vote FOR the remaining director nominees is warranted.
Phillips 66	05/11/2022	Management	3	Yes	Elect Director John E. Lowe	For	For	For	For	A vote AGAINST CEO and Chair Greg Garland and Chair of the Public Policy and Sustainability Committee Denise Ramos is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of managing climate-related risks. A vote FOR the remaining director nominees is warranted.
Phillips 66	05/11/2022	Management	4	Yes	Elect Director Denise L. Ramos	For	For	Against	Against	A vote AGAINST CEO and Chair Greg Garland and Chair of the Public Policy and Sustainability Committee Denise Ramos is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company could take some additional steps that would be constructive in terms of managing climate-related risks. A vote FOR the remaining director nominees is warranted.
Phillips 66	05/11/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	While certain positive changes were made following a low say-on-pay vote result, a vote AGAINST this proposal is warranted as the company continues to pay tax gross-ups for the CEO's personal use of aircraft perquisite.
Phillips 66	05/11/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Phillips 66	05/11/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards; and * The plan allows for company loans to participants for the exercise of stock options.
Phillips 66	05/11/2022	Shareholder	8	Yes	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Phillips 66	05/11/2022	Shareholder	9	Yes	Report on Reducing Plastic Pollution	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on metrics and targets related to ability of the company to transition from virgin polymer production would allow shareholders to better assess the company's management of associated financial, environmental, and reputational risks.

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Pilgrim's Pride Corporation	04/27/2022	Management	1	Yes	Elect Director Gilberto Tomazoni	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski, Andre Nogueira de Souza and Vincent Trius are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Andre Nogueira de Souza and Vincent Trius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/27/2022	Management	2	Yes	Elect Director Vincent Trius	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski, Andre Nogueira de Souza and Vincent Trius are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Andre Nogueira de Souza and Vincent Trius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/27/2022	Management	3	Yes	Elect Director Andre Nogueira de Souza	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski, Andre Nogueira de Souza and Vincent Trius are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Andre Nogueira de Souza and Vincent Trius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/27/2022	Management	4	Yes	Elect Director Farha Aslam	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski, Andre Nogueira de Souza and Vincent Trius are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Andre Nogueira de Souza and Vincent Trius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/27/2022	Management	5	Yes	Elect Director Joanita Karoleski	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski, Andre Nogueira de Souza and Vincent Trius are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Andre Nogueira de Souza and Vincent Trius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/27/2022	Management	6	Yes	Elect Director Raul Padilla	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski, Andre Nogueira de Souza and Vincent Trius are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Andre Nogueira de Souza and Vincent Trius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/27/2022	Management	7	Yes	Elect Director Wallim Cruz de Vasconcellos Junior	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski, Andre Nogueira de Souza and Vincent Trius are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Andre Nogueira de Souza and Vincent Trius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/27/2022	Management	8	Yes	Elect Director Arquimedes A. Celis	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski, Andre Nogueira de Souza and Vincent Trius are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Andre Nogueira de Souza and Vincent Trius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/27/2022	Management	9	Yes	Elect Director Ajay Menon	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski, Andre Nogueira de Souza and Vincent Trius are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior, Andre Nogueira de Souza and Vincent Trius are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Pilgrim's Pride Corporation	04/27/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pinnacle Financial Partners, Inc	04/19/2022	Management	1	Yes	Elect Director Abney S. Boxley, III	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.

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Pinnacle Financial Partners, Inc	04/19/2022	Management	2	Yes	Elect Director Charles E. Brock	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	3	Yes	Elect Director Renda J. Burkhart	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	4	Yes	Elect Director Gregory L. Burns	For	For	Against	Against	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	5	Yes	Elect Director Richard D. Callicutt, II	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	6	Yes	Elect Director Marty G. Dickens	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	7	Yes	Elect Director Thomas C. Farnsworth, III	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	8	Yes	Elect Director Joseph C. Galante	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	9	Yes	Elect Director Glenda Baskin Glover	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	10	Yes	Elect Director David B. Ingram	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	11	Yes	Elect Director Decosta E. Jenkins	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	12	Yes	Elect Director Robert A. McCabe, Jr.	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	13	Yes	Elect Director Reese L. Smith, III	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	14	Yes	Elect Director G. Kennedy Thompson	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	15	Yes	Elect Director M. Terry Turner	For	For	For	For	A vote AGAINST Gregory Burns is warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	16	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.	
Pinnacle Financial Partners, Inc	04/19/2022	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	
Pinnacle West Capital Corporat	05/18/2022	Management	1	Yes	Elect Director Glynis A. Bryan	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pinnacle West Capital Corporat	05/18/2022	Management	2	Yes	Elect Director Gonzalo A. de la Melena, Jr.	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pinnacle West Capital Corporat	05/18/2022	Management	3	Yes	Elect Director Richard P. Fox	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pinnacle West Capital Corporat	05/18/2022	Management	4	Yes	Elect Director Jeffrey B. Guldner	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pinnacle West Capital Corporat	05/18/2022	Management	5	Yes	Elect Director Dale E. Klein	For	For	Withhold	Withhold	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pinnacle West Capital Corporat	05/18/2022	Management	6	Yes	Elect Director Kathryn L. Munro	For	For	Withhold	Withhold	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pinnacle West Capital Corporat	05/18/2022	Management	7	Yes	Elect Director Bruce J. Nordstrom	For	For	Withhold	Withhold	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pinnacle West Capital Corporat	05/18/2022	Management	8	Yes	Elect Director Paula J. Sims	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Pinnacle West Capital Corporat	05/18/2022	Management	9	Yes	Elect Director William H. Spence	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporat	05/18/2022	Management	10	Yes	Elect Director James E. Trevathan, Jr.	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporat	05/18/2022	Management	11	Yes	Elect Director David P. Wagener	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro, Dale Klein and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporat	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Pinnacle West Capital Corporat	05/18/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pinnacle West Capital Corporat	05/18/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.
Pinterest, Inc.	05/26/2022	Management	1	Yes	Elect Director Leslie J. Kilgore	For	Against	Against	Against	A vote AGAINST director nominees Benjamin Silbermann, Leslie Kilgore, and Salaam Smith is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Pinterest, Inc.	05/26/2022	Management	2	Yes	Elect Director Benjamin Silbermann	For	Against	Against	Against	A vote AGAINST director nominees Benjamin Silbermann, Leslie Kilgore, and Salaam Smith is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Pinterest, Inc.	05/26/2022	Management	3	Yes	Elect Director Salaam Coleman Smith	For	Against	Against	Against	A vote AGAINST director nominees Benjamin Silbermann, Leslie Kilgore, and Salaam Smith is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Pinterest, Inc.	05/26/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pinterest, Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. However, executive compensation decisions warrant close monitoring in the absence of regular annual and long-term incentive programs.
Pioneer Natural Resources Cor	05/25/2022	Management	1	Yes	Elect Director A.R. Alameddine	For	For	For	For	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Cor	05/25/2022	Management	2	Yes	Elect Director Lori G. Billingsley	For	For	For	For	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Cor	05/25/2022	Management	3	Yes	Elect Director Edison C. Buchanan	For	For	Against	Against	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Cor	05/25/2022	Management	4	Yes	Elect Director Maria S. Dreyfus	For	For	For	For	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Cor	05/25/2022	Management	5	Yes	Elect Director Matthew M. Gallagher	For	For	For	For	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Pioneer Natural Resources Cor	05/25/2022	Management	6	Yes	Elect Director Phillip A. Gobe	For	For	For	For	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pioneer Natural Resources Cor	05/25/2022	Management	7	Yes	Elect Director Stacy P. Methvin	For	For	For	For	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pioneer Natural Resources Cor	05/25/2022	Management	8	Yes	Elect Director Royce W. Mitchell	For	For	For	For	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pioneer Natural Resources Cor	05/25/2022	Management	9	Yes	Elect Director Frank A. Risch	For	For	Against	Against	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pioneer Natural Resources Cor	05/25/2022	Management	10	Yes	Elect Director Scott D. Sheffield	For	For	For	For	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pioneer Natural Resources Cor	05/25/2022	Management	11	Yes	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pioneer Natural Resources Cor	05/25/2022	Management	12	Yes	Elect Director Phoebe A. Wood	For	For	For	For	Votes AGAINST board chair and chairperson of the Sustainability and Climate Oversight Committee J. Kenneth Thompson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Edison Buchanan and Frank Risch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Pioneer Natural Resources Cor	05/25/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Pioneer Natural Resources Cor	05/25/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although there is some concern regarding the lack of an absolute cap for performance share awards when absolute TSR is negative, a vote FOR this proposal is warranted, as pay and performance is reasonably aligned at this time.	
Planet Fitness, Inc.	05/02/2022	Management	1	Yes	Elect Director Craig Benson	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Craig Benson, Cambria (Cammie) Dunaway, and Christopher Tanco are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Planet Fitness, Inc.	05/02/2022	Management	2	Yes	Elect Director Cammie Dunaway	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Craig Benson, Cambria (Cammie) Dunaway, and Christopher Tanco are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Planet Fitness, Inc.	05/02/2022	Management	3	Yes	Elec Director Christopher Tanco	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Craig Benson, Cambria (Cammie) Dunaway, and Christopher Tanco are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
Planet Fitness, Inc.	05/02/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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Planet Fitness, Inc.	05/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that significant concerns regarding the structure of the pay program were identified for the year under review. In particular, although the annual incentive for the CEO is generally based on pre-set, objective measures, the STI plan provides for additional payouts if the bonus funding pool is not fully utilized. For FY21, the application of this practice under the STI plan resulted in the CEO's receiving a significant increase in his bonus payments outside of the formulaic determination of 1H 2021 and 2H 2022 performance outcomes. Furthermore, the committee granted entirely time-vesting equity in FY21 and supplanted in-flight PSU awards that were unlikely to be earned with time-vesting grants. These actions are not generally viewed as a reasonable reaction to account for the impact of the COVID-19 pandemic.
Playtika Holding Corp.	06/09/2022	Management	1	Yes	Elect Director Robert Antokol	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Beilinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	2	Yes	Elect Director Marc Beilinson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Beilinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	3	Yes	Elect Director Hong Du	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Beilinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	4	Yes	Elect Director Dana Gross	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Beilinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	5	Yes	Elect Director Tian Lin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Beilinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	6	Yes	Elect Director Wei Liu	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Beilinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	7	Yes	Elect Director Bing Yuan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Robert Antokol, Marc Beilinson, Tian Lin, Wei Liu, and Bing Yuan given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for Wei Liu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/09/2022	Management	8	Yes	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.

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Playtika Holding Corp.	06/09/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While NEOs did not receive equity awards in FY2021, NEO pay continued to be very high and with concerning features. The NEOs continue to participate in bonus plans that provide for an uncapped, outsized bonus opportunities and outsized annual retention bonuses which appear to be guaranteed. These payments will be made annually from 2021 through 2024. Despite the positive changes to the executive compensation program beginning in FY2022, the proxy does not disclose if the current problematic bonus arrangements will be discontinued. Lastly, the CEO was provided with a security perquisite in an amount that is considered excessive.
Pool Corporation	05/03/2022	Management	1	Yes	Elect Director Peter D. Arvan	For	For	Against	Against	Votes AGAINST non-independent nominees John Stokely, Peter Arvan, Manuel (Manny) Perez de la Mesa, Harlan Seymour, and Robert Sledd are warranted for lack of a majority independent board. Votes AGAINST John Stokely, Harlan Seymour, and Robert Sledd are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pool Corporation	05/03/2022	Management	2	Yes	Elect Director Martha 'Marty' S. Gervasi	For	For	For	For	Votes AGAINST non-independent nominees John Stokely, Peter Arvan, Manuel (Manny) Perez de la Mesa, Harlan Seymour, and Robert Sledd are warranted for lack of a majority independent board. Votes AGAINST John Stokely, Harlan Seymour, and Robert Sledd are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pool Corporation	05/03/2022	Management	3	Yes	Elect Director Timothy M. Graven	For	For	For	For	Votes AGAINST non-independent nominees John Stokely, Peter Arvan, Manuel (Manny) Perez de la Mesa, Harlan Seymour, and Robert Sledd are warranted for lack of a majority independent board. Votes AGAINST John Stokely, Harlan Seymour, and Robert Sledd are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pool Corporation	05/03/2022	Management	4	Yes	Elect Director Debra S. Oler	For	For	For	For	Votes AGAINST non-independent nominees John Stokely, Peter Arvan, Manuel (Manny) Perez de la Mesa, Harlan Seymour, and Robert Sledd are warranted for lack of a majority independent board. Votes AGAINST John Stokely, Harlan Seymour, and Robert Sledd are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pool Corporation	05/03/2022	Management	5	Yes	Elect Director Manuel J. Perez de la Mesa	For	For	Against	Against	Votes AGAINST non-independent nominees John Stokely, Peter Arvan, Manuel (Manny) Perez de la Mesa, Harlan Seymour, and Robert Sledd are warranted for lack of a majority independent board. Votes AGAINST John Stokely, Harlan Seymour, and Robert Sledd are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pool Corporation	05/03/2022	Management	6	Yes	Elect Director Harlan F. Seymour	For	For	Against	Against	Votes AGAINST non-independent nominees John Stokely, Peter Arvan, Manuel (Manny) Perez de la Mesa, Harlan Seymour, and Robert Sledd are warranted for lack of a majority independent board. Votes AGAINST John Stokely, Harlan Seymour, and Robert Sledd are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pool Corporation	05/03/2022	Management	7	Yes	Elect Director Robert C. Sledd	For	For	Against	Against	Votes AGAINST non-independent nominees John Stokely, Peter Arvan, Manuel (Manny) Perez de la Mesa, Harlan Seymour, and Robert Sledd are warranted for lack of a majority independent board. Votes AGAINST John Stokely, Harlan Seymour, and Robert Sledd are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pool Corporation	05/03/2022	Management	8	Yes	Elect Director John E. Stokely	For	For	Against	Against	Votes AGAINST non-independent nominees John Stokely, Peter Arvan, Manuel (Manny) Perez de la Mesa, Harlan Seymour, and Robert Sledd are warranted for lack of a majority independent board. Votes AGAINST John Stokely, Harlan Seymour, and Robert Sledd are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pool Corporation	05/03/2022	Management	9	Yes	Elect Director David G. Whalen	For	For	For	For	Votes AGAINST non-independent nominees John Stokely, Peter Arvan, Manuel (Manny) Perez de la Mesa, Harlan Seymour, and Robert Sledd are warranted for lack of a majority independent board. Votes AGAINST John Stokely, Harlan Seymour, and Robert Sledd are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pool Corporation	05/03/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pool Corporation	05/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are largely based on pre-set financial measures. In addition, the majority of LTI awards are performance based and utilize a multi-year performance period.

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Popular, Inc.	05/12/2022	Management	1	Yes	Elect Director Alejandro M. Ballester	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	2	Yes	Elect Director Richard L. Carrion	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	3	Yes	Elect Director Betty DeVita	For	For	For	For	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	4	Yes	Elect Director Carlos A. Unanue	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	5	Yes	Elect Director Joaquin E. Bacardi, III	For	For	For	For	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	6	Yes	Elect Director Robert Carrady	For	For	For	For	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	7	Yes	Elect Director John W. Diercksen	For	For	For	For	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	8	Yes	Elect Director Myrna M. Soto	For	For	For	For	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	9	Yes	Elect Director Jose R. Rodriguez	For	For	For	For	Votes AGAINST non-independent nominees Richard Carrion, Alejandro Ballester and Carlos Unanue are warranted for lack of a majority independent board. Votes AGAINST Alejandro Ballester and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted given a lack of concern.
Popular, Inc.	05/12/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this resolution are warranted at this time.
Popular, Inc.	05/12/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Post Holdings, Inc.	01/27/2022	Management	1	Yes	Elect Director Gregory L. Curl	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/27/2022	Management	2	Yes	Elect Director Ellen F. Harshman	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/27/2022	Management	3	Yes	Elect Director David P. Skarie	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/27/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Post Holdings, Inc.	01/27/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.
Post Holdings, Inc.	01/27/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PPG Industries, Inc.	05/09/2022	Management	1	Yes	Elect Director Gary R. Heminger	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	05/09/2022	Management	2	Yes	Elect Director Kathleen A. Ligocki	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	05/09/2022	Management	3	Yes	Elect Director Michael H. McGarry	For	For	For	For	A vote FOR the remaining director nominees is warranted.

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PPG Industries, Inc.	05/09/2022	Management	4	Yes	Elect Director Michael T. Nally Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	05/09/2022	Management	5	Yes		For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are largely based on pre-set financial measures with a reduced degree of discretion applied compared to the prior year. The long-term incentives are primarily performance-based and utilize multi-year performance periods.
PPG Industries, Inc.	05/09/2022	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and the continued submission of this proposal to a vote demonstrates a commitment to shareholders' interests on the part of management.
PPG Industries, Inc.	05/09/2022	Management	7	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights and would pave the way to repeal the classified board structure.
PPG Industries, Inc.	05/09/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PPG Industries, Inc.	05/09/2022	Shareholder	9	Yes	Consider Pay Disparity Between CEO and Other Employees	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: Consideration of pay grades and/or salary ranges of all classification of company employees when setting target amounts for CEO compensation would serve to further eliminate excessive pay disparities; and Excessive pay disparities could pose risks to long-term shareholder value, and impact employee morale as well as a company's standing in the communities in which it operates.
PPL Corporation	05/18/2022	Management	1	Yes	Elect Director Arthur P. Beattie	For	For	For	For	Votes AGAINST Board Chair Craig A. Rogerson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Craig Rogerson, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/18/2022	Management	2	Yes	Elect Director Raja Rajamannar	For	For	For	For	Votes AGAINST Board Chair Craig A. Rogerson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Craig Rogerson, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/18/2022	Management	3	Yes	Elect Director Heather B. Redman	For	For	For	For	Votes AGAINST Board Chair Craig A. Rogerson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Craig Rogerson, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/18/2022	Management	4	Yes	Elect Director Craig A. Rogerson	For	For	Against	Against	Votes AGAINST Board Chair Craig A. Rogerson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Craig Rogerson, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/18/2022	Management	5	Yes	Elect Director Vincent Sorgi	For	For	For	For	Votes AGAINST Board Chair Craig A. Rogerson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Craig Rogerson, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/18/2022	Management	6	Yes	Elect Director Natica von Althann	For	For	Against	Against	Votes AGAINST Board Chair Craig A. Rogerson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Craig Rogerson, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/18/2022	Management	7	Yes	Elect Director Keith H. Williamson	For	For	Against	Against	Votes AGAINST Board Chair Craig A. Rogerson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Craig Rogerson, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/18/2022	Management	8	Yes	Elect Director Phoebe A. Wood	For	For	For	For	Votes AGAINST Board Chair Craig A. Rogerson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Craig Rogerson, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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PPL Corporation	05/18/2022	Management	9	Yes	Elect Director Armando Zagalo de Lima	For	For	For	For	Votes AGAINST Board Chair Craig A. Rogerson are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Craig Rogerson, Natica von Althann and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/18/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time.
PPL Corporation	05/18/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Primerica, Inc.	05/11/2022	Management	1	Yes	Elect Director John A. Addison, Jr.	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	2	Yes	Elect Director Joel M. Babbitt	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	3	Yes	Elect Director P. George Benson	For	For	Against	Against	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	4	Yes	Elect Director Amber L. Cottle	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	5	Yes	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	6	Yes	Elect Director Cynthia N. Day	For	For	Against	Against	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	7	Yes	Elect Director Sanjeev Dheer	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	8	Yes	Elect Director Beatriz R. Perez	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	9	Yes	Elect Director D. Richard Williams	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	10	Yes	Elect Director Glenn J. Williams	For	For	For	For	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	11	Yes	Elect Director Barbara A. Yastine	For	For	Against	Against	Votes AGAINST P. George Benson and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/11/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Primerica, Inc.	05/11/2022	Management	13	Yes	Ratify KPMG LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Prologis, Inc.	05/04/2022	Management	1	Yes	Elect Director Hamid R. Moghadam	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2022	Management	2	Yes	Elect Director Cristina G. Bitá	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2022	Management	3	Yes	Elect Director George L. Fotiades	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2022	Management	4	Yes	Elect Director Lydia H. Kennard	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2022	Management	5	Yes	Elect Director Irving F. Lyons, III	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2022	Management	6	Yes	Elect Director Avid Modjtabai	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2022	Management	7	Yes	Elect Director David P. O'Connor	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2022	Management	8	Yes	Elect Director Olivier Piani	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2022	Management	9	Yes	Elect Director Jeffrey L. Skelton	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2022	Management	10	Yes	Elect Director Carl B. Webb	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2022	Management	11	Yes	Elect Director William D. Zollars	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Prologis, Inc.	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following last year's low say-on-pay vote result, the compensation committee engaged with shareholders, disclosed specific feedback received, and implemented positive pay program changes and disclosure improvements. Accordingly, the committee has demonstrated adequate responsiveness. There continue to be some concerns regarding the complex nature of the company's multiple equity incentive programs, particularly with respect to the PPP program, and the rigor of LTI goals. However, these concerns have not resulted in a quantitative pay-for-performance misalignment for the year in review. In addition, the annual LTI and outperformance programs are entirely performance-based, and the value of the CEO's PPP awards decreased significantly year-over-year. Further, the committee increased the rigor of the annual LTI goals for future award cycles and eliminated the committee's ability to provide discretionary payouts when threshold goals are not achieved. Lastly, the annual program for all NEOs is now predominately based on pre-set, quantified goals with all targets clear disclosed, following an increase in the weighting of the corporate performance component for non-CEO NEOs and disclosure enhancements made in response to shareholder feedback. On balance of these factors, a vote FOR this proposal is warranted, with caution. Close continued monitoring of grant practices and pay outcomes under the long-term and outperformance programs is warranted given the concerns identified above.
Prologis, Inc.	05/04/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prosperity Bancshares, Inc.	04/19/2022	Management	1	Yes	Elect Director George A. Fisk	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ned Holmes and Jack Lord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees David Zalman, Leah Henderson, Ned Holmes and Jack Lord are warranted for lack of a majority independent board. As no members of the Nominating and Corporate Governance Committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees David Zalman, George Fisk, Leah Henderson, Ned Holmes, and Jack Lord for failure to establish racial or ethnic diversity on the board.
Prosperity Bancshares, Inc.	04/19/2022	Management	2	Yes	Elect Director Leah Henderson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ned Holmes and Jack Lord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees David Zalman, Leah Henderson, Ned Holmes and Jack Lord are warranted for lack of a majority independent board. As no members of the Nominating and Corporate Governance Committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees David Zalman, George Fisk, Leah Henderson, Ned Holmes, and Jack Lord for failure to establish racial or ethnic diversity on the board.
Prosperity Bancshares, Inc.	04/19/2022	Management	3	Yes	Elect Director Ned S. Holmes	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ned Holmes and Jack Lord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees David Zalman, Leah Henderson, Ned Holmes and Jack Lord are warranted for lack of a majority independent board. As no members of the Nominating and Corporate Governance Committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees David Zalman, George Fisk, Leah Henderson, Ned Holmes, and Jack Lord for failure to establish racial or ethnic diversity on the board.
Prosperity Bancshares, Inc.	04/19/2022	Management	4	Yes	Elect Director Jack Lord	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ned Holmes and Jack Lord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees David Zalman, Leah Henderson, Ned Holmes and Jack Lord are warranted for lack of a majority independent board. As no members of the Nominating and Corporate Governance Committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees David Zalman, George Fisk, Leah Henderson, Ned Holmes, and Jack Lord for failure to establish racial or ethnic diversity on the board.
Prosperity Bancshares, Inc.	04/19/2022	Management	5	Yes	Elect Director David Zalman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ned Holmes and Jack Lord are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for non-independent nominees David Zalman, Leah Henderson, Ned Holmes and Jack Lord are warranted for lack of a majority independent board. As no members of the Nominating and Corporate Governance Committee are on the ballot due to the classified board structure, WITHHOLD votes are warranted for director nominees David Zalman, George Fisk, Leah Henderson, Ned Holmes, and Jack Lord for failure to establish racial or ethnic diversity on the board.
Prosperity Bancshares, Inc.	04/19/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Prosperity Bancshares, Inc.	04/19/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements with certain executives that provide for single trigger cash severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company provided an excessive amount for the CEO's life insurance perquisite.
Prudential Financial, Inc.	05/10/2022	Management	1	Yes	Elect Director Thomas J. Baltimore, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/10/2022	Management	2	Yes	Elect Director Gilbert F. Casellas	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/10/2022	Management	3	Yes	Elect Director Robert M. Falzon	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/10/2022	Management	4	Yes	Elect Director Martina Hund-Mejean	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/10/2022	Management	5	Yes	Elect Director Wendy E. Jones	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/10/2022	Management	6	Yes	Elect Director Karl J. Krapek	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/10/2022	Management	7	Yes	Elect Director Peter R. Lighte	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Prudential Financial, Inc.	05/10/2022	Management	8	Yes	Elect Director Charles F. Lowrey	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Prudential Financial, Inc.	05/10/2022	Management	9	Yes	Elect Director George Paz	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Prudential Financial, Inc.	05/10/2022	Management	10	Yes	Elect Director Sandra Pianalto	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Prudential Financial, Inc.	05/10/2022	Management	11	Yes	Elect Director Christine A. Poon	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Prudential Financial, Inc.	05/10/2022	Management	12	Yes	Elect Director Douglas A. Scovanner	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Prudential Financial, Inc.	05/10/2022	Management	13	Yes	Elect Director Michael A. Todman	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Robert Falzon, Martina Hund-Mejean and Karl Krapek are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Baltimore Jr., Gilbert (Gil) Casellas, Martina Hund-Mejean and Karl Krapek are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Prudential Financial, Inc.	05/10/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Prudential Financial, Inc.	05/10/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives were entirely based on financial performance, and a majority of equity incentives are based on performance measured over a multi-year period.	
Prudential Financial, Inc.	05/10/2022	Shareholder	16	Yes	Provide Right to Act by Written Consent	Against	Against	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.	
PTC Inc.	01/31/2022	Management	1	Yes	Elect Director Mark Benjamin	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Janice Chaffin are warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.	



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PTC Inc.	01/31/2022	Management	2	Yes	Elect Director Janice Chaffin	For	For	Withhold	Withhold	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Janice Chaffin are warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.	
PTC Inc.	01/31/2022	Management	3	Yes	Elect Director James Heppelmann	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Janice Chaffin are warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.	
PTC Inc.	01/31/2022	Management	4	Yes	Elect Director Klaus Hoehn	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Janice Chaffin are warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.	
PTC Inc.	01/31/2022	Management	5	Yes	Elect Director Paul Lacy	For	For	Withhold	Withhold	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Janice Chaffin are warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.	
PTC Inc.	01/31/2022	Management	6	Yes	Elect Director Corinna Lathan	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Janice Chaffin are warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.	
PTC Inc.	01/31/2022	Management	7	Yes	Elect Director Blake Moret	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Janice Chaffin are warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.	
PTC Inc.	01/31/2022	Management	8	Yes	Elect Director Robert Schechter	For	For	Withhold	Withhold	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Janice Chaffin are warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.	
PTC Inc.	01/31/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Following a failed say-on-pay vote result, the compensation committee disclosed engagement efforts with shareholders as well as the feedback received in these engagements. The proxy also notes commitments and pay program changes that were made in response to these shareholder concerns.Additionally, the pay-for-performance misalignment is mitigated for the year in review. The STI program was entirely based on pre-set financial metrics, while 50 percent of the LTI grant is in performance-conditioned equity. Some concerns about the LTI program are noted, including that 100 percent of the FY21 grant and 50 percent of the FY22 grant will be based on annualized performance periods. The relative TSR metric also merely targets the 50th percentile, though the company added a feature that caps vesting at target if absolute TSR is negative.	
PTC Inc.	01/31/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:* the non-auditing consulting fees represent more than 25 percent of total fees paid; and* the auditor's tenure at the company exceeds seven years.	
Public Service Enterprise Group	04/19/2022	Management	1	Yes	Elect Director Ralph Izzo	For	For	For	For	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Public Service Enterprise Group	04/19/2022	Management	2	Yes	Elect Director Susan Tomasky	For	For	For	For	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Public Service Enterprise Group	04/19/2022	Management	3	Yes	Elect Director Willie A. Deese	For	For	For	For	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Public Service Enterprise Group	04/19/2022	Management	4	Yes	Elect Director Jamie M. Gentoso	For	For	For	For	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Public Service Enterprise Group	04/19/2022	Management	5	Yes	Elect Director David Lilley	For	For	Against	Against	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Public Service Enterprise Group	04/19/2022	Management	6	Yes	Elect Director Barry H. Ostrowsky	For	For	For	For	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Public Service Enterprise Group	04/19/2022	Management	7	Yes	Elect Director Valerie A. Smith	For	For	For	For	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Public Service Enterprise Group	04/19/2022	Management	8	Yes	Elect Director Scott G. Stephenson	For	For	For	For	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group	04/19/2022	Management	9	Yes	Elect Director Laura A. Sugg	For	For	For	For	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group	04/19/2022	Management	10	Yes	Elect Director John P. Surma	For	For	For	For	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group	04/19/2022	Management	11	Yes	Elect Director Alfred W. Zollar	For	For	For	For	Votes AGAINST David Lilley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group	04/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The STI is predominantly based on pre-set objective metrics, the LTI is majority performance-based, and CEO pay and company performance are reasonably aligned at this time.
Public Service Enterprise Group	04/19/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Public Storage	04/28/2022	Management	1	Yes	Elect Director Ronald L. Havner, Jr.	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	2	Yes	Elect Director Tamara Hughes Gustavson	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	3	Yes	Elect Director Leslie S. Heisz	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	4	Yes	Elect Director Michelle Millstone-Shroff	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	5	Yes	Elect Director Shankh S. Mitra	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	6	Yes	Elect Director David J. Neithercut	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	7	Yes	Elect Director Rebecca Owen	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	8	Yes	Elect Director Kristy M. Pipes	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	9	Yes	Elect Director Avedick B. Poladian	For	For	Against	Against	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	10	Yes	Elect Director John Reyes	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	11	Yes	Elect Director Joseph D. Russell, Jr.	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	12	Yes	Elect Director Tariq M. Shaukat	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	13	Yes	Elect Director Ronald P. Spogli	For	For	Against	Against	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	14	Yes	Elect Director Paul S. Williams	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Storage	04/28/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Nonetheless, some concern is highlighted regarding the large subjective component for the annual incentive and over adjustments made to prior cycle performance shares, both of which warrant continued monitoring.
Public Storage	04/28/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Public Storage	04/28/2022	Management	17	Yes	Eliminate Supermajority Voting Requirements to Amend the Declaration of Trust	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements would improve shareholder rights.
PulteGroup, Inc.	05/04/2022	Management	1	Yes	Elect Director Brian P. Anderson	For	For	Against	Against	Votes AGAINST Brian Anderson and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PulteGroup, Inc.	05/04/2022	Management	2	Yes	Elect Director Bryce Blair	For	For	For	For	Votes AGAINST Brian Anderson and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/04/2022	Management	3	Yes	Elect Director Thomas J. Folliard	For	For	For	For	Votes AGAINST Brian Anderson and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/04/2022	Management	4	Yes	Elect Director Cheryl W. Grise	For	For	Against	Against	Votes AGAINST Brian Anderson and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/04/2022	Management	5	Yes	Elect Director Andre J. Hawaux	For	For	For	For	Votes AGAINST Brian Anderson and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/04/2022	Management	6	Yes	Elect Director J. Phillip Holloman	For	For	For	For	Votes AGAINST Brian Anderson and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/04/2022	Management	7	Yes	Elect Director Ryan R. Marshall	For	For	For	For	Votes AGAINST Brian Anderson and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/04/2022	Management	8	Yes	Elect Director John R. Peshkin	For	For	For	For	Votes AGAINST Brian Anderson and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/04/2022	Management	9	Yes	Elect Director Scott F. Powers	For	For	For	For	Votes AGAINST Brian Anderson and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/04/2022	Management	10	Yes	Elect Director Lila Snyder	For	For	For	For	Votes AGAINST Brian Anderson and Cheryl Grise are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/04/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PulteGroup, Inc.	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are tied to pre-set financial metrics and half of long-term incentives are performance-conditioned.
PulteGroup, Inc.	05/04/2022	Management	13	Yes	Amend NOL Rights Plan (NOL Pill)	For	For	For	For	A vote FOR this proposal is warranted given that the duration is reasonable and the value of the NOLs to be protected is material.
PulteGroup, Inc.	05/04/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Pure Storage, Inc.	06/15/2022	Management	1	Yes	Elect Director Scott Dietzen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Charles Giancarlo, Scott Dietzen, and Greg Tomb is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee John Murphy is warranted
Pure Storage, Inc.	06/15/2022	Management	2	Yes	Elect Director Charles Giancarlo	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Charles Giancarlo, Scott Dietzen, and Greg Tomb is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee John Murphy is warranted
Pure Storage, Inc.	06/15/2022	Management	3	Yes	Elect Director John Murphy	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Charles Giancarlo, Scott Dietzen, and Greg Tomb is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee John Murphy is warranted
Pure Storage, Inc.	06/15/2022	Management	4	Yes	Elect Director Greg Tomb	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Charles Giancarlo, Scott Dietzen, and Greg Tomb is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee John Murphy is warranted
Pure Storage, Inc.	06/15/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Pure Storage, Inc.	06/15/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
PVH Corp.	06/16/2022	Management	1	Yes	Elect Director Michael M. Calbert	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PVH Corp.	06/16/2022	Management	2	Yes	Elect Director Brent Callinicos	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	3	Yes	Elect Director George Cheeks	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	4	Yes	Elect Director Joseph B. Fuller	For	For	Against	Against	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	5	Yes	Elect Director Stefan Larsson	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	6	Yes	Elect Director V. James Marino	For	For	Against	Against	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	7	Yes	Elect Director G. Penny McIntyre	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	8	Yes	Elect Director Amy McPherson	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	9	Yes	Elect Director Allison Peterson	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	10	Yes	Elect Director Edward R. Rosenfeld	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	11	Yes	Elect Director Amanda Sourry (Judith Amanda Sourry Knox)	For	For	For	For	Votes AGAINST Joseph Fuller and Vincent Marino (V. James) are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PVH Corp.	06/16/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely based on financial performance, and half of the CEO's equity is performance conditioned. In addition, total CEO pay decreased as compared to compensation for the prior CEO in 2020, and PSUs tied to 2019-2021 performance were forfeited when the threshold goals were not met. However, continued monitoring of long-term incentives is warranted in light of the one-year measurement period for a portion of 2021 PSUs, and given that NEOs' equity awards are primarily time-based.
PVH Corp.	06/16/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QIAGEN NV	06/23/2022	Management	2	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.
QIAGEN NV	06/23/2022	Management	3	Yes	Approve Remuneration Report	For	For	For	For	A qualified vote FOR is warranted because * Increased disclosure on the retrospective performance achievement for both the STI and LTI performance cycles, with clear disclosure on how payouts related to performance and respective targets; * Company responsiveness to shareholder feedback and addressing a number key concerns previously raised (i.e. RSUs exchanged for PSUs only, three-year performance periods for future LTI grants, increased weighting of ESG targets, and reduced change-of-control legacy clauses). However, this is not without some level of concern for the settled LTI being based on one-year performance. The company however argued that this is due to the exceptional market environment due to Covid19.
QIAGEN NV	06/23/2022	Management	4	Yes	Approve Discharge of Management Board	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.
QIAGEN NV	06/23/2022	Management	5	Yes	Approve Discharge of Supervisory Board	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.
QIAGEN NV	06/23/2022	Management	6	Yes	Elect Metin Colpan to Supervisory Board	For	For	Against	Against	Votes AGAINST Metin Colpan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
QIAGEN NV	06/23/2022	Management	7	Yes	Elect Thomas Ebeling to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
QIAGEN NV	06/23/2022	Management	8	Yes	Elect Toralf Haag to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
QIAGEN NV	06/23/2022	Management	9	Yes	Elect Ross L. Levine to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.

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QIAGEN NV	06/23/2022	Management	10	Yes	Elect Elaine Mardis to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
QIAGEN NV	06/23/2022	Management	11	Yes	Elect Eva Pisa to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
QIAGEN NV	06/23/2022	Management	12	Yes	Elect Lawrence A. Rosen to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
QIAGEN NV	06/23/2022	Management	13	Yes	Elect Elizabeth E. Tallett to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
QIAGEN NV	06/23/2022	Management	14	Yes	Reelect Thierry Bernard to Management Board	For	For	For	For	A vote FOR this election is warranted because: * The nominee is elected for a term not exceeding four years; * The candidate appears to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidate.
QIAGEN NV	06/23/2022	Management	15	Yes	Reelect Roland Sackers to Management Board	For	For	For	For	A vote FOR this election is warranted because: * The nominee is elected for a term not exceeding four years; * The candidate appears to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidate.
QIAGEN NV	06/23/2022	Management	16	Yes	Ratify KPMG Accountants N.V. as Auditors	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
QIAGEN NV	06/23/2022	Management	17	Yes	Grant Supervisory Board Authority to Issue Shares	For	For	For	For	A vote FOR these proposals is warranted because it is in line with commonly used safeguards regarding volume and duration.
QIAGEN NV	06/23/2022	Management	18	Yes	Authorize Supervisory Board to Exclude Preemptive Rights from Share Issuances	For	For	For	For	A vote FOR these proposals is warranted because it is in line with commonly used safeguards regarding volume and duration.
QIAGEN NV	06/23/2022	Management	19	Yes	Authorize Repurchase of Shares	For	For	For	For	A vote FOR is warranted because: * This proposal is in line with commonly used safeguards regarding volume and pricing; * The authorization would allow Qiagen to repurchase up to 10 percent of the issued share capital; and * The authorization would allow the company to repurchase shares for less or up to 110 percent of the average share price prior to the repurchase.
QIAGEN NV	06/23/2022	Management	20	Yes	Approve Discretionary Rights for the Managing Board to Implement Capital Repayment by Means of Synthetic Share Repurchase	For	For	For	For	A vote FOR is warranted because this is an alternative return to shareholders
QIAGEN NV	06/23/2022	Management	21	Yes	Approve Cancellation of Shares	For	For	For	For	A vote FOR is warranted because the cancellation of shares is in shareholders' interests.
QUALCOMM Incorporated	03/09/2022	Management	1	Yes	Elect Director Sylvia Acevedo	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	2	Yes	Elect Director Cristiano R. Amon	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	3	Yes	Elect Director Mark Fields	For	For	Against	Against	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	4	Yes	Elect Director Jeffrey W. Henderson	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	5	Yes	Elect Director Gregory N. Johnson	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	6	Yes	Elect Director Ann M. Livermore	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	7	Yes	Elect Director Mark D. McLaughlin	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	8	Yes	Elect Director Jamie S. Miller	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	9	Yes	Elect Director Irene B. Rosenfeld	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	10	Yes	Elect Director Kornelis (Neil) Smit	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	11	Yes	Elect Director Jean-Pascal Tricoire	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.



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QUALCOMM Incorporated	03/09/2022	Management	12	Yes	Elect Director Anthony J. Vinciquerra	For	For	For	For	Votes AGAINST Mark Fields are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
QUALCOMM Incorporated	03/09/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QUALCOMM Incorporated	03/09/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned at this time and a majority of annual and long-term incentives are based on pre-set financial metrics.
Quanta Services, Inc.	05/27/2022	Management	1	Yes	Elect Director Earl C. (Duke) Austin, Jr.	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/27/2022	Management	2	Yes	Elect Director Doyle N. Beneby	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/27/2022	Management	3	Yes	Elect Director Vincent D. Foster	For	For	Against	Against	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/27/2022	Management	4	Yes	Elect Director Bernard Fried	For	For	Against	Against	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/27/2022	Management	5	Yes	Elect Director Worthing F. Jackman	For	For	Against	Against	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/27/2022	Management	6	Yes	Elect Director Holli C. Ladhani	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/27/2022	Management	7	Yes	Elect Director David M. McClanahan	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/27/2022	Management	8	Yes	Elect Director Margaret B. Shannon	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/27/2022	Management	9	Yes	Elect Director Martha B. Wyrsh	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted. The payment of an excessive perquisite related to the personal use of corporate aircraft offers an executive access to substantially valued non-performance based compensation. In addition, the company continues to offer single-trigger award arrangements in the compensation plan.
Quanta Services, Inc.	05/27/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quanta Services, Inc.	05/27/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Quest Diagnostics Incorporated	05/18/2022	Management	1	Yes	Elect Director Tracey C. Doi	For	For	For	For	Votes AGAINST Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/18/2022	Management	2	Yes	Elect Director Vicky B. Gregg	For	For	For	For	Votes AGAINST Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/18/2022	Management	3	Yes	Elect Director Wright L. Lassiter, III	For	For	For	For	Votes AGAINST Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/18/2022	Management	4	Yes	Elect Director Timothy L. Main	For	For	For	For	Votes AGAINST Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/18/2022	Management	5	Yes	Elect Director Denise M. Morrison	For	For	For	For	Votes AGAINST Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/18/2022	Management	6	Yes	Elect Director Gary M. Pfeiffer	For	For	Against	Against	Votes AGAINST Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/18/2022	Management	7	Yes	Elect Director Timothy M. Ring	For	For	For	For	Votes AGAINST Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/18/2022	Management	8	Yes	Elect Director Stephen H. Rusckowski	For	For	For	For	Votes AGAINST Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/18/2022	Management	9	Yes	Elect Director Gail R. Wilensky	For	For	Against	Against	Votes AGAINST Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Quest Diagnostics Incorporated	05/18/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Quest Diagnostics Incorporated	05/18/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quest Diagnostics Incorporated	05/18/2022	Management	12	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would give shareholders an additional means to act on matters between annual meetings.
Quest Diagnostics Incorporated	05/18/2022	Management	13	Yes	Amend Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as the ability to call special meetings would enhance shareholder rights. Shareholder approval of this proposal would result in the immediate provision of the right to call special meetings with a 15-percent ownership threshold. A shareholder proposal on ballot (Item 6) requests the provision of the right with a 10-percent ownership threshold, which shareholders may view as a more reasonable threshold.
Quest Diagnostics Incorporated	05/18/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. This shareholder proposal includes a 10 percent ownership threshold which shareholders may view as a more reasonable threshold than the 15 percent threshold proposed by management. This proposal would also represent an enhancement to shareholder rights, as shareholders do not currently have the right to call special meetings.
Quidel Corporation	05/16/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. Both the initial and ongoing market reaction has been negative; however, share price performance since announcement of the merger appears to be relatively in-line with declines of other Covid test makers as portions of the world emerge from the global pandemic. The diversification away from Covid testing resulting from the proposed transaction may reduce Covid-related volatility in QDEL shares going forward.
Quidel Corporation	05/16/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Cash severance is double trigger and reasonably based, and NEOs' equity will be converted to awards in the surviving company with vesting terms maintained. However, executives are expected to receive tax gross-up payments in connection with the payment of single-trigger transaction bonuses.
Quidel Corporation	05/16/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
Quidel Corporation	05/16/2022	Management	4	Yes	Elect Director Douglas C. Bryant	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quidel Corporation	05/16/2022	Management	5	Yes	Elect Director Kenneth F. Buechler	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quidel Corporation	05/16/2022	Management	6	Yes	Elect Director Edward L. Michael	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quidel Corporation	05/16/2022	Management	7	Yes	Elect Director Mary Lake Polan	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quidel Corporation	05/16/2022	Management	8	Yes	Elect Director Ann D. Rhoads	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quidel Corporation	05/16/2022	Management	9	Yes	Elect Director Matthew W. Strobeck	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quidel Corporation	05/16/2022	Management	10	Yes	Elect Director Kenneth J. Widder	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quidel Corporation	05/16/2022	Management	11	Yes	Elect Director Joseph D. Wilkins, Jr.	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quidel Corporation	05/16/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Quidel Corporation	05/16/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quidel Corporation	05/16/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Quidel Corporation	05/16/2022	Management	15	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Raymond James Financial, Inc.	02/24/2022	Management	1	Yes	Elect Director Marlene Debel	For	For	For	For	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Raymond James Financial, Inc.	02/24/2022	Management	2	Yes	Elect Director Robert M. Dutkowsky	For	For	For	For	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Raymond James Financial, Inc.	02/24/2022	Management	3	Yes	Elect Director Jeffrey N. Edwards	For	For	For	For	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Raymond James Financial, Inc.	02/24/2022	Management	4	Yes	Elect Director Benjamin C. Esty	For	For	For	For	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Raymond James Financial, Inc.	02/24/2022	Management	5	Yes	Elect Director Anne Gates	For	For	For	For	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Raymond James Financial, Inc.	02/24/2022	Management	6	Yes	Elect Director Thomas A. James	For	For	For	For	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Raymond James Financial, Inc.	02/24/2022	Management	7	Yes	Elect Director Gordon L. Johnson	For	For	Against	Against	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Raymond James Financial, Inc.	02/24/2022	Management	8	Yes	Elect Director Roderick C. McGeary	For	For	For	For	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Raymond James Financial, Inc.	02/24/2022	Management	9	Yes	Elect Director Paul C. Reilly	For	For	For	For	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Raymond James Financial, Inc.	02/24/2022	Management	10	Yes	Elect Director Raj Seshadri	For	For	For	For	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Raymond James Financial, Inc.	02/24/2022	Management	11	Yes	Elect Director Susan N. Story	For	For	Against	Against	Votes AGAINST Susan Story and Gordon Johnson are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.	
Raymond James Financial, Inc.	02/24/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	This proposal warrants a vote FOR. While shareholders may prefer to see a compensation program more concretely tied to specific performance achievement, pay and performance appear to be reasonably aligned at this time.	
Raymond James Financial, Inc.	02/24/2022	Management	13	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the proposed increase in authorized common stock is reasonable and there are no substantial concerns about the company's past use of shares.	
Raymond James Financial, Inc.	02/24/2022	Management	14	Yes	Revise Certain Provisions Governing Capital Stock	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments are housekeeping in nature and would not result in a diminishment of shareholder rights.	
Raymond James Financial, Inc.	02/24/2022	Management	15	Yes	Amend Articles of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments are housekeeping in nature and would not result in a diminishment of shareholder rights.	
Raymond James Financial, Inc.	02/24/2022	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Rayonier Inc.	05/19/2022	Management	1	Yes	Elect Director Dod A. Fraser	For	For	For	For	A vote AGAINST longtime nominating committee chair V. Larkin Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR incoming nominating committee chair Meridee Moore is warranted, with caution. A vote AGAINST V. Larkin Martin is also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Rayonier Inc.	05/19/2022	Management	2	Yes	Elect Director Keith E. Bass	For	For	For	For	A vote AGAINST longtime nominating committee chair V. Larkin Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR incoming nominating committee chair Meridee Moore is warranted, with caution. A vote AGAINST V. Larkin Martin is also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Rayonier Inc.	05/19/2022	Management	3	Yes	Elect Director Scott R. Jones	For	For	For	For	A vote AGAINST longtime nominating committee chair V. Larkin Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR incoming nominating committee chair Meridee Moore is warranted, with caution. A vote AGAINST V. Larkin Martin is also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Rayonier Inc.	05/19/2022	Management	4	Yes	Elect Director V. Larkin Martin	For	Against	Against	Against	A vote AGAINST longtime nominating committee chair V. Larkin Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR incoming nominating committee chair Meridee Moore is warranted, with caution. A vote AGAINST V. Larkin Martin is also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Rayonier Inc.	05/19/2022	Management	5	Yes	Elect Director Meridee A. Moore	For	For	For	For	A vote AGAINST longtime nominating committee chair V. Larkin Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR incoming nominating committee chair Meridee Moore is warranted, with caution. A vote AGAINST V. Larkin Martin is also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Rayonier Inc.	05/19/2022	Management	6	Yes	Elect Director Ann C. Nelson	For	For	For	For	A vote AGAINST longtime nominating committee chair V. Larkin Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR incoming nominating committee chair Meridee Moore is warranted, with caution. A vote AGAINST V. Larkin Martin is also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Rayonier Inc.	05/19/2022	Management	7	Yes	Elect Director David L. Nunes	For	For	For	For	A vote AGAINST longtime nominating committee chair V. Larkin Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR incoming nominating committee chair Meridee Moore is warranted, with caution. A vote AGAINST V. Larkin Martin is also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Rayonier Inc.	05/19/2022	Management	8	Yes	Elect Director Matthew J. Rivers	For	For	For	For	A vote AGAINST longtime nominating committee chair V. Larkin Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR incoming nominating committee chair Meridee Moore is warranted, with caution. A vote AGAINST V. Larkin Martin is also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Rayonier Inc.	05/19/2022	Management	9	Yes	Elect Director Andrew G. Wiltshire	For	For	For	For	A vote AGAINST longtime nominating committee chair V. Larkin Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR incoming nominating committee chair Meridee Moore is warranted, with caution. A vote AGAINST V. Larkin Martin is also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Rayonier Inc.	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Rayonier Inc.	05/19/2022	Management	11	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Raytheon Technologies Corpor.	04/25/2022	Management	1	Yes	Elect Director Tracy A. Atkinson	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	2	Yes	Elect Director Bernard A. Harris, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	3	Yes	Elect Director Gregory J. Hayes	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	4	Yes	Elect Director George R. Oliver	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	5	Yes	Elect Director Robert K. (Kelly) Ortberg	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	6	Yes	Elect Director Margaret L. O'Sullivan	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	7	Yes	Elect Director Dinesh C. Paliwal	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	8	Yes	Elect Director Ellen M. Pawlikowski	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	9	Yes	Elect Director Denise L. Ramos	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	10	Yes	Elect Director Fredric G. Reynolds	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	11	Yes	Elect Director Brian C. Rogers	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	12	Yes	Elect Director James A. Winnefeld, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	13	Yes	Elect Director Robert O. Work	For	For	For	For	A vote FOR the director nominees is warranted.	
Raytheon Technologies Corpor.	04/25/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time. Furthermore, payouts under the annual incentive were commensurate with company performance for the year under review, and a majority of the LTI awards are performance contingent. Moreover, all PSU metrics will utilize multi-year goals in 2022.	
Raytheon Technologies Corpor.	04/25/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Raytheon Technologies Corpor.	04/25/2022	Management	16	Yes	Reduce Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted, as it would facilitate the elimination of Article Ninth, which is a step in a positive direction for the company and represents an enhancement in its corporate governance structure.	
Realty Income Corporation	05/17/2022	Management	1	Yes	Elect Director Priscilla Almodovar	For	For	For	For	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Realty Income Corporation	05/17/2022	Management	2	Yes	Elect Director Jacqueline Brady	For	For	For	For	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Realty Income Corporation	05/17/2022	Management	3	Yes	Elect Director A. Larry Chapman	For	For	For	For	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Realty Income Corporation	05/17/2022	Management	4	Yes	Elect Director Reginald H. Gilyard	For	For	For	For	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Realty Income Corporation	05/17/2022	Management	5	Yes	Elect Director Mary Hogan Preusse	For	For	For	For	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Realty Income Corporation	05/17/2022	Management	6	Yes	Elect Director Priya Cherian Huskins	For	For	Against	Against	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Realty Income Corporation	05/17/2022	Management	7	Yes	Elect Director Gerardo I. Lopez	For	For	For	For	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Realty Income Corporation	05/17/2022	Management	8	Yes	Elect Director Michael D. McKee	For	For	Against	Against	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Realty Income Corporation	05/17/2022	Management	9	Yes	Elect Director Gregory T. McLaughlin	For	For	Against	Against	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Realty Income Corporation	05/17/2022	Management	10	Yes	Elect Director Ronald L. Merriman	For	For	Against	Against	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Realty Income Corporation	05/17/2022	Management	11	Yes	Elect Director Sumit Roy	For	For	For	For	Votes AGAINST Michael McKee, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Realty Income Corporation	05/17/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Realty Income Corporation	05/17/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on clearly disclosed objective performance metrics, and the relative TSR metric targets above-median performance. Additionally, the one-time equity awards granted in connection with the closing of the recent transaction are conditioned on clearly disclosed performance objectives.	
Realty Income Corporation	05/17/2022	Management	14	Yes	Increase Authorized Common Stock	For	For	Against	Against	A vote AGAINST this proposal is warranted as the size of the proposed increase in authorized common shares is excessive.	
Regal Rexnord Corporation	04/26/2022	Management	1	Yes	Elect Director Jan A. Bertsch	For	For	For	For	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regal Rexnord Corporation	04/26/2022	Management	2	Yes	Elect Director Stephen M. Burt	For	For	Against	Against	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regal Rexnord Corporation	04/26/2022	Management	3	Yes	Elect Director Anesa T. Chaibi	For	For	For	For	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regal Rexnord Corporation	04/26/2022	Management	4	Yes	Elect Director Theodore D. Crandall	For	For	For	For	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	



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Regal Rexnord Corporation	04/26/2022	Management	5	Yes	Elect Director Christopher L. Doerr	For	For	Against	Against	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	6	Yes	Elect Director Michael F. Hilton	For	For	For	For	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	7	Yes	Elect Director Louis V. Pinkham	For	For	Against	Against	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	8	Yes	Elect Director Rakesh Sachdev	For	For	Against	Against	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	9	Yes	Elect Director Curtis W. Stoelting	For	For	Against	Against	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	10	Yes	Elect Director Robin A. Walker-Lee	For	For	For	For	Votes AGAINST non-independent nominees Rakesh Sachdev, Louis Pinkham, Stephen Burt, Christopher Doerr and Curtis Stoelting are warranted for lack of a majority independent board. Votes AGAINST Rakesh Sachdev, Stephen Burt, Christopher Doerr and Curtis Stoelting are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Regal Rexnord Corporation	04/26/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Regeneron Pharmaceuticals, Inc.	06/10/2022	Management	1	Yes	Elect Director Bonnie L. Bassler	For	For	For	For	Votes AGAINST non-independent nominees Leonard Schleifer, Michael Brown and George Yancopoulos are warranted for lack of a majority independent board. Votes AGAINST Michael Brown are also warranted for serving as a non-independent member of a key board committee. A vote FOR Bonnie L. Bassler is warranted.
Regeneron Pharmaceuticals, Inc.	06/10/2022	Management	2	Yes	Elect Director Michael S. Brown	For	For	Against	Against	Votes AGAINST non-independent nominees Leonard Schleifer, Michael Brown and George Yancopoulos are warranted for lack of a majority independent board. Votes AGAINST Michael Brown are also warranted for serving as a non-independent member of a key board committee. A vote FOR Bonnie L. Bassler is warranted.
Regeneron Pharmaceuticals, Inc.	06/10/2022	Management	3	Yes	Elect Director Leonard S. Schleifer	For	For	Against	Against	Votes AGAINST non-independent nominees Leonard Schleifer, Michael Brown and George Yancopoulos are warranted for lack of a majority independent board. Votes AGAINST Michael Brown are also warranted for serving as a non-independent member of a key board committee. A vote FOR Bonnie L. Bassler is warranted.
Regeneron Pharmaceuticals, Inc.	06/10/2022	Management	4	Yes	Elect Director George D. Yancopoulos	For	For	Against	Against	Votes AGAINST non-independent nominees Leonard Schleifer, Michael Brown and George Yancopoulos are warranted for lack of a majority independent board. Votes AGAINST Michael Brown are also warranted for serving as a non-independent member of a key board committee. A vote FOR Bonnie L. Bassler is warranted.
Regeneron Pharmaceuticals, Inc.	06/10/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Regeneron Pharmaceuticals, Inc.	06/10/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company paid an excessive amount for the CEO's automobile perquisites. * The total amount of perquisite compensation reported for the CEO is excessive. * The company maintains agreements that contain excise tax gross-up provisions.
Regions Financial Corporation	04/20/2022	Management	1	Yes	Elect Director Samuel A. Di Piazza, Jr.	For	For	For	For	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Regions Financial Corporation	04/20/2022	Management	2	Yes	Elect Director Zhanna Golodryga	For	For	For	For	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regions Financial Corporation	04/20/2022	Management	3	Yes	Elect Director John D. Johns	For	For	For	For	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regions Financial Corporation	04/20/2022	Management	4	Yes	Elect Director Joia M. Johnson	For	For	For	For	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regions Financial Corporation	04/20/2022	Management	5	Yes	Elect Director Ruth Ann Marshall	For	For	For	For	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regions Financial Corporation	04/20/2022	Management	6	Yes	Elect Director Charles D. McCrary	For	For	Against	Against	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regions Financial Corporation	04/20/2022	Management	7	Yes	Elect Director James T. Prokopanko	For	For	For	For	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regions Financial Corporation	04/20/2022	Management	8	Yes	Elect Director Lee J. Styslinger, III	For	For	Against	Against	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regions Financial Corporation	04/20/2022	Management	9	Yes	Elect Director Jose S. Suquet	For	For	For	For	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regions Financial Corporation	04/20/2022	Management	10	Yes	Elect Director John M. Turner, Jr.	For	For	For	For	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regions Financial Corporation	04/20/2022	Management	11	Yes	Elect Director Timothy Vines	For	For	For	For	Votes AGAINST Charles McCrary and Lee Styslinger III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Regions Financial Corporation	04/20/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Regions Financial Corporation	04/20/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of LTI awards are earned based on multi-year performance, while the annual program is predominately based on pre-set, financial performance goals, and pay and performance are reasonably aligned for the year in review.	
Reinsurance Group of America,	05/25/2022	Management	1	Yes	Elect Director Pina Albo	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	2	Yes	Elect Director J. Cliff Eason	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	3	Yes	Elect Director John J. Gauthier	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	4	Yes	Elect Director Patricia L. Guinn	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	5	Yes	Elect Director Anna Manning	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	6	Yes	Elect Director Hazel M. McNeillage	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	7	Yes	Elect Director Ng Keng Hooi	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	8	Yes	Elect Director George Nichols, III	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	9	Yes	Elect Director Stephen O'Hearn	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	10	Yes	Elect Director Shundrawn Thomas	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	11	Yes	Elect Director Steven C. Van Wyk	For	For	For	For	A vote FOR the director nominees is warranted.	
Reinsurance Group of America,	05/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The increase in pay for the year in review is due to an off-cycle one-time equity grant, which comes amid multiple years of forfeited performance equity. The one-time grant, which was only half based on performance-conditioned equity and does not disclose any forward-looking targets, appears to also have a relatively short performance period, and both the time-vesting and performance-vesting portions of the award can vest within two years of grant. There is an expectation that one-time awards utilize rigorous goal targets and are predominately performance-based over a long-term performance period. In the annual pay program, the annual bonus replaced a financial goal with a strategic scorecard with disclosure concerns, and multiple financial goals were set below the prior year's actual performance. The LTI mix also lowered the portion that was based on performance-conditioned equity, an action that shareholders generally disfavor.	
Reinsurance Group of America,	05/25/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Reliance Steel & Aluminum Co.	05/18/2022	Management	1	Yes	Elect Director Lisa L. Baldwin	For	For	For	For	Votes AGAINST Mark Kaminski and John Figueroa are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Reliance Steel & Aluminum Co.	05/18/2022	Management	2	Yes	Elect Director Karen W. Colonias	For	For	For	For	Votes AGAINST Mark Kaminski and John Figueroa are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Reliance Steel & Aluminum Co.	05/18/2022	Management	3	Yes	Elect Director Frank J. Dellaquila	For	For	For	For	Votes AGAINST Mark Kaminski and John Figueroa are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Reliance Steel & Aluminum Co.	05/18/2022	Management	4	Yes	Elect Director John G. Figueroa	For	For	Against	Against	Votes AGAINST Mark Kaminski and John Figueroa are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/18/2022	Management	5	Yes	Elect Director James D. Hoffman	For	For	For	For	Votes AGAINST Mark Kaminski and John Figueroa are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/18/2022	Management	6	Yes	Elect Director Mark V. Kaminski	For	For	Against	Against	Votes AGAINST Mark Kaminski and John Figueroa are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/18/2022	Management	7	Yes	Elect Director Karla R. Lewis	For	For	For	For	Votes AGAINST Mark Kaminski and John Figueroa are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/18/2022	Management	8	Yes	Elect Director Robert A. McEvoy	For	For	For	For	Votes AGAINST Mark Kaminski and John Figueroa are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/18/2022	Management	9	Yes	Elect Director David W. Seeger	For	For	For	For	Votes AGAINST Mark Kaminski and John Figueroa are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/18/2022	Management	10	Yes	Elect Director Douglas W. Stotlar	For	For	For	For	Votes AGAINST Mark Kaminski and John Figueroa are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/18/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Reliance Steel & Aluminum Co.	05/18/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Reliance Steel & Aluminum Co.	05/18/2022	Shareholder	13	Yes	Amend Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted as the proposed elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders.
RenaissanceRe Holdings Ltd.	05/16/2022	Management	1	Yes	Elect Director Shyam Gidumal	For	For	For	For	Votes AGAINST non-independent nominee Henry Klehm III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/16/2022	Management	2	Yes	Elect Director Henry Klehm, III	For	For	Against	Against	Votes AGAINST non-independent nominee Henry Klehm III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/16/2022	Management	3	Yes	Elect Director Valerie Rahmani	For	For	For	For	Votes AGAINST non-independent nominee Henry Klehm III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/16/2022	Management	4	Yes	Elect Director Carol P. Sanders	For	For	For	For	Votes AGAINST non-independent nominee Henry Klehm III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/16/2022	Management	5	Yes	Elect Director Cynthia Trudell	For	For	For	For	Votes AGAINST non-independent nominee Henry Klehm III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/16/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
RenaissanceRe Holdings Ltd.	05/16/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
RenaissanceRe Holdings Ltd.	05/16/2022	Management	8	Yes	Approve PricewaterhouseCoopers Ltd. as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Repligen Corporation	05/26/2022	Management	1	Yes	Elect Director Tony J. Hunt	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/26/2022	Management	2	Yes	Elect Director Karen A. Dawes	For	For	Against	Against	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/26/2022	Management	3	Yes	Elect Director Nicolas M. Barthelemy	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/26/2022	Management	4	Yes	Elect Director Carrie Eglinton Manner	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/26/2022	Management	5	Yes	Elect Director Rohin Mhatre	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/26/2022	Management	6	Yes	Elect Director Glenn P. Muir	For	For	For	For	Votes AGAINST Karen Dawes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Repligen Corporation	05/26/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Repligen Corporation	05/26/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Republic Services, Inc.	05/16/2022	Management	1	Yes	Elect Director Manuel Kadre	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	2	Yes	Elect Director Tomago Collins	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	3	Yes	Elect Director Michael A. Duffy	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	4	Yes	Elect Director Thomas W. Handley	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	5	Yes	Elect Director Jennifer M. Kirk	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	6	Yes	Elect Director Michael Larson	For	For	Against	Against	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	7	Yes	Elect Director Kim S. Pegula	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	8	Yes	Elect Director James P. Snee	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	9	Yes	Elect Director Brian S. Tyler	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	10	Yes	Elect Director Jon Vander Ark	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	11	Yes	Elect Director Sandra M. Volpe	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	12	Yes	Elect Director Katharine B. Weymouth	For	For	Against	Against	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/16/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are aligned.
Republic Services, Inc.	05/16/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Republic Services, Inc.	05/16/2022	Shareholder	15	Yes	Amend Senior Executive Compensation Clawback Policy	Against	For	For	For	A vote FOR this proposal is warranted. Further improvement to the clawback policy would expand the board's ability to recoup incentive pay and the increased disclosure requirements would benefit shareholders.
Republic Services, Inc.	05/16/2022	Shareholder	16	Yes	Report on Third-Party Environmental Justice Audit	Against	For	For	For	A vote FOR this proposal is warranted at this time because a third-party audit would help shareholders assess the company's management of environmental justice issues.
Republic Services, Inc.	05/16/2022	Shareholder	17	Yes	Report on Third-Party Civil Rights Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent civil rights audit would help shareholders better assess the effectiveness of Republic Services' efforts to address the issue of any inequality in its workforce and its management of related risks.
Rexford Industrial Realty, Inc.	06/13/2022	Management	1	Yes	Elect Director Robert L. Antin	For	For	For	For	A vote FOR the director nominees is warranted.
Rexford Industrial Realty, Inc.	06/13/2022	Management	2	Yes	Elect Director Michael S. Frankel	For	For	For	For	A vote FOR the director nominees is warranted.
Rexford Industrial Realty, Inc.	06/13/2022	Management	3	Yes	Elect Director Diana J. Ingram	For	For	For	For	A vote FOR the director nominees is warranted.
Rexford Industrial Realty, Inc.	06/13/2022	Management	4	Yes	Elect Director Angela L. Kleiman	For	For	For	For	A vote FOR the director nominees is warranted.
Rexford Industrial Realty, Inc.	06/13/2022	Management	5	Yes	Elect Director Debra L. Morris	For	For	For	For	A vote FOR the director nominees is warranted.
Rexford Industrial Realty, Inc.	06/13/2022	Management	6	Yes	Elect Director Tyler H. Rose	For	For	For	For	A vote FOR the director nominees is warranted.
Rexford Industrial Realty, Inc.	06/13/2022	Management	7	Yes	Elect Director Howard Schwimmer	For	For	For	For	A vote FOR the director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Rexford Industrial Realty, Inc.	06/13/2022	Management	8	Yes	Elect Director Richard Ziman	For	For	For	For	A vote FOR the director nominees is warranted.	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Rexford Industrial Realty, Inc.	06/13/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Rexford Industrial Realty, Inc.	06/13/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Rexford Industrial Realty, Inc.	06/13/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Reynolds Consumer Products I	04/27/2022	Management	1	Yes	Elect Director Gregory Cole	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Gregory (Greg) Cole and Ann Ziegler given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirements to enact changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Gregory (Greg) Cole are warranted for lack of a majority independent board. WITHHOLD votes for Gregory (Greg) Cole are also warranted for serving as a non-independent member of a key board committee.	WITHHOLD votes are warranted for incumbent director nominees Gregory (Greg) Cole and Ann Ziegler given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirements to enact changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Gregory (Greg) Cole are warranted for lack of a majority independent board. WITHHOLD votes for Gregory (Greg) Cole are also warranted for serving as a non-independent member of a key board committee.
Reynolds Consumer Products I	04/27/2022	Management	2	Yes	Elect Director Ann Ziegler	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Gregory (Greg) Cole and Ann Ziegler given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirements to enact changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Gregory (Greg) Cole are warranted for lack of a majority independent board. WITHHOLD votes for Gregory (Greg) Cole are also warranted for serving as a non-independent member of a key board committee.	
Reynolds Consumer Products I	04/27/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Reynolds Consumer Products I	04/27/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
RH	06/30/2022	Management	1	Yes	Elect Director Eri Chaya	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Demilio and Eri Chaya are warranted for lack of a majority independent board. WITHHOLD votes for Mark Demilio are also warranted for serving as a non-independent member of a key board committee. A vote FOR Leonard Schlesinger is warranted.	WITHHOLD votes for non-independent nominees Mark Demilio and Eri Chaya are warranted for lack of a majority independent board. WITHHOLD votes for Mark Demilio are also warranted for serving as a non-independent member of a key board committee. A vote FOR Leonard Schlesinger is warranted.
RH	06/30/2022	Management	2	Yes	Elect Director Mark Demilio	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Demilio and Eri Chaya are warranted for lack of a majority independent board. WITHHOLD votes for Mark Demilio are also warranted for serving as a non-independent member of a key board committee. A vote FOR Leonard Schlesinger is warranted.	
RH	06/30/2022	Management	3	Yes	Elect Director Leonard Schlesinger	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Demilio and Eri Chaya are warranted for lack of a majority independent board. WITHHOLD votes for Mark Demilio are also warranted for serving as a non-independent member of a key board committee. A vote FOR Leonard Schlesinger is warranted.	A vote AGAINST this proposal is warranted because: * The company has change-in-control arrangements with certain executives that include excessive severance provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks compensation-related risk mitigating measures, including a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
RH	06/30/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company has change-in-control arrangements with certain executives that include excessive severance provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks compensation-related risk mitigating measures, including a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	
RH	06/30/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	A vote FOR this resolution is warranted as shareholders may benefit from additional information from the company on its policies and practices relating to animal welfare in its direct operations as well as in its supply chain, allowing them to better assess the company's management and oversight of related risks.
RH	06/30/2022	Shareholder	6	Yes	Report on Procurement of Down Feathers from the Company's Suppliers	Against	Against	For	For	A vote FOR this resolution is warranted as shareholders may benefit from additional information from the company on its policies and practices relating to animal welfare in its direct operations as well as in its supply chain, allowing them to better assess the company's management and oversight of related risks.	
Rivian Automotive, Inc.	06/06/2022	Management	1	Yes	Elect Director Robert J. Scaringe	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Robert Scaringe, Peter Krawiec, and Sanford Schwartz given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.	WITHHOLD votes are warranted for incumbent directors Robert Scaringe, Peter Krawiec, and Sanford Schwartz given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Rivian Automotive, Inc.	06/06/2022	Management	2	Yes	Elect Director Peter Krawiec	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Robert Scaringe, Peter Krawiec, and Sanford Schwartz given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.	
Rivian Automotive, Inc.	06/06/2022	Management	3	Yes	Elect Director Sanford Schwartz	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Robert Scaringe, Peter Krawiec, and Sanford Schwartz given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.	WITHHOLD votes are warranted for incumbent directors Robert Scaringe, Peter Krawiec, and Sanford Schwartz given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.



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Rivian Automotive, Inc.	06/06/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Rivian Automotive, Inc.	06/06/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. NEOs received outsized equity awards in 2021 prior to the IPO. While the majority of the CEO's grant requires the achievement of performance criteria, the value of the grants appear excessive in value, particularly given the CEO's existing holdings in the company. Additionally, awards to other NEOs were entirely time-vesting. Further, the company modified awards to allow for potential vesting acceleration in connection with a termination of employment, which resulted in sizable increases to the value of the grants.
Rivian Automotive, Inc.	06/06/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Robert Half International Inc.	05/18/2022	Management	1	Yes	Elect Director Julia L. Coronado	For	For	For	For	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/18/2022	Management	2	Yes	Elect Director Dirk A. Kempthorne	For	For	For	For	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/18/2022	Management	3	Yes	Elect Director Harold M. Messmer, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/18/2022	Management	4	Yes	Elect Director Marc H. Morial	For	For	For	For	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/18/2022	Management	5	Yes	Elect Director Robert J. Pace	For	For	Against	Against	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/18/2022	Management	6	Yes	Elect Director Frederick A. Richman	For	For	Against	Against	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/18/2022	Management	7	Yes	Elect Director M. Keith Waddell	For	For	Against	Against	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/18/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentive awards are based entirely on pre-set financial goals, and long-term incentives are entirely performance-based.
Robert Half International Inc.	05/18/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rocket Companies, Inc.	06/15/2022	Management	1	Yes	Elect Director Dan Gilbert	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Daniel (Dan) Gilbert and Nancy Tellem given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board and the pop-up supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Daniel (Dan) Gilbert are warranted for lack of a majority independent board. WITHHOLD votes for Daniel (Dan) Gilbert are also warranted for serving as a non-independent member of a key board committee.
Rocket Companies, Inc.	06/15/2022	Management	2	Yes	Elect Director Nancy Tellem	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Daniel (Dan) Gilbert and Nancy Tellem given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure, the classified board and the pop-up supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for non-independent nominee Daniel (Dan) Gilbert are warranted for lack of a majority independent board. WITHHOLD votes for Daniel (Dan) Gilbert are also warranted for serving as a non-independent member of a key board committee.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Rocket Companies, Inc.	06/15/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rocket Companies, Inc.	06/15/2022	Management	4	Yes	Amend Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Rockwell Automation, Inc.	02/01/2022	Management	1	Yes	Elect Director James P. Keane	For	For	Withhold	Withhold	WITHHOLD votes for James Keane are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Rockwell Automation, Inc.	02/01/2022	Management	2	Yes	Elect Director Blake D. Moret	For	For	For	For	WITHHOLD votes for James Keane are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Rockwell Automation, Inc.	02/01/2022	Management	3	Yes	Elect Director Thomas W. Rosamilia	For	For	For	For	WITHHOLD votes for James Keane are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Rockwell Automation, Inc.	02/01/2022	Management	4	Yes	Elect Director Patricia A. Watson	For	For	For	For	WITHHOLD votes for James Keane are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Rockwell Automation, Inc.	02/01/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, including a majority of LTI being time-based, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Rockwell Automation, Inc.	02/01/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rollins, Inc.	04/26/2022	Management	1	Yes	Elect Director Susan R. Bell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald (Don) Carson and John Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Donald (Don) Carson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent nominees John Wilson and Susan Bell are further warranted in light of the problematic practices in the company's compensation program, including the provision of excessive corporate aircraft-related perquisite to the CEO, lack of performance metrics for equity awards, and auto-accelerated vesting of equity upon a change in control. A vote FOR the remaining director nominee, Louise Sams, is warranted.
Rollins, Inc.	04/26/2022	Management	2	Yes	Elect Director Donald P. Carson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald (Don) Carson and John Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Donald (Don) Carson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent nominees John Wilson and Susan Bell are further warranted in light of the problematic practices in the company's compensation program, including the provision of excessive corporate aircraft-related perquisite to the CEO, lack of performance metrics for equity awards, and auto-accelerated vesting of equity upon a change in control. A vote FOR the remaining director nominee, Louise Sams, is warranted.
Rollins, Inc.	04/26/2022	Management	3	Yes	Elect Director Louise S. Sams	For	For	For	For	WITHHOLD votes for non-independent nominees Donald (Don) Carson and John Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Donald (Don) Carson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent nominees John Wilson and Susan Bell are further warranted in light of the problematic practices in the company's compensation program, including the provision of excessive corporate aircraft-related perquisite to the CEO, lack of performance metrics for equity awards, and auto-accelerated vesting of equity upon a change in control. A vote FOR the remaining director nominee, Louise Sams, is warranted.
Rollins, Inc.	04/26/2022	Management	4	Yes	Elect Director John F. Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald (Don) Carson and John Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Donald (Don) Carson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent nominees John Wilson and Susan Bell are further warranted in light of the problematic practices in the company's compensation program, including the provision of excessive corporate aircraft-related perquisite to the CEO, lack of performance metrics for equity awards, and auto-accelerated vesting of equity upon a change in control. A vote FOR the remaining director nominee, Louise Sams, is warranted.
Rollins, Inc.	04/26/2022	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rollins, Inc.	04/26/2022	Management	6	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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Roper Technologies, Inc.	06/15/2022	Management	1	Yes	Elect Director Shellye L. Archambeau	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/15/2022	Management	2	Yes	Elect Director Amy Woods Brinkley	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/15/2022	Management	3	Yes	Elect Director Irene M. Esteves	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/15/2022	Management	4	Yes	Elect Director L. Neil Hunn	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/15/2022	Management	5	Yes	Elect Director Robert D. Johnson	For	For	Against	Against	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/15/2022	Management	6	Yes	Elect Director Thomas P. Joyce, Jr.	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/15/2022	Management	7	Yes	Elect Director Laura G. Thatcher	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/15/2022	Management	8	Yes	Elect Director Richard F. Wallman	For	For	Against	Against	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/15/2022	Management	9	Yes	Elect Director Christopher Wright	For	For	Against	Against	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/15/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time.
Roper Technologies, Inc.	06/15/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ross Stores, Inc.	05/18/2022	Management	1	Yes	Elect Director K. Gunnar Bjorklund	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/18/2022	Management	2	Yes	Elect Director Michael J. Bush	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/18/2022	Management	3	Yes	Elect Director Sharon D. Garrett	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/18/2022	Management	4	Yes	Elect Director Michael J. Hartshorn	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/18/2022	Management	5	Yes	Elect Director Stephen D. Milligan	For	For	For	For	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ross Stores, Inc.	05/18/2022	Management	6	Yes	Elect Director Patricia H. Mueller	For	For	For	For	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ross Stores, Inc.	05/18/2022	Management	7	Yes	Elect Director George P. Orban	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ross Stores, Inc.	05/18/2022	Management	8	Yes	Elect Director Larree M. Renda	For	For	For	For	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ross Stores, Inc.	05/18/2022	Management	9	Yes	Elect Director Barbara Rentler	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ross Stores, Inc.	05/18/2022	Management	10	Yes	Elect Director Doniel N. Sutton	For	For	For	For	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ross Stores, Inc.	05/18/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance were reasonably aligned for the year in review, and both the annual and long-term incentive plans were in the process of returning to the pre-pandemic formula-driven quantitative approach.	
Ross Stores, Inc.	05/18/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Royalty Pharma Plc	06/23/2022	Management	1	Yes	Elect Director Pablo Legorreta	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock, and partnership interests convertible into common stock, by directors and executive officers. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Royalty Pharma Plc	06/23/2022	Management	2	Yes	Elect Director Henry Fernandez	For	Against	Against	Against	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock, and partnership interests convertible into common stock, by directors and executive officers. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Royalty Pharma Plc	06/23/2022	Management	3	Yes	Elect Director Bonnie Bassler	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock, and partnership interests convertible into common stock, by directors and executive officers. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	

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										Voting Policy Rationale	
Royalty Pharma Plc	06/23/2022	Management	4	Yes	Elect Director Errol De Souza	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock, and partnership interests convertible into common stock, by directors and executive officers. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Royalty Pharma Plc	06/23/2022	Management	5	Yes	Elect Director Catherine Engelbert	For	Against	Against	Against	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock, and partnership interests convertible into common stock, by directors and executive officers. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Royalty Pharma Plc	06/23/2022	Management	6	Yes	Elect Director M. Germano Giuliani	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock, and partnership interests convertible into common stock, by directors and executive officers. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Royalty Pharma Plc	06/23/2022	Management	7	Yes	Elect Director David Hodgson	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock, and partnership interests convertible into common stock, by directors and executive officers. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Royalty Pharma Plc	06/23/2022	Management	8	Yes	Elect Director Ted Love	For	For	Against	Against	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock, and partnership interests convertible into common stock, by directors and executive officers. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Royalty Pharma Plc	06/23/2022	Management	9	Yes	Elect Director Gregory Norden	For	Against	Against	Against	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock, and partnership interests convertible into common stock, by directors and executive officers. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Royalty Pharma Plc	06/23/2022	Management	10	Yes	Elect Director Rory Riggs	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock, and partnership interests convertible into common stock, by directors and executive officers. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Royalty Pharma Plc	06/23/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company is externally managed and has provided sufficient information regarding compensation arrangements between the NEOs and the external manager. The company discloses the total pay that each NEO received from the manager, the breakdown of fixed and variable pay, and discloses that the manager uses discretion to determine the value of variable pay.	
Royalty Pharma Plc	06/23/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	
Royalty Pharma Plc	06/23/2022	Management	13	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this routine item is warranted.	
Royalty Pharma Plc	06/23/2022	Management	14	Yes	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the recommendation on the U.S. Accordingly, a vote FOR this proposal is warranted.	
Royalty Pharma Plc	06/23/2022	Management	15	Yes	Ratify Ernst & Young as U.K. Statutory Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	
Royalty Pharma Plc	06/23/2022	Management	16	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns have been identified.	



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Royalty Pharma Plc	06/23/2022	Management	17	Yes	Authorise Market Purchase of Ordinary Shares	For	For	For	For	A vote FOR this resolution is warranted, as no particular concerns have been identified with the share repurchase authorization request.
Ryder System, Inc.	05/06/2022	Management	1	Yes	Elect Director Robert J. Eck	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	2	Yes	Elect Director Robert A. Hagemann	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	3	Yes	Elect Director Michael F. Hilton	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	4	Yes	Elect Director Tamara L. Lundgren	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	5	Yes	Elect Director Luis P. Nieto, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	6	Yes	Elect Director David G. Nord	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	7	Yes	Elect Director Robert E. Sanchez	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	8	Yes	Elect Director Abbie J. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	9	Yes	Elect Director E. Follin Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	10	Yes	Elect Director Dmitri L. Stockton	For	For	For	For	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	11	Yes	Elect Director Hansel E. Tookes, II	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Sanchez, Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are warranted for lack of a majority independent board. Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., E. Follin Smith, Abbie Smith and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/06/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Ryder System, Inc.	05/06/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ryder System, Inc.	05/06/2022	Shareholder	14	Yes	Provide Right to Act by Written Consent	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company's existing governance practices provide an effective counterbalance to the proposed written consent provisions.
S&P Global Inc.	05/04/2022	Management	1	Yes	Elect Director Marco Alvera	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	2	Yes	Elect Director Jacques Esculier	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	3	Yes	Elect Director Gay Huey Evans	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	4	Yes	Elect Director William D. Green	For	For	Against	Against	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	5	Yes	Elect Director Stephanie C. Hill	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	6	Yes	Elect Director Rebecca Jacoby	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	7	Yes	Elect Director Robert P. Kelly	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	8	Yes	Elect Director Ian Paul Livingston	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	9	Yes	Elect Director Deborah D. McWhinney	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	10	Yes	Elect Director Maria R. Morris	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	11	Yes	Elect Director Douglas L. Peterson	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	12	Yes	Elect Director Edward B. Rust, Jr.	For	For	Against	Against	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	13	Yes	Elect Director Richard E. Thornburgh	For	For	Against	Against	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	14	Yes	Elect Director Gregory Washington	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh, William (Bill) Green, and Edward Rust Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/04/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay and company performance are reasonably aligned, and the majority of CEO pay is conditioned on objective financial performance metrics. Additionally, the majority of the CEO's equity award is conditioned on clearly disclosed long-term financial
S&P Global Inc.	05/04/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sage Therapeutics, Inc.	06/16/2022	Management	1	Yes	Elect Director James M. Frates	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Kevin Starr, James (Jim) Frates, and George Golumbeski for failing to adequately respond to the lack of majority support for directors Geno Germano and Steven Paul at the 2021 annual meeting. WITHHOLD votes are also warranted for Kevin Starr, James (Jim) Frates, and George Golumbeski given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member George Golumbeski for lack of diversity on the board.

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Sage Therapeutics, Inc.	06/16/2022	Management	2	Yes	Elect Director George Golumbeski	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Kevin Starr, James (Jim) Frates, and George Golumbeski for failing to adequately respond to the lack of majority support for directors Geno Germano and Steven Paul at the 2021 annual meeting. WITHHOLD votes are also warranted for Kevin Starr, James (Jim) Frates, and George Golumbeski given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member George Golumbeski for lack of diversity on the board.	
Sage Therapeutics, Inc.	06/16/2022	Management	3	Yes	Elect Director Kevin P. Starr	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Kevin Starr, James (Jim) Frates, and George Golumbeski for failing to adequately respond to the lack of majority support for directors Geno Germano and Steven Paul at the 2021 annual meeting. WITHHOLD votes are also warranted for Kevin Starr, James (Jim) Frates, and George Golumbeski given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member George Golumbeski for lack of diversity on the board.	
Sage Therapeutics, Inc.	06/16/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Sage Therapeutics, Inc.	06/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the compensation committee demonstrated adequate responsiveness to the prior year's low say-on-pay vote result, an unmitigated pay-for-performance misalignment exists for the year in review. There are concerns regarding the structure and disclosure of the CEO's new hire awards, which are amplified given the magnitude. Although the majority of the award is based on the achievement of certain milestones, many investors may expect a greater weighting ascribed to performance-vesting given the magnitude. In addition, the proxy does not clearly disclose the weighting of each milestone, the quantified revenue target, or a timeframe under which the milestones need to be achieved. Further, the proxy does not disclose the award is intended to cover multiple years.	
Sage Therapeutics, Inc.	06/16/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Sage Therapeutics, Inc.	06/16/2022	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.	
Salesforce, Inc.	06/09/2022	Management	1	Yes	Elect Director Marc Benioff	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	2	Yes	Elect Director Bret Taylor	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	3	Yes	Elect Director Laura Alber	For	For	For	For	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	4	Yes	Elect Director Craig Conway	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Salesforce, Inc.	06/09/2022	Management	5	Yes	Elect Director Parker Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	6	Yes	Elect Director Alan Hassenfeld	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	7	Yes	Elect Director Neelie Kroes	For	For	For	For	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	8	Yes	Elect Director Oscar Munoz	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	9	Yes	Elect Director Sanford Robertson	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	10	Yes	Elect Director John V. Roos	For	For	For	For	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	11	Yes	Elect Director Robin Washington	For	For	For	For	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	12	Yes	Elect Director Maynard Webb	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	13	Yes	Elect Director Susan Wojcicki	For	For	For	For	Votes AGAINST non-independent nominees Marc Benioff, Bret Taylor, Sanford Robertson, Craig Conway, Parker Harris, Alan Hassenfeld, Oscar Munoz and Maynard Webb Jr. are warranted for lack of a majority independent board. Votes AGAINST Sanford Robertson, Craig Conway, Alan Hassenfeld and Maynard Webb Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Salesforce, Inc.	06/09/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan administrator may provide loans for the exercise of stock options.	
Salesforce, Inc.	06/09/2022	Management	15	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.	
Salesforce, Inc.	06/09/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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Salesforce, Inc.	06/09/2022	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of security-related perquisite to the CEO.
Salesforce, Inc.	06/09/2022	Shareholder	18	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Salesforce, Inc.	06/09/2022	Shareholder	19	Yes	Oversee and Report a Racial Equity Audit	Against	Against	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Salesforce's efforts to address the issue of racial inequality for its stakeholders and its management of related risks.
Sarepta Therapeutics, Inc.	06/02/2022	Management	1	Yes	Elect Director Kathryn Boor	For	For	For	For	Votes AGAINST Hans Wigzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/02/2022	Management	2	Yes	Elect Director Michael Chambers	For	For	For	For	Votes AGAINST Hans Wigzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/02/2022	Management	3	Yes	Elect Director Douglas S. Ingram	For	For	For	For	Votes AGAINST Hans Wigzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/02/2022	Management	4	Yes	Elect Director Hans Wigzell	For	For	Against	Against	Votes AGAINST Hans Wigzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/02/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sarepta Therapeutics, Inc.	06/02/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
Sarepta Therapeutics, Inc.	06/02/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SBA Communications Corporat	05/12/2022	Management	1	Yes	Elect Director Kevin L. Beebe	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Stoops, Jack Langer and Kevin Beebe are warranted for lack of a majority independent board. Votes AGAINST Jack Langer and Kevin Beebe are also warranted for serving as non-independent members of a key board committee. A vote FOR Jay L. Johnson is warranted.
SBA Communications Corporat	05/12/2022	Management	2	Yes	Elect Director Jack Langer	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Stoops, Jack Langer and Kevin Beebe are warranted for lack of a majority independent board. Votes AGAINST Jack Langer and Kevin Beebe are also warranted for serving as non-independent members of a key board committee. A vote FOR Jay L. Johnson is warranted.
SBA Communications Corporat	05/12/2022	Management	3	Yes	Elect Director Jeffrey A. Stoops	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Stoops, Jack Langer and Kevin Beebe are warranted for lack of a majority independent board. Votes AGAINST Jack Langer and Kevin Beebe are also warranted for serving as non-independent members of a key board committee. A vote FOR Jay L. Johnson is warranted.
SBA Communications Corporat	05/12/2022	Management	4	Yes	Elect Director Jay L. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Jeffrey Stoops, Jack Langer and Kevin Beebe are warranted for lack of a majority independent board. Votes AGAINST Jack Langer and Kevin Beebe are also warranted for serving as non-independent members of a key board committee. A vote FOR Jay L. Johnson is warranted.
SBA Communications Corporat	05/12/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SBA Communications Corporat	05/12/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and long-term incentives are chiefly performance-conditioned. Some concerns remain related to the degree of subjectivity utilized in the annual incentives, the lack of a payout cap when absolute TSR results are negative, and the use of the AFFO per share metric in both incentive plans.
Schlumberger N.V.	04/06/2022	Management	1	Yes	Elect Director Peter Coleman	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/06/2022	Management	2	Yes	Elect Director Patrick de La Chevardiere	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/06/2022	Management	3	Yes	Elect Director Miguel Galuccio	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/06/2022	Management	4	Yes	Elect Director Olivier Le Peuch	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/06/2022	Management	5	Yes	Elect Director Samuel Leupold	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/06/2022	Management	6	Yes	Elect Director Tatiana Mitrova	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/06/2022	Management	7	Yes	Elect Director Maria Moraeus Hanssen	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/06/2022	Management	8	Yes	Elect Director Vanitha Narayanan	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/06/2022	Management	9	Yes	Elect Director Mark Papa	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/06/2022	Management	10	Yes	Elect Director Jeff Sheets	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/06/2022	Management	11	Yes	Elect Director Ulrich Spiesshofer	For	For	For	For	A vote FOR the director nominees is warranted.



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Schlumberger N.V.	04/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are primarily performance-based and long-term equity awards rely on multi-year performance periods. However, the company's practice of targeting total NEO compensation at above-median levels warrants further monitoring.
Schlumberger N.V.	04/06/2022	Management	13	Yes	Adopt and Approve Financials and Dividends	For	For	For	For	In the absence of any concerns over the company's financial statements, a vote FOR this proposal is warranted.
Schlumberger N.V.	04/06/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schneider National, Inc.	04/25/2022	Management	1	Yes	Elect Director Jyoti Chopra	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	2	Yes	Elect Director James R. Giertz	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	3	Yes	Elect Director Adam P. Godfrey	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	4	Yes	Elect Director Robert W. Grubbs	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	5	Yes	Elect Director Robert M. Knight, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	6	Yes	Elect Director Therese A. Koller	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	7	Yes	Elect Director Mark B. Rourke	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.

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Schneider National, Inc.	04/25/2022	Management	8	Yes	Elect Director Paul J. Schneider	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	9	Yes	Elect Director John A. Swainson	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	10	Yes	Elect Director James L. Welch	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Adam Godfrey, Mark Rourke, Jyoti Chopra, James Giertz, Robert Grubbs, Robert Knight Jr., Therese Koller, Paul Schneider, John Swainson, and James Welch are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and governance provisions which adversely impact shareholder rights. WITHHOLD votes for Adam Godfrey, Therese Koller and Paul Schneider are warranted for serving as non-independent members of certain key board committees.
Schneider National, Inc.	04/25/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schneider National, Inc.	04/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The CEO's annual bonus was entirely based on pre-set financial metrics, and his equity award was granted with a target mix of half performance-based equity utilizing multi-year goals. Further, a prior LTI grant did not vest when performance targets were not met.
Science Applications Internatio	06/08/2022	Management	1	Yes	Elect Director Robert A. Bedingfield	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	2	Yes	Elect Director Carol A. Goode	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	3	Yes	Elect Director Garth N. Graham	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	4	Yes	Elect Director John J. Hamre	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	5	Yes	Elect Director Yvette M. Kanouff	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	6	Yes	Elect Director Nazzic S. Keene	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	7	Yes	Elect Director Timothy J. Mayopoulos	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	8	Yes	Elect Director Katharina G. McFarland	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	9	Yes	Elect Director Milford W. McGuirt	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	10	Yes	Elect Director Donna S. Morea	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	11	Yes	Elect Director Steven R. Shane	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications Internatio	06/08/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Science Applications Internatio	06/08/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Seaboard Corporation	04/25/2022	Management	1	Yes	Elect Director Ellen S. Bresky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are further warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/25/2022	Management	2	Yes	Elect Director David A. Adamsen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are further warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions. A vote FOR Frances B. Shifman is warranted.

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Seaboard Corporation	04/25/2022	Management	3	Yes	Elect Director Douglas W. Baena	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are further warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/25/2022	Management	4	Yes	Elect Director Paul M. Squires	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are further warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/25/2022	Management	5	Yes	Elect Director Frances B. Shifman	For	For	For	For	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen and Paul Squires are warranted for lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are warranted for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are further warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/25/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Seagen Inc.	05/13/2022	Management	1	Yes	Elect Director Ted W. Love	For	For	Against	Against	Votes AGAINST non-independent nominee Daniel Welch are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an
Seagen Inc.	05/13/2022	Management	2	Yes	Elect Director Daniel G. Welch	For	For	Against	Against	Votes AGAINST non-independent nominee Daniel Welch are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST Ted Love are warranted for serving on more than two public boards while serving as a CEO of an
Seagen Inc.	05/13/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.
Seagen Inc.	05/13/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sealed Air Corporation	05/26/2022	Management	1	Yes	Elect Director Elizabeth M. Adefoye	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/26/2022	Management	2	Yes	Elect Director Zubaid Ahmad	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/26/2022	Management	3	Yes	Elect Director Francoise Colpron	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/26/2022	Management	4	Yes	Elect Director Edward L. Doheny, II	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/26/2022	Management	5	Yes	Elect Director Henry R. Keizer	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/26/2022	Management	6	Yes	Elect Director Harry A. Lawton, III	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/26/2022	Management	7	Yes	Elect Director Suzanne B. Rowland	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/26/2022	Management	8	Yes	Elect Director Jerry R. Whitaker	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/26/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sealed Air Corporation	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were reasonably aligned for the year in review, the compensation committee did not demonstrate sufficient responsiveness to last year's low say-on-pay vote. Although the proxy describes meetings with shareholders and cites their feedback, the committee did not make changes to the pay program nor disclose a robust commitment not to repeat an action that investors found

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SEI Investments Company	06/01/2022	Management	1	Yes	Elect Director Alfred P. West, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Alfred West Jr. and William Doran are warranted for lack of a majority independent board. Votes AGAINST incumbent director nominees Alfred West Jr. and William Doran are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Jonathan A. Brassington is warranted.
SEI Investments Company	06/01/2022	Management	2	Yes	Elect Director William M. Doran	For	For	Against	Against	Votes AGAINST non-independent nominees Alfred West Jr. and William Doran are warranted for lack of a majority independent board. Votes AGAINST incumbent director nominees Alfred West Jr. and William Doran are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Jonathan A. Brassington is warranted.
SEI Investments Company	06/01/2022	Management	3	Yes	Elect Director Jonathan A. Brassington	For	For	For	For	Votes AGAINST non-independent nominees Alfred West Jr. and William Doran are warranted for lack of a majority independent board. Votes AGAINST incumbent director nominees Alfred West Jr. and William Doran are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Jonathan A. Brassington is warranted.
SEI Investments Company	06/01/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
SEI Investments Company	06/01/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sempra Energy	05/13/2022	Management	1	Yes	Elect Director Alan L. Boeckmann	For	For	Against	Against	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	2	Yes	Elect Director Andres Conesa	For	For	For	For	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	3	Yes	Elect Director Maria Contreras-Sweet	For	For	For	For	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	4	Yes	Elect Director Pablo A. Ferrero	For	For	For	For	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	5	Yes	Elect Director Jeffrey W. Martin	For	For	For	For	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	6	Yes	Elect Director Bethany J. Mayer	For	For	For	For	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	7	Yes	Elect Director Michael N. Mears	For	For	For	For	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	8	Yes	Elect Director Jack T. Taylor	For	For	For	For	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	9	Yes	Elect Director Cynthia L. Walker	For	For	For	For	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	10	Yes	Elect Director Cynthia J. Warner	For	For	For	For	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	11	Yes	Elect Director James C. Yardley	For	For	For	For	Votes AGAINST Alan Boeckmann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sempra Energy	05/13/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sempra Energy	05/13/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The change in pension value again constituted a large portion of the CEO's reported pay, though the committee also increased his long-term incentive opportunity without specific rationale. However, concerns regarding the pay-for-performance misalignment were mitigated for the year in review. The annual incentive program primarily relied on a financial metric with a target set above actual performance in the prior year, and while a portion of long-term incentives target merely median TSR, the closing cycle TSR-based awards were earned below target, consistent with underperformance. Lastly, while CEO pay increased again in FY21, investors may expect reported pay levels to decline as the CEO's SERP valuation stabilizes.

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Sempra Energy	05/13/2022	Shareholder	14	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Service Corporation International	05/04/2022	Management	1	Yes	Elect Director Alan R. Buckwalter	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Ryan, Anthony (Tony) Coelho, Alan Buckwalter III, Victor Lund and W. Blair Waltrip are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Coelho, Alan Buckwalter III and Victor Lund are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Service Corporation International	05/04/2022	Management	2	Yes	Elect Director Anthony L. Coelho	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Ryan, Anthony (Tony) Coelho, Alan Buckwalter III, Victor Lund and W. Blair Waltrip are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Coelho, Alan Buckwalter III and Victor Lund are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Service Corporation International	05/04/2022	Management	3	Yes	Elect Director Jakki L. Haussler	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Ryan, Anthony (Tony) Coelho, Alan Buckwalter III, Victor Lund and W. Blair Waltrip are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Coelho, Alan Buckwalter III and Victor Lund are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Service Corporation International	05/04/2022	Management	4	Yes	Elect Director Victor L. Lund	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Ryan, Anthony (Tony) Coelho, Alan Buckwalter III, Victor Lund and W. Blair Waltrip are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Coelho, Alan Buckwalter III and Victor Lund are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Service Corporation International	05/04/2022	Management	5	Yes	Elect Director Ellen Ochoa	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Ryan, Anthony (Tony) Coelho, Alan Buckwalter III, Victor Lund and W. Blair Waltrip are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Coelho, Alan Buckwalter III and Victor Lund are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Service Corporation International	05/04/2022	Management	6	Yes	Elect Director Thomas L. Ryan	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Ryan, Anthony (Tony) Coelho, Alan Buckwalter III, Victor Lund and W. Blair Waltrip are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Coelho, Alan Buckwalter III and Victor Lund are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Service Corporation International	05/04/2022	Management	7	Yes	Elect Director C. Park Shaper	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Ryan, Anthony (Tony) Coelho, Alan Buckwalter III, Victor Lund and W. Blair Waltrip are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Coelho, Alan Buckwalter III and Victor Lund are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Service Corporation International	05/04/2022	Management	8	Yes	Elect Director Sara Martinez Tucker	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Ryan, Anthony (Tony) Coelho, Alan Buckwalter III, Victor Lund and W. Blair Waltrip are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Coelho, Alan Buckwalter III and Victor Lund are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Service Corporation International	05/04/2022	Management	9	Yes	Elect Director W. Blair Waltrip	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Ryan, Anthony (Tony) Coelho, Alan Buckwalter III, Victor Lund and W. Blair Waltrip are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Coelho, Alan Buckwalter III and Victor Lund are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Service Corporation International	05/04/2022	Management	10	Yes	Elect Director Marcus A. Watts	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Ryan, Anthony (Tony) Coelho, Alan Buckwalter III, Victor Lund and W. Blair Waltrip are warranted for lack of a majority independent board. Votes AGAINST Anthony (Tony) Coelho, Alan Buckwalter III and Victor Lund are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Service Corporation International	05/04/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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Service Corporation International	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of personal use of corporate aircraft and miscellaneous perquisites to the CEO.
ServiceNow, Inc.	06/09/2022	Management	1	Yes	Elect Director Susan L. Bostrom	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/09/2022	Management	2	Yes	Elect Director Teresa Briggs	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/09/2022	Management	3	Yes	Elect Director Jonathan C. Chadwick	For	For	Against	Against	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/09/2022	Management	4	Yes	Elect Director Paul E. Chamberlain	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/09/2022	Management	5	Yes	Elect Director Lawrence J. Jackson, Jr.	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/09/2022	Management	6	Yes	Elect Director Frederic B. Luddy	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/09/2022	Management	7	Yes	Elect Director Jeffrey A. Miller	For	For	Against	Against	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/09/2022	Management	8	Yes	Elect Director Joseph "Larry" Quinlan	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/09/2022	Management	9	Yes	Elect Director Sukumar Rathnam	For	For	For	For	Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/09/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. NEOs received sizable one-time option awards in FY21 in addition to their regular annual LTI awards. While the options maintain performance vesting conditions, the magnitude of the grants is excessive, particularly for the CEO at approximately \$200 million. The CEO's regular incentive opportunities were also increased in FY21, further compounding pay magnitude concerns. In addition, while the annual and long-term incentives are primarily performance-based for FY21, certain concerns remain regarding the lack of disclosure of performance metric achievement and the continued over-reliance on a single performance measurement period for both programs. Further, while the company provided disclosure about the rationale, the continued use of primarily one-year performance periods under the LTI program is concerning, particularly as shareholders have expressed a desire for long-term performance metrics under the program and a new three-year relative TSR metric only applies to a fraction of the annual LTI awards.
ServiceNow, Inc.	06/09/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Signature Bank	04/27/2022	Management	1	Yes	Elect Director Derrick D. Cephas	For	For	For	For	A vote FOR all director nominees is warranted.
Signature Bank	04/27/2022	Management	2	Yes	Elect Director Judith A. Huntington	For	For	For	For	A vote FOR all director nominees is warranted.
Signature Bank	04/27/2022	Management	3	Yes	Elect Director Eric R. Howell	For	For	For	For	A vote FOR all director nominees is warranted.
Signature Bank	04/27/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Signature Bank	04/27/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives primarily rely on pre-set objective measures with reasonable disclosure of qualitative metric details. In addition, the long-term incentives are primarily performance-based, utilize multi-year performance periods, set target payouts for relative metrics at above median performance, and cap the award payouts for negative absolute results over the performance period.
Signature Bank	04/27/2022	Management	6	Yes	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this proposal is warranted, given that the terms of the repurchase program are reasonable, and benefits are expected to accrue to all shareholders.

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Signature Bank	04/27/2022	Management	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Silgan Holdings, Inc.	05/31/2022	Management	1	Yes	Elect Director Kimberly A. Fields	For	Withhold	Withhold	Withhold	In the absence of a nominating committee and board chair on ballot, WITHHOLD votes are warranted for Kimberly Fields, Brad Lich, and R. Philip Silver for apparent lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominee R. Philip Silver are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee.
Silgan Holdings, Inc.	05/31/2022	Management	2	Yes	Elect Director Brad A. Lich	For	Withhold	Withhold	Withhold	In the absence of a nominating committee and board chair on ballot, WITHHOLD votes are warranted for Kimberly Fields, Brad Lich, and R. Philip Silver for apparent lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominee R. Philip Silver are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee.
Silgan Holdings, Inc.	05/31/2022	Management	3	Yes	Elect Director R. Philip Silver	For	Withhold	Withhold	Withhold	In the absence of a nominating committee and board chair on ballot, WITHHOLD votes are warranted for Kimberly Fields, Brad Lich, and R. Philip Silver for apparent lack of racial/ethnic diversity on the board. WITHHOLD votes for non-independent nominee R. Philip Silver are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee.
Silgan Holdings, Inc.	05/31/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Silgan Holdings, Inc.	05/31/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Simon Property Group, Inc.	05/11/2022	Management	1	Yes	Elect Director Glyn F. Aeppel	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/11/2022	Management	2	Yes	Elect Director Larry C. Glasscock	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/11/2022	Management	3	Yes	Elect Director Karen N. Horn	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/11/2022	Management	4	Yes	Elect Director Allan Hubbard	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/11/2022	Management	5	Yes	Elect Director Reuben S. Leibowitz	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/11/2022	Management	6	Yes	Elect Director Gary M. Rodkin	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Simon Property Group, Inc.	05/11/2022	Management	7	Yes	Elect Director Peggy Fang Roe	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/11/2022	Management	8	Yes	Elect Director Stefan M. Selig	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/11/2022	Management	9	Yes	Elect Director Daniel C. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/11/2022	Management	10	Yes	Elect Director J. Albert Smith, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/11/2022	Management	11	Yes	Elect Director Marta R. Stewart	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are warranted for lack of a majority independent board. Votes AGAINST Larry Glasscock, Karen Horn, Allan Hubbard, Reuben Leibowitz, J. Albert Smith Jr. and Daniel Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/11/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Simon Property Group, Inc.	05/11/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SiteOne Landscape Supply, Inc	05/11/2022	Management	1	Yes	Elect Director Fred M. Diaz	For	For	For	For	A vote FOR all director nominees is warranted.
SiteOne Landscape Supply, Inc	05/11/2022	Management	2	Yes	Elect Director W. Roy Dunbar	For	For	For	For	A vote FOR all director nominees is warranted.
SiteOne Landscape Supply, Inc	05/11/2022	Management	3	Yes	Elect Director Larisa J. Drake	For	For	For	For	A vote FOR all director nominees is warranted.
SiteOne Landscape Supply, Inc	05/11/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SiteOne Landscape Supply, Inc	05/11/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Six Flags Entertainment Corpor	05/11/2022	Management	1	Yes	Elect Director Ben Baldanza	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corpor	05/11/2022	Management	2	Yes	Elect Director Selim Bassoul	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corpor	05/11/2022	Management	3	Yes	Elect Director Esi Eggleston Bracey	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corpor	05/11/2022	Management	4	Yes	Elect Director Denise M. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corpor	05/11/2022	Management	5	Yes	Elect Director Enrique Ramirez Mena	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corpor	05/11/2022	Management	6	Yes	Elect Director Arik Ruchim	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corpor	05/11/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned at this time.
Six Flags Entertainment Corpor	05/11/2022	Management	8	Yes	Eliminate Supermajority Vote Requirement to Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted given that a majority vote requirement to amend the bylaws would improve shareholder rights.
Six Flags Entertainment Corpor	05/11/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Skillz Inc.	05/12/2022	Management	1	Yes	Elect Director Andrew Paradise	For	Against	Against	Against	A vote AGAINST incumbent directors Andrew Paradise, Jerome (Jerry) Bruckheimer, Casey Chafkin, Christopher (Chris) Gaffney, Vandana Mehta-Krantz, Harry Sloan, and Kent Wakeford is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multiclass capital structure, which adversely impacts shareholder rights. A vote AGAINST governance committee members Andrew Paradise, Casey Chafkin, and Kent Wakeford is also warranted given the board's failure to remove, or subject to a sunset requirement, the "pop-up" supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights. A vote AGAINST Andrew Paradise and Casey Chafkin is warranted for serving as non-independent members of a key board committee. A vote AGAINST Harry Sloan is warranted for serving on more than four public company boards. A vote FOR remaining director Shari Glazer is warranted.
Skillz Inc.	05/12/2022	Management	2	Yes	Elect Director Jerry Bruckheimer	For	Against	Against	Against	A vote AGAINST incumbent directors Andrew Paradise, Jerome (Jerry) Bruckheimer, Casey Chafkin, Christopher (Chris) Gaffney, Vandana Mehta-Krantz, Harry Sloan, and Kent Wakeford is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multiclass capital structure, which adversely impacts shareholder rights. A vote AGAINST governance committee members Andrew Paradise, Casey Chafkin, and Kent Wakeford is also warranted given the board's failure to remove, or subject to a sunset requirement, the "pop-up" supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights. A vote AGAINST Andrew Paradise and Casey Chafkin is warranted for serving as non-independent members of a key board committee. A vote AGAINST Harry Sloan is warranted for serving on more than four public company boards. A vote FOR remaining director Shari Glazer is warranted.
Skillz Inc.	05/12/2022	Management	3	Yes	Elect Director Casey Chafkin	For	Against	Against	Against	A vote AGAINST incumbent directors Andrew Paradise, Jerome (Jerry) Bruckheimer, Casey Chafkin, Christopher (Chris) Gaffney, Vandana Mehta-Krantz, Harry Sloan, and Kent Wakeford is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multiclass capital structure, which adversely impacts shareholder rights. A vote AGAINST governance committee members Andrew Paradise, Casey Chafkin, and Kent Wakeford is also warranted given the board's failure to remove, or subject to a sunset requirement, the "pop-up" supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights. A vote AGAINST Andrew Paradise and Casey Chafkin is warranted for serving as non-independent members of a key board committee. A vote AGAINST Harry Sloan is warranted for serving on more than four public company boards. A vote FOR remaining director Shari Glazer is warranted.
Skillz Inc.	05/12/2022	Management	4	Yes	Elect Director Christopher S. Gaffney	For	Against	Against	Against	A vote AGAINST incumbent directors Andrew Paradise, Jerome (Jerry) Bruckheimer, Casey Chafkin, Christopher (Chris) Gaffney, Vandana Mehta-Krantz, Harry Sloan, and Kent Wakeford is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multiclass capital structure, which adversely impacts shareholder rights. A vote AGAINST governance committee members Andrew Paradise, Casey Chafkin, and Kent Wakeford is also warranted given the board's failure to remove, or subject to a sunset requirement, the "pop-up" supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights. A vote AGAINST Andrew Paradise and Casey Chafkin is warranted for serving as non-independent members of a key board committee. A vote AGAINST Harry Sloan is warranted for serving on more than four public company boards. A vote FOR remaining director Shari Glazer is warranted.
Skillz Inc.	05/12/2022	Management	5	Yes	Elect Director Shari Glazer	For	For	For	For	A vote AGAINST incumbent directors Andrew Paradise, Jerome (Jerry) Bruckheimer, Casey Chafkin, Christopher (Chris) Gaffney, Vandana Mehta-Krantz, Harry Sloan, and Kent Wakeford is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multiclass capital structure, which adversely impacts shareholder rights. A vote AGAINST governance committee members Andrew Paradise, Casey Chafkin, and Kent Wakeford is also warranted given the board's failure to remove, or subject to a sunset requirement, the "pop-up" supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights. A vote AGAINST Andrew Paradise and Casey Chafkin is warranted for serving as non-independent members of a key board committee. A vote AGAINST Harry Sloan is warranted for serving on more than four public company boards. A vote FOR remaining director Shari Glazer is warranted.

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Skillz Inc.	05/12/2022	Management	6	Yes	Elect Director Vandana Mehta-Krantz	For	Against	Against	Against	A vote AGAINST incumbent directors Andrew Paradise, Jerome (Jerry) Bruckheimer, Casey Chafkin, Christopher (Chris) Gaffney, Vandana Mehta-Krantz, Harry Sloan, and Kent Wakeford is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multiclass capital structure, which adversely impacts shareholder rights. A vote AGAINST governance committee members Andrew Paradise, Casey Chafkin, and Kent Wakeford is also warranted given the board's failure to remove, or subject to a sunset requirement, the "pop-up" supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights. A vote AGAINST Andrew Paradise and Casey Chafkin is warranted for serving as non-independent members of a key board committee. A vote AGAINST Harry Sloan is warranted for serving on more than four public company boards. A vote FOR remaining director Shari Glazer is warranted.
Skillz Inc.	05/12/2022	Management	7	Yes	Elect Director Harry E. Sloan	For	Against	Against	Against	A vote AGAINST incumbent directors Andrew Paradise, Jerome (Jerry) Bruckheimer, Casey Chafkin, Christopher (Chris) Gaffney, Vandana Mehta-Krantz, Harry Sloan, and Kent Wakeford is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multiclass capital structure, which adversely impacts shareholder rights. A vote AGAINST governance committee members Andrew Paradise, Casey Chafkin, and Kent Wakeford is also warranted given the board's failure to remove, or subject to a sunset requirement, the "pop-up" supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights. A vote AGAINST Andrew Paradise and Casey Chafkin is warranted for serving as non-independent members of a key board committee. A vote AGAINST Harry Sloan is warranted for serving on more than four public company boards. A vote FOR remaining director Shari Glazer is warranted.
Skillz Inc.	05/12/2022	Management	8	Yes	Elect Director Kent Wakeford	For	Against	Against	Against	A vote AGAINST incumbent directors Andrew Paradise, Jerome (Jerry) Bruckheimer, Casey Chafkin, Christopher (Chris) Gaffney, Vandana Mehta-Krantz, Harry Sloan, and Kent Wakeford is warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multiclass capital structure, which adversely impacts shareholder rights. A vote AGAINST governance committee members Andrew Paradise, Casey Chafkin, and Kent Wakeford is also warranted given the board's failure to remove, or subject to a sunset requirement, the "pop-up" supermajority vote requirement to amend the bylaws which adversely impacts shareholder rights. A vote AGAINST Andrew Paradise and Casey Chafkin is warranted for serving as non-independent members of a key board committee. A vote AGAINST Harry Sloan is warranted for serving on more than four public company boards. A vote FOR remaining director Shari Glazer is warranted.
Skillz Inc.	05/12/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Skillz Inc.	05/12/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. Some concerns are raised with the executive compensation program, such as discretionary bonuses and a majority of NEO awards (other than the CEO) being time-vesting. The CEO received an entirely performance-based award which was even larger than the award received during fiscal 2020, and the size of the awards in consecutive years is concerning. However, the board determined to cancel the award after fiscal year end, eliminating concerns with the award size. Continued monitoring is warranted, especially if a similar award is granted in the future.
Skillz Inc.	05/12/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Skillz Inc.	05/12/2022	Management	12	Yes	Approve Increase in Size of Board from Seven to Nine	For	For	For	For	The requested increase appears to be appropriate for a company of this size, and there is no evidence suggesting that the proposal is an attempt to entrench current management. As such, a vote FOR this proposal is warranted.
Skyworks Solutions, Inc.	05/11/2022	Management	1	Yes	Elect Director Alan S. Batey	For	For	For	For	Votes AGAINST non-independent nominees Liam Griffin, Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for lack of a majority independent board. Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/11/2022	Management	2	Yes	Elect Director Kevin L. Beebe	For	For	Against	Against	Votes AGAINST non-independent nominees Liam Griffin, Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for lack of a majority independent board. Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Skyworks Solutions, Inc.	05/11/2022	Management	3	Yes	Elect Director Liam K. Griffin	For	For	Against	Against	Votes AGAINST non-independent nominees Liam Griffin, Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for lack of a majority independent board. Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/11/2022	Management	4	Yes	Elect Director Eric J. Guerin	For	For	For	For	Votes AGAINST non-independent nominees Liam Griffin, Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for lack of a majority independent board. Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/11/2022	Management	5	Yes	Elect Director Christine King	For	For	For	For	Votes AGAINST non-independent nominees Liam Griffin, Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for lack of a majority independent board. Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/11/2022	Management	6	Yes	Elect Director Suzanne E. McBride	For	For	For	For	Votes AGAINST non-independent nominees Liam Griffin, Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for lack of a majority independent board. Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/11/2022	Management	7	Yes	Elect Director David P. McGlade	For	For	Against	Against	Votes AGAINST non-independent nominees Liam Griffin, Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for lack of a majority independent board. Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/11/2022	Management	8	Yes	Elect Director Robert A. Schriesheim	For	For	Against	Against	Votes AGAINST non-independent nominees Liam Griffin, Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for lack of a majority independent board. Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/11/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Skyworks Solutions, Inc.	05/11/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Following a failed say-on-pay vote result, the compensation committee disclosed engagement efforts with shareholders as well as the feedback received in these engagements. The proxy also notes meaningful commitments and pay program changes that were made in response to these shareholder concerns. Additionally, pay and performance are sufficiently aligned for the year in review. Annual and long-term incentives are primarily performance-based, with half of the performance shares utilizing a multi-year performance period. While the annual incentives continue to rely on semi-annual periods, the committee indicates its intention to return to an annual period once market conditions stabilize. However, the relative TSR equity awards continue to lack a payout cap for negative absolute
Skyworks Solutions, Inc.	05/11/2022	Management	11	Yes	Eliminate Supermajority Vote Requirement to Approve Mergers, Consolidations or Dispositions of Substantial Assets	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement for shareholders to approve mergers, consolidations or dispositions of substantial assets, as well as to amend related provisions, would enhance shareholder rights.
Skyworks Solutions, Inc.	05/11/2022	Management	12	Yes	Eliminate Supermajority Vote Requirement to Approve Certain Business Combinations	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement for shareholders to approve business combinations with related persons or affiliate entities, as well as to amend related provisions, would enhance shareholder rights.
Skyworks Solutions, Inc.	05/11/2022	Management	13	Yes	Eliminate Supermajority Vote Requirement to Amend Charter Provisions Governing Directors	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement for shareholders to amend charter provisions governing directors would enhance shareholder rights.
Skyworks Solutions, Inc.	05/11/2022	Management	14	Yes	Eliminate Supermajority Vote Requirement to Amend Charter Provision Governing Action by Stockholders	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement for shareholders to amend the charter provision that prohibits shareholder action by written consent would enhance shareholder rights.
Skyworks Solutions, Inc.	05/11/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 10 percent would improve shareholders' ability to use the special meeting right.
SLM Corporation	06/21/2022	Management	1	Yes	Elect Director Paul G. Child	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	2	Yes	Elect Director Mary Carter Warren Franke	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	3	Yes	Elect Director Marianne M. Keler	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	4	Yes	Elect Director Mark L. Lavelle	For	For	For	For	A vote FOR all director nominees is warranted.

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SLM Corporation	06/21/2022	Management	5	Yes	Elect Director Ted Marvitz	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	6	Yes	Elect Director Jim Matheson	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	7	Yes	Elect Director Samuel T. Ramsey	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	8	Yes	Elect Director Vivian C. Schneck-Last	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	9	Yes	Elect Director Robert S. Strong	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	10	Yes	Elect Director Jonathan W. Witter	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	11	Yes	Elect Director Kirsten O. Wolberg	For	For	For	For	A vote FOR all director nominees is warranted.
SLM Corporation	06/21/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
SLM Corporation	06/21/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Smartsheet Inc.	06/17/2022	Management	1	Yes	Elect Director Elena Gomez	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Mark Mader, Elena Gomez, and Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Smartsheet Inc.	06/17/2022	Management	2	Yes	Elect Director Mark P. Mader	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Mark Mader, Elena Gomez, and Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Smartsheet Inc.	06/17/2022	Management	3	Yes	Elect Director Magdalena Yesil	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Mark Mader, Elena Gomez, and Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Smartsheet Inc.	06/17/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Smartsheet Inc.	06/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	While the STI pool was funded based on objective metrics, the proxy could improve disclosure around the factors that determine individual NEO award allocations. Larger concerns are raised regarding the company's equity award practices. Specifically, the CEO's LTI value was relatively large, even after accounting for the impact of a change in grant timing, and the entirety of long-term incentives lacked performance vesting criteria. In light of these concerns, a vote AGAINST this proposal is warranted.
Snap-on Incorporated	04/28/2022	Management	1	Yes	Elect Director David C. Adams	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/28/2022	Management	2	Yes	Elect Director Karen L. Daniel	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/28/2022	Management	3	Yes	Elect Director Ruth Ann M. Gillis	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/28/2022	Management	4	Yes	Elect Director James P. Holden	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/28/2022	Management	5	Yes	Elect Director Nathan J. Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/28/2022	Management	6	Yes	Elect Director Henry W. Kneuppel	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Snap-on Incorporated	04/28/2022	Management	7	Yes	Elect Director W. Dudley Lehman	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/28/2022	Management	8	Yes	Elect Director Nicholas T. Pinchuk	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/28/2022	Management	9	Yes	Elect Director Gregg M. Sherrill	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/28/2022	Management	10	Yes	Elect Director Donald J. Stebbins	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, W. Dudley Lehman, and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/28/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Snap-on Incorporated	04/28/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concern is raised regarding the significant weighting given to subjective metrics in the annual incentive program, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
SolarWinds Corporation	05/26/2022	Management	1	Yes	Elect Director Sudhakar Ramakrishna	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao are warranted for lack of a majority independent board. WITHHOLD votes for Seth Boro and Kenneth (Ken) Hao are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for William (Bill) Bock, Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
SolarWinds Corporation	05/26/2022	Management	2	Yes	Elect Director William Bock	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao are warranted for lack of a majority independent board. WITHHOLD votes for Seth Boro and Kenneth (Ken) Hao are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for William (Bill) Bock, Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
SolarWinds Corporation	05/26/2022	Management	3	Yes	Elect Director Seth Boro	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao are warranted for lack of a majority independent board. WITHHOLD votes for Seth Boro and Kenneth (Ken) Hao are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for William (Bill) Bock, Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
SolarWinds Corporation	05/26/2022	Management	4	Yes	Elect Director Kenneth Y. Hao	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao are warranted for lack of a majority independent board. WITHHOLD votes for Seth Boro and Kenneth (Ken) Hao are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for William (Bill) Bock, Sudhakar Ramakrishna, Seth Boro and Kenneth (Ken) Hao given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
SolarWinds Corporation	05/26/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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SolarWinds Corporation	05/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's pay was relatively high in connection with his hiring. A portion of his new hire awards were initially performance-based but these awards were subsequently converted into a larger number of time-vesting awards. Further concerns are raised given that for fiscal 2021, bonuses were largely discretionary and equity awards were entirely time-
Sonoco Products Company	04/20/2022	Management	1	Yes	Elect Director R. Howard Coker	For	For	For	For	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	2	Yes	Elect Director Pamela L. Davies	For	For	Withhold	Withhold	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	3	Yes	Elect Director Theresa J. Drew	For	For	For	For	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	4	Yes	Elect Director Philippe Guillemot	For	For	For	For	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	5	Yes	Elect Director John R. Haley	For	For	For	For	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	6	Yes	Elect Director Robert R. Hill, Jr.	For	For	For	For	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	7	Yes	Elect Director Eleni Istavridis	For	For	For	For	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	8	Yes	Elect Director Richard G. Kyle	For	For	For	For	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	9	Yes	Elect Director Blythe J. McGarvie	For	For	For	For	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	10	Yes	Elect Director James M. Micali	For	For	Withhold	Withhold	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	11	Yes	Elect Director Sundaram Nagarajan	For	For	For	For	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	12	Yes	Elect Director Thomas E. Whiddon	For	For	Withhold	Withhold	WITHHOLD votes for James Micali, Pamela Davies, and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/20/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid;
Sonoco Products Company	04/20/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified, and pay and performance are reasonably aligned at this time.
Sonoco Products Company	04/20/2022	Management	15	Yes	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted as a majority vote standard in uncontested director elections will provide shareholders with a more meaningful voice while improving director accountability.
Sonoco Products Company	04/20/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right would remain small.
Sotera Health Company	05/26/2022	Management	1	Yes	Elect Director Ruoxi Chen	For	Against	Against	Against	A vote AGAINST incumbent director nominees Ruoxi Chen, David Donnini, and Ann Klee is warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Ruoxi Chen and David Donnini are warranted for lack of a majority independent board. Votes AGAINST Ruoxi Chen and David Donnini are also warranted for serving as non-independent members of a key board committee.
Sotera Health Company	05/26/2022	Management	2	Yes	Elect Director David A. Donnini	For	Against	Against	Against	A vote AGAINST incumbent director nominees Ruoxi Chen, David Donnini, and Ann Klee is warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Ruoxi Chen and David Donnini are warranted for lack of a majority independent board. Votes AGAINST Ruoxi Chen and David Donnini are also warranted for serving as non-independent members of a key board committee.

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Sotera Health Company	05/26/2022	Management	3	Yes	Elect Director Ann R. Klee	For	Against	Against	Against	A vote AGAINST incumbent director nominees Ruoxi Chen, David Donnini, and Ann Klee is warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Ruoxi Chen and David Donnini are warranted for lack of a majority independent board. Votes AGAINST Ruoxi Chen and David Donnini are also warranted for serving as non-independent members of a key board committee.
Sotera Health Company	05/26/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote FOR the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sotera Health Company	05/26/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Southwest Airlines Co.	05/18/2022	Management	1	Yes	Elect Director David W. Biegler	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	2	Yes	Elect Director J. Veronica Biggins	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	3	Yes	Elect Director Douglas H. Brooks	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	4	Yes	Elect Director William H. Cunningham	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	5	Yes	Elect Director John G. Denison	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	6	Yes	Elect Director Thomas W. Gilligan	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	7	Yes	Elect Director David P. Hess	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Southwest Airlines Co.	05/18/2022	Management	8	Yes	Elect Director Robert E. Jordan	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	9	Yes	Elect Director Gary C. Kelly	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	10	Yes	Elect Director Nancy B. Loeffler	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	11	Yes	Elect Director John T. Montford	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	12	Yes	Elect Director Christopher P. Reynolds	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	13	Yes	Elect Director Ron Ricks	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, John Denison, Nancy Loeffler and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/18/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Southwest Airlines Co.	05/18/2022	Management	15	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Southwest Airlines Co.	05/18/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southwest Airlines Co.	05/18/2022	Shareholder	17	Yes	Adopt Majority Vote Cast to Remove Directors With or Without Cause	Against	For	For	For	A vote FOR this proposal is warranted as the ability to remove directors with or without cause would enhance shareholder rights.
Southwest Airlines Co.	05/18/2022	Shareholder	18	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Spirit AeroSystems Holdings, Ir	04/27/2022	Management	1	Yes	Elect Director Stephen A. Cambone	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Ir	04/27/2022	Management	2	Yes	Elect Director Irene M. Esteves	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	3	Yes	Elect Director William A. Fitzgerald	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	4	Yes	Elect Director Paul E. Fulchino	For	For	Against	Against	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	5	Yes	Elect Director Thomas C. Gentile, III	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	6	Yes	Elect Director Robert D. Johnson	For	For	Against	Against	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	7	Yes	Elect Director Ronald T. Kadish	For	For	Against	Against	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	8	Yes	Elect Director John L. Plueger	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	9	Yes	Elect Director James R. Ray, Jr.	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	10	Yes	Elect Director Patrick M. Shanahan	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	11	Yes	Elect Director Laura H. Wright	For	For	For	For	Votes AGAINST Robert Johnson, Paul Fulchino and Ronald Kadish are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Annual incentives remained determined largely by objective metrics, with below-target awards corresponding to recent performance. Although there is some concern raised given the majority time-based equity grants in FY21, the company will transition to half performance-conditioned equity grants starting in FY22 and closing cycle performance shares were not earned following below threshold performance, in line with three-year TSR performance. However, votes AGAINST this proposal are warranted because the company provided a large corporate aircraft perquisite to the CEO.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spirit AeroSystems Holdings, Inc.	04/27/2022	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Spirit Realty Capital, Inc.	05/18/2022	Management	1	Yes	Elect Director Kevin M. Charlton	For	For	Against	Against	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/18/2022	Management	2	Yes	Elect Director Elizabeth F. Frank	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/18/2022	Management	3	Yes	Elect Director Michelle M. Frymire	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/18/2022	Management	4	Yes	Elect Director Kristian M. Gathright	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/18/2022	Management	5	Yes	Elect Director Richard I. Gilchrist	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/18/2022	Management	6	Yes	Elect Director Jackson Hsieh	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/18/2022	Management	7	Yes	Elect Director Diana M. Laing	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/18/2022	Management	8	Yes	Elect Director Nicholas P. Shepherd	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/18/2022	Management	9	Yes	Elect Director Thomas J. Sullivan	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Spirit Realty Capital, Inc.	05/18/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spirit Realty Capital, Inc.	05/18/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Spirit Realty Capital, Inc.	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Splunk Inc.	06/16/2022	Management	1	Yes	Elect Director Mark Carges	For	For	For	For	Votes AGAINST Elisa Steele are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Splunk Inc.	06/16/2022	Management	2	Yes	Elect Director Kenneth Hao	For	For	For	For	Votes AGAINST Elisa Steele are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Splunk Inc.	06/16/2022	Management	3	Yes	Elect Director Elisa Steele	For	For	Against	Against	Votes AGAINST Elisa Steele are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Splunk Inc.	06/16/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Splunk Inc.	06/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's failed say-on-pay vote, the committee demonstrated adequate responsiveness to shareholder concerns. However, although disclosed changes to next year's compensation program eliminate metric overlap in the incentive programs, concerns remain regarding the vesting structure for PSUs. FY22 awards are earned over a single annual performance period with a third of awarded shares vesting immediately, and changes for next year's awards continue to allow for annual payouts of fully vested shares, undermining the long-term nature of the program. Further concerns are raised by the structure and magnitude of new hire cash and equity awards granted to two NEOs, rendering them the highest and third-most highly compensated executives in the company for FY22. These awards include significant make-whole awards, paid in cash and subject to only limited repayment requirements, in addition to relatively large equity awards. Investors may question the necessity of paying multiple executives at the level of a CEO. Furthermore, concerns are raised as several NEOs received notable tax gross-up payments. Accordingly, a vote AGAINST this proposal is warranted.
Splunk Inc.	06/16/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Spotify Technology SA	04/20/2022	Management	2	Yes	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.
Spotify Technology SA	04/20/2022	Management	3	Yes	Approve Allocation of Income	For	For	For	For	A vote FOR this income allocation proposal is warranted, despite the arguable meagerness of the proposed payout ratio, because of the strategic rationale for the decision.
Spotify Technology SA	04/20/2022	Management	4	Yes	Approve Discharge of Directors	For	For	For	For	A cautionary vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration to a shareholder vote. Despite not being formally required due to the company's cross market status, both in US and Luxembourg companies are required to offer shareholders a say-on-pay.
Spotify Technology SA	04/20/2022	Management	5	Yes	Elect Daniel Ek as A Director	For	Against	Against	Against	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/20/2022	Management	6	Yes	Elect Martin Lorentzon as A Director	For	For	Against	Against	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/20/2022	Management	7	Yes	Elect Shishir Samir Mehrotra as A Director	For	For	Against	Against	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.

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Spotify Technology SA	04/20/2022	Management	8	Yes	Elect Christopher Marshall as B Director	For	For	For	For	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/20/2022	Management	9	Yes	Elect Barry McCarthy as B Director	For	For	Against	Against	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/20/2022	Management	10	Yes	Elect Heidi O'Neill as B Director	For	For	For	For	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/20/2022	Management	11	Yes	Elect Ted Sarandos as B Director	For	For	For	For	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/20/2022	Management	12	Yes	Elect Thomas Owen Staggs as B Director	For	For	For	For	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/20/2022	Management	13	Yes	Elect Cristina Mayville Stenbeck as B Director	For	For	For	For	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/20/2022	Management	14	Yes	Elect Mona Sutphen as B Director	For	For	For	For	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/20/2022	Management	15	Yes	Elect Padmasree Warrior as B Director	For	For	For	For	Votes AGAINST Martin Lorentzon and Shishir Mehrotra are warranted for serving as non-independent members of a key board committee. Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Daniel Ek are further warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	04/20/2022	Management	16	Yes	Appoint Ernst & Young S.A. (Luxembourg) as Auditor	For	For	For	For	A vote FOR is warranted because there are no concerns regarding this proposal.
Spotify Technology SA	04/20/2022	Management	17	Yes	Approve Remuneration of Directors	For	Against	Against	Against	A vote AGAINST this item is warranted because the board proposes to potentially ("Choice Model") introduce stock options in the remuneration of non-executive board members which is considered inappropriate.
Spotify Technology SA	04/20/2022	Management	18	Yes	Authorize Guy Harles and Alexandre Gobert to Execute and Deliver, and with Full Power of Substitution, Any Documents Necessary or Useful in Connection with the Annual Filing and Registration Required by the Luxembourg Laws	For	For	For	For	A vote FOR is warranted, as this proposal concerns a routine legal procedure and will authorize only the implementation of items approved by the shareholder meeting.
SS&C Technologies Holdings, I	05/11/2022	Management	1	Yes	Elect Director Smita Conjeevaram	For	For	For	For	WITHHOLD votes for non-independent nominee William Stone are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.

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SS&C Technologies Holdings, I	05/11/2022	Management	2	Yes	Elect Director Michael E. Daniels	For	For	For	For	WITHHOLD votes for non-independent nominee William Stone are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
SS&C Technologies Holdings, I	05/11/2022	Management	3	Yes	Elect Director William C. Stone	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee William Stone are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
SS&C Technologies Holdings, I	05/11/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made a sizable cash payment to a former NEO upon his voluntary resignation, which is a problematic pay practice. Furthermore, the annual bonus payout value was relatively large and entirely discretionary, lacking any payout formula or targets. There are also concerns regarding a lack of forward-looking goal disclosure and the grant practice of targeting a number of shares instead of a grant value, which is not common market practice. Finally, a non-CEO NEO was compensated above the company's peer group median CEO value, which exceeds seven years.
SS&C Technologies Holdings, I	05/11/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stanley Black & Decker, Inc.	04/22/2022	Management	1	Yes	Elect Director Andrea J. Ayers	For	For	For	For	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	2	Yes	Elect Director Patrick D. Campbell	For	For	Against	Against	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	3	Yes	Elect Director Carlos M. Cardoso	For	For	Against	Against	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	4	Yes	Elect Director Robert B. Coutts	For	For	Against	Against	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	5	Yes	Elect Director Debra A. Crew	For	For	For	For	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	6	Yes	Elect Director Michael D. Hankin	For	For	For	For	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	7	Yes	Elect Director James M. Loree	For	For	For	For	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	8	Yes	Elect Director Adrian V. Mitchell	For	For	For	For	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	9	Yes	Elect Director Jane M. Palmieri	For	For	For	For	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	10	Yes	Elect Director Mojdeh Poul	For	For	For	For	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	11	Yes	Elect Director Irving Tan	For	For	For	For	Votes AGAINST Patrick Campbell, Carlos Cardoso and Robert Coutts are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/22/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives are largely based on pre-set financial measures. In addition, the majority of equity awards are performance based, with an increase in the percentage of performance shares from the prior year. However, concerns remain regarding the continued use of an annual performance measurement period for portions of the award, as well as utilization of annual EPS metrics under both LTI and STI programs.
Stanley Black & Decker, Inc.	04/22/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Stanley Black & Decker, Inc.	04/22/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	For	For	Votes FOR this proposal are warranted as the company's potential Voting Power Dilution (VPD) for all incentive plans is not excessive.
Stanley Black & Decker, Inc.	04/22/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold would make the special meeting right more easily exercisable by institutional investors, while still providing protection against abuse.
Starbucks Corporation	03/16/2022	Management	1	Yes	Elect Director Richard E. Allison, Jr.	For	For	For	For	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Starbucks Corporation	03/16/2022	Management	2	Yes	Elect Director Andrew Campion	For	For	For	For	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.



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Starbucks Corporation	03/16/2022	Management	3	Yes	Elect Director Mary N. Dillon	For	For	For	For	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Starbucks Corporation	03/16/2022	Management	4	Yes	Elect Director Isabel Ge Mahe	For	For	For	For	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Starbucks Corporation	03/16/2022	Management	5	Yes	Elect Director Melody Hobson	For	For	For	For	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Starbucks Corporation	03/16/2022	Management	6	Yes	Elect Director Kevin R. Johnson	For	For	For	For	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Starbucks Corporation	03/16/2022	Management	7	Yes	Elect Director Jorgen Vig Knudstorp	For	For	For	For	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Starbucks Corporation	03/16/2022	Management	8	Yes	Elect Director Satya Nadella	For	For	For	For	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Starbucks Corporation	03/16/2022	Management	9	Yes	Elect Director Joshua Cooper Ramo	For	For	For	For	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Starbucks Corporation	03/16/2022	Management	10	Yes	Elect Director Clara Shih	For	For	For	For	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Starbucks Corporation	03/16/2022	Management	11	Yes	Elect Director Javier G. Teruel	For	For	Against	Against	Votes AGAINST Javier Teruel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Starbucks Corporation	03/16/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted as the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Starbucks Corporation	03/16/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company was adequately responsive to shareholder concerns following a failed say-on-pay vote result. Further, pay and performance appear relatively aligned for the year in review. The company made improvements to its disclosure of individual goals in the STI, while a majority of the LTI is based on performance-conditioned equity.
Starbucks Corporation	03/16/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Starbucks Corporation	03/16/2022	Shareholder	15	Yes	Report on Prevention of Harassment and Discrimination in the Workplace	Against	Against	For	For	A vote FOR this proposal is warranted as additional information on the company's sexual harassment and discrimination policies and the implementation of these policies would help shareholders better assess how the company is addressing associated risks.
Starwood Property Trust, Inc.	04/28/2022	Management	1	Yes	Elect Director Richard D. Bronson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas, and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Starwood Property Trust, Inc.	04/28/2022	Management	2	Yes	Elect Director Jeffrey G. Dishner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas, and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Starwood Property Trust, Inc.	04/28/2022	Management	3	Yes	Elect Director Camille J. Douglas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas, and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Starwood Property Trust, Inc.	04/28/2022	Management	4	Yes	Elect Director Solomon J. Kumin	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas, and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Starwood Property Trust, Inc.	04/28/2022	Management	5	Yes	Elect Director Fred Perpall	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas, and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Starwood Property Trust, Inc.	04/28/2022	Management	6	Yes	Elect Director Fred S. Ridley	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas, and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Starwood Property Trust, Inc.	04/28/2022	Management	7	Yes	Elect Director Barry S. Sternlicht	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas, and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Starwood Property Trust, Inc.	04/28/2022	Management	8	Yes	Elect Director Strauss Zelnick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas, and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Starwood Property Trust, Inc.	04/28/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While many EMIs do not provide sufficient disclosure for shareholders to assess the say-on-pay proposal, STWD provides information on the magnitude of pay, breakdown of fixed/variable compensation, and performance metrics used to determine incentive pay. This disclosure lends greater transparency and enables shareholders to make a reasonable assessment of executive pay.
Starwood Property Trust, Inc.	04/28/2022	Management	10	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Starwood Property Trust, Inc.	04/28/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Starwood Property Trust, Inc.	04/28/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Starwood Property Trust, Inc.	04/28/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
State Street Corporation	05/18/2022	Management	1	Yes	Elect Director Patrick de Saint-Aignan	For	For	Against	Against	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	2	Yes	Elect Director Marie A. Chandoha	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	3	Yes	Elect Director DonnaLee DeMaio	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	4	Yes	Elect Director Amelia C. Fawcett	For	For	Against	Against	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	5	Yes	Elect Director William C. Freda	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	6	Yes	Elect Director Sara Mathew	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	7	Yes	Elect Director William L. Meaney	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	8	Yes	Elect Director Ronald P. O'Hanley	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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State Street Corporation	05/18/2022	Management	9	Yes	Elect Director Sean O'Sullivan	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	10	Yes	Elect Director Julio A. Portalatin	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	11	Yes	Elect Director John B. Rhea	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	12	Yes	Elect Director Richard P. Sergel	For	For	Against	Against	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	13	Yes	Elect Director Gregory L. Summe	For	For	Against	Against	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan, Richard (Rick) Sergel and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/18/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Annual incentive determinations are guided by a corporate performance assessment and individual performance modifier, but are ultimately determined discretionarily, which raises some concern. While this issue warrants continued monitoring, there are sufficient mitigating factors. Specifically, CEO pay and company performance are reasonably aligned for the year in review, and the increase in the CEO's incentive awards directionally aligns with generally improved company performance. Further, the CEO's incentives are delivered entirely in equity-based pay, and his long-term incentives are predominantly performance-conditioned with clearly disclosed multi-year goals. On balance of these factors, a vote FOR this proposal is warranted, with caution. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure and outcomes.
State Street Corporation	05/18/2022	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
State Street Corporation	05/18/2022	Shareholder	16	Yes	Report on Asset Management Policies and Diversified Investors	Against	Against	For	For	A vote FOR this proposal is warranted, as reporting on the external costs created by not accounting for environmental and social policy effects would allow shareholders to better assess the impact of the company's practices and management of related risks.
Steel Dynamics, Inc.	05/05/2022	Management	1	Yes	Elect Director Mark D. Millett	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/05/2022	Management	2	Yes	Elect Director Sheree L. Bargabos	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/05/2022	Management	3	Yes	Elect Director Keith E. Busse	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/05/2022	Management	4	Yes	Elect Director Kenneth W. Cornew	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/05/2022	Management	5	Yes	Elect Director Traci M. Dolan	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/05/2022	Management	6	Yes	Elect Director James C. Marcuccilli	For	For	Withhold	Withhold	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/05/2022	Management	7	Yes	Elect Director Bradley S. Seaman	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/05/2022	Management	8	Yes	Elect Director Gabriel L. Shaheen	For	For	Withhold	Withhold	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/05/2022	Management	9	Yes	Elect Director Luis M. Sierra	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/05/2022	Management	10	Yes	Elect Director Steven A. Sonnenberg	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/05/2022	Management	11	Yes	Elect Director Richard P. Teets, Jr.	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Steel Dynamics, Inc.	05/05/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Steel Dynamics, Inc.	05/05/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.
Stericycle, Inc.	05/26/2022	Management	1	Yes	Elect Director Robert S. Murley	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	2	Yes	Elect Director Cindy J. Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	3	Yes	Elect Director Brian P. Anderson	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	4	Yes	Elect Director Lynn D. Bleil	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	5	Yes	Elect Director Thomas F. Chen	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	6	Yes	Elect Director J. Joel Hackney, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	7	Yes	Elect Director Stephen C. Hooley	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	8	Yes	Elect Director Kay G. Priestly	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	9	Yes	Elect Director James L. Welch	For	For	For	For	A vote FOR all director nominees is warranted.
Stericycle, Inc.	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stericycle, Inc.	05/26/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stericycle, Inc.	05/26/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
Stericycle, Inc.	05/26/2022	Shareholder	13	Yes	Report on Third-Party Civil Rights Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent civil rights audit would help shareholders better assess the effectiveness of Stericycle's efforts to address the issue of any inequality in its workforce and its management of related risks.
Stifel Financial Corp.	06/13/2022	Management	1	Yes	Elect Director Adam T. Berlew	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	2	Yes	Elect Director Kathleen L. Brown	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	3	Yes	Elect Director Michael W. Brown	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	4	Yes	Elect Director Robert E. Grady	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	5	Yes	Elect Director Ronald J. Kruszewski	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	6	Yes	Elect Director Daniel J. Ludeman	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	7	Yes	Elect Director Maura A. Markus	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	8	Yes	Elect Director David A. Peacock	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	9	Yes	Elect Director Thomas W. Weisel	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	10	Yes	Elect Director Michael J. Zimmerman	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/13/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stifel Financial Corp.	06/13/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
STORE Capital Corporation	05/26/2022	Management	1	Yes	Elect Director Jawad Ahsan	For	For	For	For	A vote FOR all director nominees is warranted.
STORE Capital Corporation	05/26/2022	Management	2	Yes	Elect Director Joseph M. Donovan	For	For	For	For	A vote FOR all director nominees is warranted.
STORE Capital Corporation	05/26/2022	Management	3	Yes	Elect Director David M. Edwards	For	For	For	For	A vote FOR all director nominees is warranted.
STORE Capital Corporation	05/26/2022	Management	4	Yes	Elect Director Mary B. Fedewa	For	For	For	For	A vote FOR all director nominees is warranted.
STORE Capital Corporation	05/26/2022	Management	5	Yes	Elect Director Morton H. Flesicher	For	For	For	For	A vote FOR all director nominees is warranted.
STORE Capital Corporation	05/26/2022	Management	6	Yes	Elect Director William F. Hipp	For	For	For	For	A vote FOR all director nominees is warranted.
STORE Capital Corporation	05/26/2022	Management	7	Yes	Elect Director Tawn Kelley	For	For	For	For	A vote FOR all director nominees is warranted.
STORE Capital Corporation	05/26/2022	Management	8	Yes	Elect Director Catherine D. Rice	For	For	For	For	A vote FOR all director nominees is warranted.
STORE Capital Corporation	05/26/2022	Management	9	Yes	Elect Director Quentin P. Smith, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.

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STORE Capital Corporation	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. After receiving relatively low support for the 2021 say-on-pay proposal, the company engaged with investors and shareholder feedback is disclosed in the proxy statement. In response, the board made commitments that address shareholder concerns. Further, pay and performance are reasonably aligned at this time.
STORE Capital Corporation	05/26/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
STORE Capital Corporation	05/26/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stryker Corporation	05/04/2022	Management	1	Yes	Elect Director Mary K. Brainerd	For	For	For	For	Votes AGAINST Allan Golston, Srikant Datar and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/04/2022	Management	2	Yes	Elect Director Giovanni Caforio	For	For	For	For	Votes AGAINST Allan Golston, Srikant Datar and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/04/2022	Management	3	Yes	Elect Director Srikant M. Datar	For	For	Against	Against	Votes AGAINST Allan Golston, Srikant Datar and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/04/2022	Management	4	Yes	Elect Director Allan C. Golston	For	For	Against	Against	Votes AGAINST Allan Golston, Srikant Datar and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/04/2022	Management	5	Yes	Elect Director Kevin A. Lobo	For	For	For	For	Votes AGAINST Allan Golston, Srikant Datar and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/04/2022	Management	6	Yes	Elect Director Sherilyn S. McCoy	For	For	For	For	Votes AGAINST Allan Golston, Srikant Datar and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/04/2022	Management	7	Yes	Elect Director Andrew K. Silvernail	For	For	For	For	Votes AGAINST Allan Golston, Srikant Datar and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/04/2022	Management	8	Yes	Elect Director Lisa M. Skeete Tatum	For	For	For	For	Votes AGAINST Allan Golston, Srikant Datar and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/04/2022	Management	9	Yes	Elect Director Ronda E. Stryker	For	For	Against	Against	Votes AGAINST Allan Golston, Srikant Datar and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/04/2022	Management	10	Yes	Elect Director Rajeev Suri	For	For	For	For	Votes AGAINST Allan Golston, Srikant Datar and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/04/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid
Stryker Corporation	05/04/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
Stryker Corporation	05/04/2022	Shareholder	13	Yes	Amend Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted as the proposed elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders.
Sun Communities, Inc.	05/17/2022	Management	1	Yes	Elect Director Gary A. Shiffman	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Shiffman, Clunet Lewis, Stephanie Bergeron and Arthur Weiss are warranted for lack of a majority independent board. Votes AGAINST Clunet Lewis and Stephanie Bergeron are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/17/2022	Management	2	Yes	Elect Director Tonya Allen	For	For	For	For	Votes AGAINST non-independent nominees Gary Shiffman, Clunet Lewis, Stephanie Bergeron and Arthur Weiss are warranted for lack of a majority independent board. Votes AGAINST Clunet Lewis and Stephanie Bergeron are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/17/2022	Management	3	Yes	Elect Director Meghan G. Baivier	For	For	For	For	Votes AGAINST non-independent nominees Gary Shiffman, Clunet Lewis, Stephanie Bergeron and Arthur Weiss are warranted for lack of a majority independent board. Votes AGAINST Clunet Lewis and Stephanie Bergeron are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/17/2022	Management	4	Yes	Elect Director Stephanie W. Bergeron	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Shiffman, Clunet Lewis, Stephanie Bergeron and Arthur Weiss are warranted for lack of a majority independent board. Votes AGAINST Clunet Lewis and Stephanie Bergeron are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Sun Communities, Inc.	05/17/2022	Management	5	Yes	Elect Director Brian M. Hermelin	For	For	For	For	Votes AGAINST non-independent nominees Gary Shiffman, Clunet Lewis, Stephanie Bergeron and Arthur Weiss are warranted for lack of a majority independent board. Votes AGAINST Clunet Lewis and Stephanie Bergeron are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/17/2022	Management	6	Yes	Elect Director Ronald A. Klein	For	For	For	For	Votes AGAINST non-independent nominees Gary Shiffman, Clunet Lewis, Stephanie Bergeron and Arthur Weiss are warranted for lack of a majority independent board. Votes AGAINST Clunet Lewis and Stephanie Bergeron are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/17/2022	Management	7	Yes	Elect Director Clunet R. Lewis	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Shiffman, Clunet Lewis, Stephanie Bergeron and Arthur Weiss are warranted for lack of a majority independent board. Votes AGAINST Clunet Lewis and Stephanie Bergeron are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/17/2022	Management	8	Yes	Elect Director Arthur A. Weiss	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Shiffman, Clunet Lewis, Stephanie Bergeron and Arthur Weiss are warranted for lack of a majority independent board. Votes AGAINST Clunet Lewis and Stephanie Bergeron are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/17/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Sun Communities, Inc.	05/17/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sun Communities, Inc.	05/17/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. In addition, the plan allows for single-trigger vesting of awards in the event of a change-in-control.
SVB Financial Group	04/21/2022	Management	1	Yes	Elect Director Greg Becker	For	For	For	For	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
SVB Financial Group	04/21/2022	Management	2	Yes	Elect Director Eric Benhamou	For	For	Withhold	Withhold	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
SVB Financial Group	04/21/2022	Management	3	Yes	Elect Director Elizabeth "Busy" Burr	For	For	For	For	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
SVB Financial Group	04/21/2022	Management	4	Yes	Elect Director Richard Daniels	For	For	For	For	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
SVB Financial Group	04/21/2022	Management	5	Yes	Elect Director Alison Davis	For	For	For	For	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
SVB Financial Group	04/21/2022	Management	6	Yes	Elect Director Joel Friedman	For	For	Withhold	Withhold	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
SVB Financial Group	04/21/2022	Management	7	Yes	Elect Director Jeffrey Maggioncalda	For	For	For	For	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
SVB Financial Group	04/21/2022	Management	8	Yes	Elect Director Beverly Kay Matthews	For	For	For	For	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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SVB Financial Group	04/21/2022	Management	9	Yes	Elect Director Mary Miller	For	For	For	For	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
SVB Financial Group	04/21/2022	Management	10	Yes	Elect Director Kate Mitchell	For	For	Withhold	Withhold	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
SVB Financial Group	04/21/2022	Management	11	Yes	Elect Director Garen Staglin	For	For	For	For	WITHHOLD votes for Eric Benhamou, Joel Friedman and Kate Mitchell are warranted for serving as non-independent members of certain key board committees. WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
SVB Financial Group	04/21/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, though some concerns are highlighted and warrant continued monitoring. In particular, shareholders would benefit from improved disclosure of the annual incentive payment determinations as they are largely determined by discretion. Nonetheless, pay outcomes were reasonably aligned with company performance for the year in review and half of equity awards were subject to multi-year performance goals.
SVB Financial Group	04/21/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SVB Financial Group	04/21/2022	Shareholder	14	Yes	Report on Third-Party Racial Justice Audit	Against	Against	For	For	A vote FOR this proposal is warranted, as it would strengthen the company's commitment towards addressing diversity, equity, and inclusion efforts in its business operations and across the venture capital industry. In addition, it would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
Switch, Inc.	06/10/2022	Management	1	Yes	Elect Director Rob Roy	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	2	Yes	Elect Director Angela Archon	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	3	Yes	Elect Director Jason Genrich	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	4	Yes	Elect Director Liane Pelletier	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	5	Yes	Elect Director Zareh Sarrafian	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	6	Yes	Elect Director Kim Sheehy	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	7	Yes	Elect Director Donald D. Snyder	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.

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Switch, Inc.	06/10/2022	Management	8	Yes	Elect Director Tom Thomas	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights, except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	9	Yes	Elect Director Bryan Wolf	For	For	For	For	Cautionary votes FOR are warranted for incumbent governance committee members given that the board has put forth a charter amendment to eliminate the supermajority voting requirements that adversely impact shareholder rights except for two provisions that pertain to director removal and the limitation of liability of directors and officers. A vote FOR the remaining director nominees is warranted.
Switch, Inc.	06/10/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Switch, Inc.	06/10/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. In this case, the transfer and ownership restrictions are being proposed to help the company to comply with requirements to qualify as a REIT under the Internal Revenue Code. Moreover, the board has put forth additional provisions that improve the overall governance structure of the company, including lowering the voting standard to amend the company's governing documents, which outweigh the anti-takeover risks posed by this proposal. Therefore, a vote FOR this proposal is warranted.
Switch, Inc.	06/10/2022	Management	12	Yes	Amend Securities Transfer Restrictions	For	For	For	For	In this case, the transfer and ownership restrictions are being proposed to help the company to comply with requirements to qualify as a REIT under the Internal Revenue Code. Moreover, the board has put forth additional provisions that improve the overall governance structure of the company, including lowering the voting standard to amend the company's governing documents, which outweigh the anti-takeover risks posed by this proposal. Therefore, a vote FOR this proposal is warranted.
Switch, Inc.	06/10/2022	Management	13	Yes	Change State of Incorporation to Maryland	For	For	For	For	The primary purpose of the reincorporation is to facilitate the conversion of the company's transition into a REIT under Maryland MGCL, which has certain advantages over Nevada from management's point of view. In this case, however, shareholder rights would generally improve upon conversion to a REIT, and the board has elected not to be classified – as permitted by MUTA – unless approved by a majority of shareholders. Nonetheless, shareholders are advised to closely monitor the board's actions as a Maryland corporation permits greater corporate flexibility without certain shareholder approval requirements, including increasing the authorized capital stock of the company. On balance of these factors, a vote FOR this proposal is warranted
Sylvamo Corporation	05/16/2022	Management	1	Yes	Elect Director Jean-Michel Ribieras	For	For	For	For	Votes AGAINST governance committee chair David Petratis are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Sylvamo Corporation	05/16/2022	Management	2	Yes	Elect Director Stan Askren	For	For	For	For	Votes AGAINST governance committee chair David Petratis are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Sylvamo Corporation	05/16/2022	Management	3	Yes	Elect Director Christine S. Breves	For	For	For	For	Votes AGAINST governance committee chair David Petratis are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Sylvamo Corporation	05/16/2022	Management	4	Yes	Elect Director Jeanmarie Desmond	For	For	For	For	Votes AGAINST governance committee chair David Petratis are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Sylvamo Corporation	05/16/2022	Management	5	Yes	Elect Director Liz Gottung	For	For	For	For	Votes AGAINST governance committee chair David Petratis are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Sylvamo Corporation	05/16/2022	Management	6	Yes	Elect Director Joia M. Johnson	For	For	For	For	Votes AGAINST governance committee chair David Petratis are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Sylvamo Corporation	05/16/2022	Management	7	Yes	Elect Director David Petratis	For	Against	Against	Against	Votes AGAINST governance committee chair David Petratis are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Sylvamo Corporation	05/16/2022	Management	8	Yes	Elect Director J. Paul Rollinson	For	For	For	For	Votes AGAINST governance committee chair David Petratis are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Sylvamo Corporation	05/16/2022	Management	9	Yes	Elect Director James P. Zallie	For	For	For	For	Votes AGAINST governance committee chair David Petratis are warranted for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR the remaining director nominees is warranted.
Sylvamo Corporation	05/16/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sylvamo Corporation	05/16/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sylvamo Corporation	05/16/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Synchrony Financial	05/19/2022	Management	1	Yes	Elect Director Margaret M. Keane	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	2	Yes	Elect Director Fernando Aguirre	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	3	Yes	Elect Director Paget L. Alves	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	4	Yes	Elect Director Kamila Chytil	For	For	For	For	A vote FOR all director nominees is warranted.

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						Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale
Synchrony Financial	05/19/2022	Management	5	Yes	Elect Director Arthur W. Coviello, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	6	Yes	Elect Director Brian D. Doubles	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	7	Yes	Elect Director William W. Graylin	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	8	Yes	Elect Director Roy A. Guthrie	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	9	Yes	Elect Director Jeffrey G. Naylor	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	10	Yes	Elect Director P.W 'Bill' Parker	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	11	Yes	Elect Director Laurel J. Richie	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	12	Yes	Elect Director Ellen M. Zane	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/19/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were primarily based on objective financial metrics and a majority of equity awards were performance-based, with a multi-year measurement period.
Synchrony Financial	05/19/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Syneos Health, Inc.	05/25/2022	Management	1	Yes	Elect Director Todd M. Abbrecht	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Syneos Health, Inc.	05/25/2022	Management	2	Yes	Elect Director John M. Dineen	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Syneos Health, Inc.	05/25/2022	Management	3	Yes	Elect Director William E. Klitgaard	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Syneos Health, Inc.	05/25/2022	Management	4	Yes	Elect Director David S. Wilkes	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Syneos Health, Inc.	05/25/2022	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Syneos Health, Inc.	05/25/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Syneos Health, Inc.	05/25/2022	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Syneos Health, Inc.	05/25/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Synopsys, Inc.	04/12/2022	Management	1	Yes	Elect Director Aart J. de Geus	For	For	Against	Against	Votes AGAINST non-independent nominees Aart de Geus, Roy Vallee, Bruce Chizen and John Schwarz are warranted for lack of a majority independent board.Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2022	Management	2	Yes	Elect Director Janice D. Chaffin	For	For	For	For	Votes AGAINST non-independent nominees Aart de Geus, Roy Vallee, Bruce Chizen and John Schwarz are warranted for lack of a majority independent board.Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2022	Management	3	Yes	Elect Director Bruce R. Chizen	For	For	Against	Against	Votes AGAINST non-independent nominees Aart de Geus, Roy Vallee, Bruce Chizen and John Schwarz are warranted for lack of a majority independent board.Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2022	Management	4	Yes	Elect Director Mercedes Johnson	For	For	For	For	Votes AGAINST non-independent nominees Aart de Geus, Roy Vallee, Bruce Chizen and John Schwarz are warranted for lack of a majority independent board.Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2022	Management	5	Yes	Elect Director Chrysostomos L. "Max" Nikias	For	For	For	For	Votes AGAINST non-independent nominees Aart de Geus, Roy Vallee, Bruce Chizen and John Schwarz are warranted for lack of a majority independent board.Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2022	Management	6	Yes	Elect Director Jeannine P. Sargent	For	For	For	For	Votes AGAINST non-independent nominees Aart de Geus, Roy Vallee, Bruce Chizen and John Schwarz are warranted for lack of a majority independent board.Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2022	Management	7	Yes	Elect Director John G. Schwarz	For	For	Against	Against	Votes AGAINST non-independent nominees Aart de Geus, Roy Vallee, Bruce Chizen and John Schwarz are warranted for lack of a majority independent board.Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2022	Management	8	Yes	Elect Director Roy Vallee	For	For	Against	Against	Votes AGAINST non-independent nominees Aart de Geus, Roy Vallee, Bruce Chizen and John Schwarz are warranted for lack of a majority independent board.Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 12.88 percent is reasonable.

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Synopsys, Inc.	04/12/2022	Management	10	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:* The purchase price is reasonable;* The shares reserved is relatively conservative; and* The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Synopsys, Inc.	04/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual long-term incentives are entirely based on objective, pre-set goals, and starting from fiscal year 2022, the long-term incentives will rely on two-year performance goals instead of annual goals in the next fiscal year.
Synopsys, Inc.	04/12/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Synopsys, Inc.	04/12/2022	Shareholder	13	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Synovus Financial Corp.	04/27/2022	Management	1	Yes	Elect Director Tim E. Bentsen	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	2	Yes	Elect Director Kevin S. Blair	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	3	Yes	Elect Director F. Dixon Brooke, Jr.	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	4	Yes	Elect Director Stephen T. Butler	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	5	Yes	Elect Director Elizabeth W. Camp	For	For	Against	Against	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	6	Yes	Elect Director Pedro Cherry	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	7	Yes	Elect Director Diana M. Murphy	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	8	Yes	Elect Director Harris Pastides	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	9	Yes	Elect Director Joseph J. Prochaska, Jr.	For	For	Against	Against	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	10	Yes	Elect Director John L. Stallworth	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	11	Yes	Elect Director Kessel D. Stelling	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	12	Yes	Elect Director Barry L. Storey	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	13	Yes	Elect Director Teresa White	For	For	For	For	Votes AGAINST Elizabeth (Betsy) Camp and Joseph Prochaska Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synovus Financial Corp.	04/27/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Synovus Financial Corp.	04/27/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
T-Mobile US, Inc.	06/15/2022	Management	1	Yes	Elect Director Marcelo Claude	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	2	Yes	Elect Director Srikant M. Datar	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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T-Mobile US, Inc.	06/15/2022	Management	3	Yes	Elect Director Bavan M. Holloway	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	4	Yes	Elect Director Timotheus Hottges	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	5	Yes	Elect Director Christian P. Illek	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	6	Yes	Elect Director Raphael Kubler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	7	Yes	Elect Director Thorsten Langheim	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	8	Yes	Elect Director Dominique Leroy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	9	Yes	Elect Director Letitia A. Long	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	10	Yes	Elect Director G. Michael (Mike) Sievert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	11	Yes	Elect Director Teresa A. Taylor	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	12	Yes	Elect Director Omar Tazi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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T-Mobile US, Inc.	06/15/2022	Management	13	Yes	Elect Director Kelvin R. Westbrook	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Marcelo Claude, Christian Illek, Raphael Kubler, Thorsten Langheim, Dominique Leroy and Omar Tazi are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/15/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	1	Yes	Elect Director Glenn R. August	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	2	Yes	Elect Director Mark S. Bartlett	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	3	Yes	Elect Director Mary K. Bush	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	4	Yes	Elect Director Dina Dublon	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	5	Yes	Elect Director Freeman A. Hrabowski, III	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	6	Yes	Elect Director Robert F. MacLellan	For	For	Against	Against	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	7	Yes	Elect Director Eileen P. Rominger	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	8	Yes	Elect Director Robert W. Sharps	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	9	Yes	Elect Director Robert J. Stevens	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	10	Yes	Elect Director William J. Stromberg	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	11	Yes	Elect Director Richard R. Verma	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	12	Yes	Elect Director Sandra S. Wijnberg	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	13	Yes	Elect Director Alan D. Wilson	For	For	For	For	Votes AGAINST Robert (Rob) MacLellan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
T. Rowe Price Group, Inc.	05/10/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as CEO Stromberg's "all other compensation" for 2021 included a significant amount of tax gross-up related to Hart-Scott-Rodino fees. The company did not provide adequate explanation regarding the gross-up payment. Furthermore, there are ongoing concerns regarding the discretionary nature of the short-term incentive program, with limited disclosure of the key determinants of bonus levels.
T. Rowe Price Group, Inc.	05/10/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Take-Two Interactive Software,	05/19/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	While TTWO shares fell sharply at announcement, shares recovered within two weeks and, despite a subsequent decline, have outperformed the relevant market index since announcement, which dampens the initial price reaction and may provide comfort to shareholders that the market has come around to the merits of the deal. Additionally, the strategic rationale is sound, the merger is expected to provide meaningful cost synergies and potentially significant revenue synergies, and the implied valuation appears fair. As such, support FOR the proposed transaction is warranted.
Take-Two Interactive Software,	05/19/2022	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted, as the size of the proposed increase in authorized common shares is below the allowable threshold and approval of this proposal is a condition to the merger agreement.
Take-Two Interactive Software,	05/19/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Tandem Diabetes Care, Inc.	05/25/2022	Management	1	Yes	Elect Director Peyton R. Howell	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Tandem Diabetes Care, Inc.	05/25/2022	Management	2	Yes	Elect Director John F. Sheridan	For	For	For	For	Votes FOR the director nominees are warranted at this time.

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Tandem Diabetes Care, Inc.	05/25/2022	Management	3	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Tandem Diabetes Care, Inc.	05/25/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Tandem Diabetes Care, Inc.	05/25/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Targa Resources Corp.	05/24/2022	Management	1	Yes	Elect Director Waters S. Davis, IV	For	For	For	For	Votes AGAINST non-independent nominees Matthew Meloy and Rene Joyce are warranted for lack of a majority independent board. A vote FOR Waters S. Davis, IV is warranted.
Targa Resources Corp.	05/24/2022	Management	2	Yes	Elect Director Rene R. Joyce	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Meloy and Rene Joyce are warranted for lack of a majority independent board. A vote FOR Waters S. Davis, IV is warranted.
Targa Resources Corp.	05/24/2022	Management	3	Yes	Elect Director Matthew J. Meloy	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Meloy and Rene Joyce are warranted for lack of a majority independent board. A vote FOR Waters S. Davis, IV is warranted.
Targa Resources Corp.	05/24/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Targa Resources Corp.	05/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Target Corporation	06/08/2022	Management	1	Yes	Elect Director David P. Abney	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	2	Yes	Elect Director Douglas M. Baker, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	3	Yes	Elect Director George S. Barrett	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	4	Yes	Elect Director Gail K. Boudreaux	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	5	Yes	Elect Director Brian C. Cornell	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	6	Yes	Elect Director Robert L. Edwards	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	7	Yes	Elect Director Melanie L. Healey	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	8	Yes	Elect Director Donald R. Knauss	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	9	Yes	Elect Director Christine A. Leahy	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	10	Yes	Elect Director Monica C. Lozano	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	11	Yes	Elect Director Derica W. Rice	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	12	Yes	Elect Director Dmitri L. Stockton	For	For	For	For	A vote FOR all director nominees is warranted.
Target Corporation	06/08/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Target Corporation	06/08/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of life insurance and personal use of corporate aircraft perquisites to the CEO.
Target Corporation	06/08/2022	Shareholder	15	Yes	Amend Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted as the proposed elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders.
TD SYNnex Corporation	03/15/2022	Management	1	Yes	Elect Director Dennis Polk	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/15/2022	Management	2	Yes	Elect Director Robert Kalsow-Ramos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/15/2022	Management	3	Yes	Elect Director Ann Vezina	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.

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TD SYNnex Corporation	03/15/2022	Management	4	Yes	Elect Director Richard Hume	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/15/2022	Management	5	Yes	Elect Director Fred Breidenbach	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/15/2022	Management	6	Yes	Elect Director Hau Lee	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/15/2022	Management	7	Yes	Elect Director Matthew Miao	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/15/2022	Management	8	Yes	Elect Director Nayaki R. Nayyar	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/15/2022	Management	9	Yes	Elect Director Matthew Nord	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/15/2022	Management	10	Yes	Elect Director Merline Saintil	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/15/2022	Management	11	Yes	Elect Director Duane E. Zitzner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord, and Duane Zitzner are warranted for lack of a majority independent board.WITHHOLD votes for Fred Breidenbach and Duane Zitzner are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
TD SYNnex Corporation	03/15/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
TD SYNnex Corporation	03/15/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TD SYNnex Corporation	03/15/2022	Management	14	Yes	Amend Certificate of Incorporation to Waive Corporate Opportunity Doctrine	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the waiver of this doctrine may harm shareholders by allowing certain directors to choose the best interest of entities other than the company over the interests of the company itself.

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Teledyne Technologies Incorpo	04/27/2022	Management	1	Yes	Elect Director Charles Crocker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Mehrabian, Michael Smith, and Charles Crocker are warranted for lack of a majority independent board. WITHHOLD votes for Michael Smith and Charles Crocker are also warranted for serving as non-independent members of a key board committee. A vote FOR Jane C. Sherburne is warranted.	
Teledyne Technologies Incorpo	04/27/2022	Management	2	Yes	Elect Director Robert Mehrabian	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Mehrabian, Michael Smith, and Charles Crocker are warranted for lack of a majority independent board. WITHHOLD votes for Michael Smith and Charles Crocker are also warranted for serving as non-independent members of a key board committee. A vote FOR Jane C. Sherburne is warranted.	
Teledyne Technologies Incorpo	04/27/2022	Management	3	Yes	Elect Director Jane C. Sherburne	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Mehrabian, Michael Smith, and Charles Crocker are warranted for lack of a majority independent board. WITHHOLD votes for Michael Smith and Charles Crocker are also warranted for serving as non-independent members of a key board committee. A vote FOR Jane C. Sherburne is warranted.	
Teledyne Technologies Incorpo	04/27/2022	Management	4	Yes	Elect Director Michael T. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Mehrabian, Michael Smith, and Charles Crocker are warranted for lack of a majority independent board. WITHHOLD votes for Michael Smith and Charles Crocker are also warranted for serving as non-independent members of a key board committee. A vote FOR Jane C. Sherburne is warranted.	
Teledyne Technologies Incorpo	04/27/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Teledyne Technologies Incorpo	04/27/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay remains conditioned on clearly disclosed objective performance metrics.	
Teleflex Incorporated	04/29/2022	Management	1	Yes	Elect Director John C. Heinmiller	For	For	For	For	A vote FOR all director nominees is warranted.	
Teleflex Incorporated	04/29/2022	Management	2	Yes	Elect Director Andrew A. Krakauer	For	For	For	For	A vote FOR all director nominees is warranted.	
Teleflex Incorporated	04/29/2022	Management	3	Yes	Elect Director Neena M. Patil	For	For	For	For	A vote FOR all director nominees is warranted.	
Teleflex Incorporated	04/29/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are almost entirely performance-based. However, some concerns are noted regarding the structure of the long-term equity awards, including the primarily time-based composition and utilization of annual performance periods.	
Teleflex Incorporated	04/29/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Teleflex Incorporated	04/29/2022	Management	6	Yes	Approve the Amended and Restated Bylaws for the Phased-In Declassification of the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.	
Teleflex Incorporated	04/29/2022	Management	7	Yes	Approve the Amended and Restated Certificate of Incorporation for the Phased-In Declassification of the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.	
Teleflex Incorporated	04/29/2022	Shareholder	8	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.	
Tempur Sealy International, Inc	05/05/2022	Management	1	Yes	Elect Director Evelyn S. Dilsaver	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Tempur Sealy International, Inc	05/05/2022	Management	2	Yes	Elect Director Simon John Dyer	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Tempur Sealy International, Inc	05/05/2022	Management	3	Yes	Elect Director Cathy R. Gates	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Tempur Sealy International, Inc	05/05/2022	Management	4	Yes	Elect Director John A. Heil	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Tempur Sealy International, Inc	05/05/2022	Management	5	Yes	Elect Director Meredith Siegfried Madden	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	



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Tempur Sealy International, Inc	05/05/2022	Management	6	Yes	Elect Director Richard W. Neu	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Tempur Sealy International, Inc	05/05/2022	Management	7	Yes	Elect Director Scott L. Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Tempur Sealy International, Inc	05/05/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Tempur Sealy International, Inc	05/05/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company paid an excessive tax gross-up on an excessive perquisite of the CEO's personal use of aircraft.	
Tempur Sealy International, Inc	05/05/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Teradata Corporation	05/10/2022	Management	1	Yes	Elect Director Cary T. Fu	For	For	Against	Against	Votes AGAINST Cary Fu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Teradata Corporation	05/10/2022	Management	2	Yes	Elect Director Michael P. Gianoni	For	For	For	For	Votes AGAINST Cary Fu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Teradata Corporation	05/10/2022	Management	3	Yes	Elect Director Joanne B. Olsen	For	For	For	For	Votes AGAINST Cary Fu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Teradata Corporation	05/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Teradata Corporation	05/10/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Teradata Corporation	05/10/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Teradyne, Inc.	05/13/2022	Management	1	Yes	Elect Director Edwin J. Gillis	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Tufano, Mark Jagiela, Edwin Gillis and Timothy Guertin are warranted for lack of a majority independent board. Votes AGAINST Paul Tufano, Edwin Gillis and Timothy Guertin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Teradyne, Inc.	05/13/2022	Management	2	Yes	Elect Director Timothy E. Guertin	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Tufano, Mark Jagiela, Edwin Gillis and Timothy Guertin are warranted for lack of a majority independent board. Votes AGAINST Paul Tufano, Edwin Gillis and Timothy Guertin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Teradyne, Inc.	05/13/2022	Management	3	Yes	Elect Director Peter Herweck	For	For	For	For	Votes AGAINST non-independent nominees Paul Tufano, Mark Jagiela, Edwin Gillis and Timothy Guertin are warranted for lack of a majority independent board. Votes AGAINST Paul Tufano, Edwin Gillis and Timothy Guertin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Teradyne, Inc.	05/13/2022	Management	4	Yes	Elect Director Mark E. Jagiela	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Tufano, Mark Jagiela, Edwin Gillis and Timothy Guertin are warranted for lack of a majority independent board. Votes AGAINST Paul Tufano, Edwin Gillis and Timothy Guertin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Teradyne, Inc.	05/13/2022	Management	5	Yes	Elect Director Mercedes Johnson	For	For	For	For	Votes AGAINST non-independent nominees Paul Tufano, Mark Jagiela, Edwin Gillis and Timothy Guertin are warranted for lack of a majority independent board. Votes AGAINST Paul Tufano, Edwin Gillis and Timothy Guertin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Teradyne, Inc.	05/13/2022	Management	6	Yes	Elect Director Marilyn Matz	For	For	For	For	Votes AGAINST non-independent nominees Paul Tufano, Mark Jagiela, Edwin Gillis and Timothy Guertin are warranted for lack of a majority independent board. Votes AGAINST Paul Tufano, Edwin Gillis and Timothy Guertin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Teradyne, Inc.	05/13/2022	Management	7	Yes	Elect Director Fouad 'Ford' Tamer	For	For	For	For	Votes AGAINST non-independent nominees Paul Tufano, Mark Jagiela, Edwin Gillis and Timothy Guertin are warranted for lack of a majority independent board. Votes AGAINST Paul Tufano, Edwin Gillis and Timothy Guertin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Teradyne, Inc.	05/13/2022	Management	8	Yes	Elect Director Paul J. Tufano	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Tufano, Mark Jagiela, Edwin Gillis and Timothy Guertin are warranted for lack of a majority independent board. Votes AGAINST Paul Tufano, Edwin Gillis and Timothy Guertin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Teradyne, Inc.	05/13/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Teradyne, Inc.	05/13/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Terminix Global Holdings, Inc.	05/23/2022	Management	1	Yes	Elect Director Laurie Ann Goldman	For	For	For	For	Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Terminix Global Holdings, Inc.	05/23/2022	Management	2	Yes	Elect Director Steven B. Hochhauser	For	For	For	For	Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Terminix Global Holdings, Inc.	05/23/2022	Management	3	Yes	Elect Director Chris S. Terrill	For	For	Against	Against	Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Terminix Global Holdings, Inc.	05/23/2022	Management	4	Yes	Elect Director Teresa M. Sebastian	For	For	For	For	Votes AGAINST Christopher (Chris) Terrill are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Terminix Global Holdings, Inc.	05/23/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.
Terminix Global Holdings, Inc.	05/23/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Texas Instruments Incorporated	04/28/2022	Management	1	Yes	Elect Director Mark A. Blinn	For	For	For	For	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	2	Yes	Elect Director Todd M. Bludorn	For	For	For	For	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	3	Yes	Elect Director Janet F. Clark	For	For	For	For	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	4	Yes	Elect Director Carrie S. Cox	For	For	Against	Against	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	5	Yes	Elect Director Martin S. Craighead	For	For	For	For	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	6	Yes	Elect Director Jean M. Hobby	For	For	For	For	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	7	Yes	Elect Director Michael D. Hsu	For	For	Against	Against	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	8	Yes	Elect Director Haviv Ilan	For	For	For	For	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	9	Yes	Elect Director Ronald Kirk	For	For	For	For	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Texas Instruments Incorporated	04/28/2022	Management	10	Yes	Elect Director Pamela H. Patsley	For	For	Against	Against	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	11	Yes	Elect Director Robert E. Sanchez	For	For	Against	Against	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	12	Yes	Elect Director Richard K. Templeton	For	For	For	For	Votes AGAINST Carrie Cox, Pamela Patsley and Robert Sanchez are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Michael Hsu are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/28/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company continues to grant annual incentive awards according to a non-formulaic subjective review of company performance, and the long-term incentive awards are entirely time-based, lacking any long-term performance conditions. Nevertheless, CEO pay and company performance remain reasonably aligned at this time.
Texas Instruments Incorporated	04/28/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Texas Instruments Incorporated	04/28/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as lowering the threshold to call special meetings would enhance the rights of shareholders.
Textron Inc.	04/27/2022	Management	1	Yes	Elect Director Scott C. Donnelly	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Donnelly, R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are warranted for lack of a majority independent board. Votes AGAINST R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/27/2022	Management	2	Yes	Elect Director Richard F. Ambrose	For	For	For	For	Votes AGAINST non-independent nominees Scott Donnelly, R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are warranted for lack of a majority independent board. Votes AGAINST R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/27/2022	Management	3	Yes	Elect Director Kathleen M. Bader	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Donnelly, R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are warranted for lack of a majority independent board. Votes AGAINST R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/27/2022	Management	4	Yes	Elect Director R. Kerry Clark	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Donnelly, R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are warranted for lack of a majority independent board. Votes AGAINST R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/27/2022	Management	5	Yes	Elect Director James T. Conway	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Donnelly, R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are warranted for lack of a majority independent board. Votes AGAINST R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/27/2022	Management	6	Yes	Elect Director Ralph D. Heath	For	For	For	For	Votes AGAINST non-independent nominees Scott Donnelly, R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are warranted for lack of a majority independent board. Votes AGAINST R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/27/2022	Management	7	Yes	Elect Director Deborah Lee James	For	For	For	For	Votes AGAINST non-independent nominees Scott Donnelly, R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are warranted for lack of a majority independent board. Votes AGAINST R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Textron Inc.	04/27/2022	Management	8	Yes	Elect Director Lionel L. Nowell, III	For	For	For	For	Votes AGAINST non-independent nominees Scott Donnelly, R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are warranted for lack of a majority independent board. Votes AGAINST R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/27/2022	Management	9	Yes	Elect Director James L. Ziemer	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Donnelly, R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are warranted for lack of a majority independent board. Votes AGAINST R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/27/2022	Management	10	Yes	Elect Director Maria T. Zuber	For	For	For	For	Votes AGAINST non-independent nominees Scott Donnelly, R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are warranted for lack of a majority independent board. Votes AGAINST R. Kerry Clark, Kathleen Bader, James Conway, and James Ziemer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The STI program was based entirely on pre-set objective metrics with a clearly disclosed payout formula and target goals. The LTI program was targeted to award half performance equity that now utilizes a three-year performance period, in response to investor feedback. Further, the compensation committee used its discretion to lower the vesting percentage of a previously granted PSU award. However, continued monitoring of the company's goal-setting practices is warranted, as a financial metric target in the STI was set below the prior year's actual performance, while no forward-looking targets in the LTI are disclosed.
Textron Inc.	04/27/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Textron Inc.	04/27/2022	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
TFS Financial Corporation	02/24/2022	Management	1	Yes	Elect Director Martin J. Cohen	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Cohen, Robert (Bob) Fiala and Ashley Williams are warranted for lack of a majority independent board and lack of a formal nominating committee.Votes AGAINST Martin (Marty) Cohen and Robert (Bob) Fiala are also warranted for serving as non-independent members of a key board committee.A vote FOR John Ringenbach is warranted.
TFS Financial Corporation	02/24/2022	Management	2	Yes	Elect Director Robert A. Fiala	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Cohen, Robert (Bob) Fiala and Ashley Williams are warranted for lack of a majority independent board and lack of a formal nominating committee.Votes AGAINST Martin (Marty) Cohen and Robert (Bob) Fiala are also warranted for serving as non-independent members of a key board committee.A vote FOR John Ringenbach is warranted.
TFS Financial Corporation	02/24/2022	Management	3	Yes	Elect Director John P. Ringenbach	For	For	For	For	Votes AGAINST non-independent nominees Martin (Marty) Cohen, Robert (Bob) Fiala and Ashley Williams are warranted for lack of a majority independent board and lack of a formal nominating committee.Votes AGAINST Martin (Marty) Cohen and Robert (Bob) Fiala are also warranted for serving as non-independent members of a key board committee.A vote FOR John Ringenbach is warranted.
TFS Financial Corporation	02/24/2022	Management	4	Yes	Elect Director Ashley H. Williams	For	Against	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Cohen, Robert (Bob) Fiala and Ashley Williams are warranted for lack of a majority independent board and lack of a formal nominating committee.Votes AGAINST Martin (Marty) Cohen and Robert (Bob) Fiala are also warranted for serving as non-independent members of a key board committee.A vote FOR John Ringenbach is warranted.
TFS Financial Corporation	02/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provides an excessive amount for the CEO's financial/tax planning and enhanced life insurance perquisites; offers equity awards that allow for auto-accelerated vesting upon a change-in-control event; and lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
TFS Financial Corporation	02/24/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The AES Corporation	04/21/2022	Management	1	Yes	Elect Director Janet G. Davidson	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/21/2022	Management	2	Yes	Elect Director Andres R. Gluski	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The AES Corporation	04/21/2022	Management	3	Yes	Elect Director Tarun Khanna	For	For	Against	Against	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/21/2022	Management	4	Yes	Elect Director Holly K. Koeppel	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/21/2022	Management	5	Yes	Elect Director Julia M. Laulis	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/21/2022	Management	6	Yes	Elect Director James H. Miller	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/21/2022	Management	7	Yes	Elect Director Alain Monie	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/21/2022	Management	8	Yes	Elect Director John B. Morse, Jr.	For	For	Against	Against	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/21/2022	Management	9	Yes	Elect Director Moises Naim	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/21/2022	Management	10	Yes	Elect Director Teresa M. Sebastian	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/21/2022	Management	11	Yes	Elect Director Maura Shaughnessy	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/21/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although a concern is noted with respect to goal rigor under the long-term incentive program, short- and long-term incentives are sufficiently performance-based and pay and performance are reasonably aligned for the year under review.
The AES Corporation	04/21/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The AES Corporation	04/21/2022	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
The Allstate Corporation	05/24/2022	Management	1	Yes	Elect Director Donald E. Brown	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/24/2022	Management	2	Yes	Elect Director Kermit R. Crawford	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/24/2022	Management	3	Yes	Elect Director Richard T. Hume	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/24/2022	Management	4	Yes	Elect Director Margaret M. Keane	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/24/2022	Management	5	Yes	Elect Director Siddharth N. (Bobby) Mehta	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/24/2022	Management	6	Yes	Elect Director Jacques P. Perold	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/24/2022	Management	7	Yes	Elect Director Andrea Redmond	For	For	Against	Against	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/24/2022	Management	8	Yes	Elect Director Gregg M. Sherrill	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/24/2022	Management	9	Yes	Elect Director Judith A. Sprieser	For	For	Against	Against	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/24/2022	Management	10	Yes	Elect Director Perry M. Traquina	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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The Allstate Corporation	05/24/2022	Management	11	Yes	Elect Director Thomas J. Wilson	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/24/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some concern regarding STI structure and goal rigor. Although the STI pool is funded formulaically, individual payouts are ultimately discretionary. In addition, the company does not disclose forward-looking goals for one LTI metric or a cap on relative TSR vesting if absolute TSR is negative. However, the CEO received an STI payout at the formulaic funding level, consistent with past practice, and the committee provides a reasonable rationale for setting certain targets below 2020 results. In addition, the company targets a majority of equity awards as multi-year performance shares, the LTI metric for which goals are not disclosed is growth-based, and the relative TSR metric targets outperformance. On balance of these factors, a vote FOR this proposal is warranted, with caution. Continued close monitoring of STI goal rigor and discretionary payout determinations is warranted.
The Allstate Corporation	05/24/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The AZEK Company Inc.	03/08/2022	Management	1	Yes	Elect Director Fumbi Chima	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/08/2022	Management	2	Yes	Elect Director Brian Spaly	For	For	For	For	A vote FOR all director nominees is warranted.
The AZEK Company Inc.	03/08/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The AZEK Company Inc.	03/08/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The AZEK Company Inc.	03/08/2022	Management	5	Yes	Eliminate Supermajority Voting Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
The AZEK Company Inc.	03/08/2022	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
The AZEK Company Inc.	03/08/2022	Management	7	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable matching contribution, and has limits on employee contributions.
The Bank of New York Mellon C	04/12/2022	Management	1	Yes	Elect Director Linda Z. Cook	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	2	Yes	Elect Director Joseph J. Echevarria	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	3	Yes	Elect Director Thomas P. 'Todd' Gibbons	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	4	Yes	Elect Director M. Amy Gilliland	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	5	Yes	Elect Director Jeffrey A. Goldstein	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	6	Yes	Elect Director K. Guru Gowrappan	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	7	Yes	Elect Director Ralph Izzo	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	8	Yes	Elect Director Sandra E. 'Sandie' O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	9	Yes	Elect Director Elizabeth E. Robinson	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	10	Yes	Elect Director Frederick O. Terrell	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	11	Yes	Elect Director Alfred W. "Al" Zollar	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon C	04/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Shareholders would benefit from improved disclosure of adjustments made to closing-cycle performance shares and should continue to monitor pay outcomes in light of the degree to which discretion may ultimately influence awards. However, these concerns have not resulted in a quantitative pay-for-performance misalignment for the year in review, the CEO's equity awards are largely subject to multi-year performance goals, and performance shares for the most recently completed performance period were earned below target.
The Bank of New York Mellon C	04/12/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Bank of New York Mellon C	04/12/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.
The Boeing Company	04/29/2022	Management	1	Yes	Elect Director Robert A. Bradway	For	For	For	For	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/29/2022	Management	2	Yes	Elect Director David L. Calhoun	For	For	For	For	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/29/2022	Management	3	Yes	Elect Director Lynne M. Doughtie	For	For	For	For	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/29/2022	Management	4	Yes	Elect Director Lynn J. Good	For	For	For	For	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/29/2022	Management	5	Yes	Elect Director Stayce D. Harris	For	For	For	For	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Boeing Company	04/29/2022	Management	6	Yes	Elect Director Akhil Johri	For	For	For	For	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/29/2022	Management	7	Yes	Elect Director David L. Joyce	For	For	For	For	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/29/2022	Management	8	Yes	Elect Director Lawrence W. Kellner	For	For	For	For	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/29/2022	Management	9	Yes	Elect Director Steven M. Mollenkopf	For	For	For	For	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/29/2022	Management	10	Yes	Elect Director John M. Richardson	For	For	For	For	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/29/2022	Management	11	Yes	Elect Director Ronald A. Williams	For	For	Against	Against	Votes AGAINST Ronald (Ron) Williams are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/29/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Notwithstanding some concerns about goal rigor for the annual incentive program and a decline in the percentage of long-term incentives that is performance-based, annual incentives are predominantly based on disclosed financial and operational metrics, and a majority of long-term incentives (at Public Fund Advisory Services valuations) are in the form of premium-priced stock options.
The Boeing Company	04/29/2022	Management	13	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
The Boeing Company	04/29/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Boeing Company	04/29/2022	Shareholder	15	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
The Boeing Company	04/29/2022	Shareholder	16	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
The Boeing Company	04/29/2022	Shareholder	17	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as decreasing the ownership threshold required to call a special meeting from 25 percent to 10 percent would enhance shareholder rights, while still ensuring that the required aggregate investment is high enough to minimize the likelihood of abuse of the right.
The Boeing Company	04/29/2022	Shareholder	18	Yes	Report on Net Zero Indicator	For	For	For	For	A vote FOR this proposal is warranted. The company and its shareholders are likely to benefit from increased transparency regarding alignment with the Paris Agreement through compliance with Net Zero Indicator criteria. The board also unanimously supports this proposal.
The Boston Beer Company, Inc	05/18/2022	Management	1	Yes	Elect Director Meghan V. Joyce	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Michael Spillane is warranted.
The Boston Beer Company, Inc	05/18/2022	Management	2	Yes	Elect Director Michael Spillane	For	For	For	For	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Michael Spillane is warranted.
The Boston Beer Company, Inc	05/18/2022	Management	3	Yes	Elect Director Jean-Michel Valette	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Michael Spillane is warranted.
The Boston Beer Company, Inc	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The Carlyle Group Inc.	05/31/2022	Management	1	Yes	Elect Director David M. Rubenstein	For	For	For	For	A vote FOR the director nominees is warranted.
The Carlyle Group Inc.	05/31/2022	Management	2	Yes	Elect Director Linda H. Filler	For	For	For	For	A vote FOR the director nominees is warranted.
The Carlyle Group Inc.	05/31/2022	Management	3	Yes	Elect Director James H. Hance, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
The Carlyle Group Inc.	05/31/2022	Management	4	Yes	Elect Director Derica W. Rice	For	For	For	For	A vote FOR the director nominees is warranted.

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The Carlyle Group Inc.	05/31/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
The Carlyle Group Inc.	05/31/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The annual incentive program does not utilize specific metrics with pre-set target goals or individual weightings, and a significant portion of the CEO's bonus, and the entire bonus for the other NEOs, was determined by the committee's discretionary assessment of corporate and individual performance. Further, the proxy does not disclose a meaningful cap on the CIO's carried interest payment, which increased significantly year-over-year. The CEO's total target LTI award value was significantly elevated due to a new strategic equity award that was granted in addition to an annual performance-based RSU grant under another ongoing program. Although the CEO's awards were entirely performance-based, both programs utilized one-year performance periods, and the new strategic equity award was tied to the same metric and target as the ongoing performance-based RSUs, essentially providing multiple payouts for the same single achievement.
The Carlyle Group Inc.	05/31/2022	Shareholder	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted because the declassification would enhance board accountability.
The Charles Schwab Corporati	05/17/2022	Management	1	Yes	Elect Director John K. Adams, Jr.	For	For	For	For	Votes AGAINST Arun Sarin and Paula Sneed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporati	05/17/2022	Management	2	Yes	Elect Director Stephen A. Ellis	For	For	For	For	Votes AGAINST Arun Sarin and Paula Sneed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporati	05/17/2022	Management	3	Yes	Elect Director Brian M. Levitt	For	For	For	For	Votes AGAINST Arun Sarin and Paula Sneed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporati	05/17/2022	Management	4	Yes	Elect Director Arun Sarin	For	For	Against	Against	Votes AGAINST Arun Sarin and Paula Sneed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporati	05/17/2022	Management	5	Yes	Elect Director Charles R. Schwab	For	For	For	For	Votes AGAINST Arun Sarin and Paula Sneed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporati	05/17/2022	Management	6	Yes	Elect Director Paula A. Sneed	For	For	Against	Against	Votes AGAINST Arun Sarin and Paula Sneed are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporati	05/17/2022	Management	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted. The proposed board declassification, as well as the related elimination of the supermajority provision to amend the director election provisions and the addition of the ability to remove directors without cause, would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
The Charles Schwab Corporati	05/17/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Charles Schwab Corporati	05/17/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
The Charles Schwab Corporati	05/17/2022	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Charles Schwab Corporati	05/17/2022	Management	11	Yes	Provide Proxy Access Right	For	For	For	For	A vote FOR this bylaw amendment is warranted as approval of this item would ensure that the company adopts proxy access on market standard terms that would enhance shareholders' rights.
The Charles Schwab Corporati	05/17/2022	Shareholder	12	Yes	Adopt Proxy Access Right	Against	For	For	For	A vote FOR this advisory proposal is warranted as the proxy access provisions suggested by the proponent would be more favorable to shareholders than the comparable provisions of the board bylaw proposal in Item 6.
The Charles Schwab Corporati	05/17/2022	Shareholder	13	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the company's trade association memberships, payments, and oversight, along with direct lobbying expenditures, would enable shareholders to better assess the company's comprehensive lobbying-related activities and management of related risks and opportunities.
The Chemours Company	04/27/2022	Management	1	Yes	Elect Director Curtis V. Anastasio	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	2	Yes	Elect Director Bradley J. Bell	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	3	Yes	Elect Director Mary B. Cranston	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	4	Yes	Elect Director Curtis J. Crawford	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	5	Yes	Elect Director Dawn L. Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	6	Yes	Elect Director Erin N. Kane	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	7	Yes	Elect Director Sean D. Keohane	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	8	Yes	Elect Director Mark E. Newman	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	9	Yes	Elect Director Guillaume Pepy	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/27/2022	Management	10	Yes	Elect Director Sandra Phillips Rogers	For	For	For	For	A vote FOR all director nominees is warranted.

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The Chemours Company	04/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Chemours Company	04/27/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Chemours Company	04/27/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Coca-Cola Company	04/26/2022	Management	1	Yes	Elect Director Herb Allen	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	2	Yes	Elect Director Marc Bolland	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	3	Yes	Elect Director Ana Botin	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	4	Yes	Elect Director Christopher C. Davis	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	5	Yes	Elect Director Barry Diller	For	For	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	6	Yes	Elect Director Helene D. Gayle	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	7	Yes	Elect Director Alexis M. Herman	For	For	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	8	Yes	Elect Director Maria Elena Lagomasino	For	For	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	9	Yes	Elect Director James Quincey	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	10	Yes	Elect Director Caroline J. Tsay	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	11	Yes	Elect Director David B. Weinberg	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Annual incentives are primarily determined by financial growth metrics, and the majority of long-term incentives are performance-based with goals clearly disclosed. In addition, an increase in CEO pay is driven by a one-time award that is entirely performance conditioned, with fully disclosed goals that appear to be rigorous. However, disclosure around the rationale for the CEO's special award in the proxy statement is somewhat limited. Moreover, the company entered into a consulting agreement with a former NEO which provides for excessive compensation, which is considered a problematic pay practice.
The Coca-Cola Company	04/26/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Coca-Cola Company	04/26/2022	Shareholder	14	Yes	Report on External Public Health Costs	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: * Additional disclosure would benefit shareholders by increasing transparency regarding the company's management of external public health costs; and * Disclosure of the requested information would serve to provide greater assurance to its shareholders that the firm's initiatives and practices sufficiently guard against potential financial, litigation, and operational risks to the firm.
The Coca-Cola Company	04/26/2022	Shareholder	15	Yes	Report on Global Public Policy and Political Influence	Against	Against	For	For	A vote FOR this resolution is warranted, as increased global transparency and disclosure around the company's memberships in political organizations and lobbying expenditures, as well as the firm's management- and board-level oversight of spending would help shareholders evaluate the company's management of related risks and benefits more comprehensively.
The Coca-Cola Company	04/26/2022	Shareholder	16	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

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The Cooper Companies, Inc.	03/16/2022	Management	1	Yes	Elect Director Colleen E. Jay	For	For	For	For	Votes AGAINST Jody Lindell are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Cooper Companies, Inc.	03/16/2022	Management	2	Yes	Elect Director William A. Kozy	For	For	For	For	Votes AGAINST Jody Lindell are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Cooper Companies, Inc.	03/16/2022	Management	3	Yes	Elect Director Jody S. Lindell	For	For	Against	Against	Votes AGAINST Jody Lindell are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Cooper Companies, Inc.	03/16/2022	Management	4	Yes	Elect Director Teresa S. Madden	For	For	For	For	Votes AGAINST Jody Lindell are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Cooper Companies, Inc.	03/16/2022	Management	5	Yes	Elect Director Gary S. Petersmeyer	For	For	For	For	Votes AGAINST Jody Lindell are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Cooper Companies, Inc.	03/16/2022	Management	6	Yes	Elect Director Maria Rivas	For	For	For	For	Votes AGAINST Jody Lindell are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Cooper Companies, Inc.	03/16/2022	Management	7	Yes	Elect Director Robert S. Weiss	For	For	For	For	Votes AGAINST Jody Lindell are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Cooper Companies, Inc.	03/16/2022	Management	8	Yes	Elect Director Albert G. White, III	For	For	For	For	Votes AGAINST Jody Lindell are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Cooper Companies, Inc.	03/16/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Cooper Companies, Inc.	03/16/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. With the introduction of performance-based equity for 2021, the majority of both long-term and short-term incentives are performance-based, with a focus on financial metrics. However, concerns are noted regarding the significant use of discretion under the annual incentive program, and the lack of performance conditions on the retention awards granted to certain NEOs.
The Goldman Sachs Group, Inc	04/28/2022	Management	1	Yes	Elect Director Michele Burns	For	For	For	For	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	2	Yes	Elect Director Drew Faust	For	For	For	For	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	3	Yes	Elect Director Mark Flaherty	For	For	For	For	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	4	Yes	Elect Director Kimberley Harris	For	For	For	For	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	5	Yes	Elect Director Ellen Kullman	For	For	Against	Against	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	6	Yes	Elect Director Lakshmi Mittal	For	For	Against	Against	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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The Goldman Sachs Group, Inc	04/28/2022	Management	7	Yes	Elect Director Adebayo Ogunlesi	For	For	For	For	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	8	Yes	Elect Director Peter Oppenheimer	For	For	For	For	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	9	Yes	Elect Director David Solomon	For	For	For	For	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	10	Yes	Elect Director Jan Tighe	For	For	For	For	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	11	Yes	Elect Director Jessica Uhl	For	For	For	For	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	12	Yes	Elect Director David Viniar	For	For	For	For	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	13	Yes	Elect Director Mark Winkelman	For	For	Against	Against	Votes AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Lakshmi Mittal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc	04/28/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEO's life insurance, and automobile and tax planning-related perquisites.
The Goldman Sachs Group, Inc	04/28/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Goldman Sachs Group, Inc	04/28/2022	Shareholder	16	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
The Goldman Sachs Group, Inc	04/28/2022	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
The Goldman Sachs Group, Inc	04/28/2022	Shareholder	18	Yes	Adopt a Financing Policy Consistent with IEA's Net Zero Emissions by 2050 Scenario	Against	Against	For	For	A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments to net zero activities and help ensure stronger alignment between the company's net zero goals and its policies and actions. Adoption of the resolution would also provide shareholders with a better understanding of the company's management and oversight of related risks.
The Goldman Sachs Group, Inc	04/28/2022	Shareholder	19	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
The Hanover Insurance Group,	05/10/2022	Management	1	Yes	Elect Director Martin P. Hughes	For	For	For	For	Votes AGAINST Joseph Ramrath are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Hanover Insurance Group,	05/10/2022	Management	2	Yes	Elect Director Kevin J. Bradicich	For	For	For	For	Votes AGAINST Joseph Ramrath are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hanover Insurance Group,	05/10/2022	Management	3	Yes	Elect Director Theodore H. Bunting, Jr.	For	For	For	For	Votes AGAINST Joseph Ramrath are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hanover Insurance Group,	05/10/2022	Management	4	Yes	Elect Director Joseph R. Ramrath	For	For	Against	Against	Votes AGAINST Joseph Ramrath are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hanover Insurance Group,	05/10/2022	Management	5	Yes	Elect Director John C. Roche	For	For	For	For	Votes AGAINST Joseph Ramrath are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hanover Insurance Group,	05/10/2022	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 12.93 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Hanover Insurance Group,	05/10/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Hanover Insurance Group,	05/10/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hartford Financial Services	05/18/2022	Management	1	Yes	Elect Director Larry D. De Shon	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services	05/18/2022	Management	2	Yes	Elect Director Carlos Dominguez	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services	05/18/2022	Management	3	Yes	Elect Director Trevor Fetter	For	For	Against	Against	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services	05/18/2022	Management	4	Yes	Elect Director Donna James	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services	05/18/2022	Management	5	Yes	Elect Director Kathryn A. Mikells	For	For	Against	Against	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services	05/18/2022	Management	6	Yes	Elect Director Teresa W. Roseborough	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services	05/18/2022	Management	7	Yes	Elect Director Virginia P. Ruesterholz	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services	05/18/2022	Management	8	Yes	Elect Director Christopher J. Swift	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services	05/18/2022	Management	9	Yes	Elect Director Matthew E. Winter	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services	05/18/2022	Management	10	Yes	Elect Director Greig Woodring	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services	05/18/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hartford Financial Services	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive corporate aircraft perquisite to the CEO.
The Hartford Financial Services	05/18/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Hartford Financial Services	05/18/2022	Shareholder	14	Yes	Adopt Policies to Ensure Underwriting Practices Do Not Support New Fossil Fuel Supplies	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure would help investors better understand how the company plans to reduce its emissions and manage its transition to a low carbon economy.
The Hershey Company	05/17/2022	Management	1	Yes	Elect Director Pamela M. Arway	For	For	Withhold	Withhold	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	2	Yes	Elect Director James W. Brown	For	For	For	For	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	3	Yes	Elect Director Michele G. Buck	For	For	For	For	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Hershey Company	05/17/2022	Management	4	Yes	Elect Director Victor L. Crawford	For	For	For	For	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	5	Yes	Elect Director Robert M. Dutkowsky	For	For	For	For	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	6	Yes	Elect Director Mary Kay Haben	For	For	For	For	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	7	Yes	Elect Director James C. Katzman	For	For	For	For	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	8	Yes	Elect Director M. Diane Koken	For	For	For	For	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	9	Yes	Elect Director Robert M. Malcolm	For	For	For	For	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	10	Yes	Elect Director Anthony J. Palmer	For	For	Withhold	Withhold	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	11	Yes	Elect Director Juan R. Perez	For	For	For	For	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	12	Yes	Elect Director Wendy L. Schoppert	For	For	For	For	WITHHOLD votes for Anthony Palmer and Pamela Arway are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/17/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Hershey Company	05/17/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While some concern remains regarding the relative TSR metric used for performance shares, as it targets median performance and does not include a payout cap if absolute TSR is negative, annual incentives are linked to pre-set financial metrics and equity awards are primarily performance-based.
The Hershey Company	05/17/2022	Shareholder	15	Yes	Report on Eradication of Child Labor in Cocoa Production	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to ban child labor would allow investors to better understand how the company is managing human rights related risks in its supply chain.
The Home Depot, Inc.	05/19/2022	Management	1	Yes	Elect Director Gerard J. Arpey	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	2	Yes	Elect Director Ari Bousbib	For	For	Against	Against	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	3	Yes	Elect Director Jeffery H. Boyd	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	4	Yes	Elect Director Gregory D. Brenneman	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	5	Yes	Elect Director J. Frank Brown	For	For	Against	Against	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	6	Yes	Elect Director Albert P. Carey	For	For	Against	Against	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	7	Yes	Elect Director Edward P. Decker	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	8	Yes	Elect Director Linda R. Gooden	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	9	Yes	Elect Director Wayne M. Hewett	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	10	Yes	Elect Director Manuel Kadre	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	11	Yes	Elect Director Stephanie C. Linnartz	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Home Depot, Inc.	05/19/2022	Management	12	Yes	Elect Director Craig A. Menear	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	13	Yes	Elect Director Paula Santilli	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	14	Yes	Elect Director Caryn Seidman-Becker	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/19/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because the auditor's tenure at the company exceeds seven years.
The Home Depot, Inc.	05/19/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and the majority of pay is conditioned on objective financial performance metrics.
The Home Depot, Inc.	05/19/2022	Management	17	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 7.82 percent is reasonable.
The Home Depot, Inc.	05/19/2022	Shareholder	18	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as it would enhance the existing shareholder right to call special meetings.
The Home Depot, Inc.	05/19/2022	Shareholder	19	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
The Home Depot, Inc.	05/19/2022	Shareholder	20	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as the requested report would allow shareholders to better evaluate how well the company is assessing and mitigating risks related to its political communication expenditures.
The Home Depot, Inc.	05/19/2022	Shareholder	21	Yes	Report on Steps to Improve Gender and Racial Equity on the Board	Against	Against	For	For	A vote FOR this proposal is warranted as adoption of this proposal would allow shareholders to better assess the effectiveness of the company's efforts towards improving gender and racial representation on the board and management of related risks.
The Home Depot, Inc.	05/19/2022	Shareholder	22	Yes	Report on Efforts to Eliminate Deforestation in Supply Chain	Against	For	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from additional information on the company's strategy to manage its supply chain's impact on deforestation.
The Home Depot, Inc.	05/19/2022	Shareholder	23	Yes	Oversee and Report a Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as a report on an independent racial equity audit would help shareholders better assess the effectiveness of Home Depot's efforts to address the adverse impacts of its policies and practices on non-white stakeholders and communities of color and its management of related risks.
The Howard Hughes Corporatic	05/26/2022	Management	1	Yes	Elect Director William A. Ackman	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporatic	05/26/2022	Management	2	Yes	Elect Director Adam Flatto	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporatic	05/26/2022	Management	3	Yes	Elect Director Beth Kaplan	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.

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The Howard Hughes Corporatic	05/26/2022	Management	4	Yes	Elect Director Allen Model	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporatic	05/26/2022	Management	5	Yes	Elect Director David O'Reilly	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporatic	05/26/2022	Management	6	Yes	Elect Director R. Scot Sellers	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporatic	05/26/2022	Management	7	Yes	Elect Director Steven Shepsman	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporatic	05/26/2022	Management	8	Yes	Elect Director Mary Ann Tighe	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporatic	05/26/2022	Management	9	Yes	Elect Director Anthony Williams	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers and Steven Shepsman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST William (Bill) Ackman are further warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining director nominees are warranted at this time.
The Howard Hughes Corporatic	05/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Howard Hughes Corporatic	05/26/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
The Interpublic Group of Comp	05/26/2022	Management	1	Yes	Elect Director Jocelyn Carter-Miller	For	For	Against	Against	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Comp	05/26/2022	Management	2	Yes	Elect Director Mary J. Steele Guilfoile	For	For	Against	Against	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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The Interpublic Group of Companies	05/26/2022	Management	3	Yes	Elect Director Dawn Hudson	For	For	Against	Against	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies	05/26/2022	Management	4	Yes	Elect Director Philippe Krakowsky	For	For	Against	Against	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies	05/26/2022	Management	5	Yes	Elect Director Jonathan F. Miller	For	For	For	For	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies	05/26/2022	Management	6	Yes	Elect Director Patrick Q. Moore	For	For	For	For	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies	05/26/2022	Management	7	Yes	Elect Director Linda S. Sanford	For	For	For	For	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies	05/26/2022	Management	8	Yes	Elect Director David M. Thomas	For	For	Against	Against	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies	05/26/2022	Management	9	Yes	Elect Director E. Lee Wyatt, Jr.	For	For	For	For	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies	05/26/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Interpublic Group of Companies	05/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily based on pre-set corporate goals, although some concern exists about the partial disclosure surrounding goals and supplemental awards to NEOs.
The Interpublic Group of Companies	05/26/2022	Shareholder	12	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
The Kraft Heinz Company	05/05/2022	Management	1	Yes	Elect Director Gregory E. Abel	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Kraft Heinz Company	05/05/2022	Management	2	Yes	Elect Director John T. Cahill	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Kraft Heinz Company	05/05/2022	Management	3	Yes	Elect Director Joao M. Castro-Neves	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Kraft Heinz Company	05/05/2022	Management	4	Yes	Elect Director Lori Dickerson Fouche	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Kraft Heinz Company	05/05/2022	Management	5	Yes	Elect Director Timothy Kenesey	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Kraft Heinz Company	05/05/2022	Management	6	Yes	Elect Director Alicia Knapp	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Kraft Heinz Company	05/05/2022	Management	7	Yes	Elect Director Elio Leoni Sceti	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Kraft Heinz Company	05/05/2022	Management	8	Yes	Elect Director Susan Mulder	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Kraft Heinz Company	05/05/2022	Management	9	Yes	Elect Director James Park	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Kraft Heinz Company	05/05/2022	Management	10	Yes	Elect Director Miguel Patricio	For	For	For	For	A vote FOR the remaining director nominees is warranted.
The Kraft Heinz Company	05/05/2022	Management	11	Yes	Elect Director John C. Pope	For	For	For	For	A vote FOR the remaining director nominees is warranted.

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The Kraft Heinz Company	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. A significant portion of the STI payout is based on individual performance with limited disclosure of metric performance, while the financial metric target was set below the prior year's actual performance without a corresponding decrease in target payout. In addition, each executive's target bonus opportunity was relatively high. Though some improvements were made to the LTI program, including an increased performance period, a majority of the annual equity grant is still in time-vested equity, and the relative TSR target was not disclosed. Furthermore, each non-CEO NEO received a special equity grant in FY21, which one NEO received for the second consecutive year.
The Kraft Heinz Company	05/05/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Kraft Heinz Company	05/05/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Kraft Heinz Company	05/05/2022	Shareholder	15	Yes	Report on Metrics and Efforts to Reduce Water Related Risk	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from the requested report as it would provide additional information on the company's water supply and conservation practices, particularly in its supply chains, thereby accounting for water risk throughout the entire value chain.
The Kroger Co.	06/23/2022	Management	1	Yes	Elect Director Nora A. Aufreiter	For	For	For	For	Furthermore, the disclosure would allow the company to better manage water related risks and align company commitment to long term shareholder value. Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	2	Yes	Elect Director Kevin M. Brown	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	3	Yes	Elect Director Elaine L. Chao	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	4	Yes	Elect Director Anne Gates	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	5	Yes	Elect Director Karen M. Hoguet	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	6	Yes	Elect Director W. Rodney McMullen	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	7	Yes	Elect Director Clyde R. Moore	For	For	Against	Against	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	8	Yes	Elect Director Ronald L. Sargent	For	For	Against	Against	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	9	Yes	Elect Director J. Amanda Sourry Knox (Amanda Sourry)	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	10	Yes	Elect Director Mark S. Sutton	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	11	Yes	Elect Director Ashok Vemuri	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/23/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are tied to pre-set financial metrics and half of equity awards are performance based and utilize a multi-year performance period.
The Kroger Co.	06/23/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLC as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Kroger Co.	06/23/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Kroger Co.	06/23/2022	Shareholder	15	Yes	Report on Efforts to Reduce Plastic Use	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on metrics and targets related to the use of plastic packaging would allow shareholders to better assess the company's management of associated financial, environmental, and reputational risks.
The Kroger Co.	06/23/2022	Shareholder	16	Yes	Report on Human Rights and Protection of Farmworkers	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding policies the company has implemented to address human rights impacts and protection of farmworkers in its supply chain would allow shareholders to better gauge how well Kroger is managing human rights related risks.

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The Kroger Co.	06/23/2022	Shareholder	17	Yes	Report on Efforts to Eliminate HFCs in Refrigeration and Reduce GHG Emissions	Against	For	For	For	A vote FOR this proposal is warranted, as investors would benefit from greater disclosure around the management of HFC emissions, especially in light of regulatory and competitive pressure.
The Kroger Co.	06/23/2022	Shareholder	18	Yes	Report on Risks to Business Due to Increased Labor Market Pressure	Against	Against	For	For	A vote FOR this proposal is warranted as additional reporting and information regarding the company's potential exposure to risks related to increased labor market pressure would be beneficial to shareholders.
The Mosaic Company	05/19/2022	Management	1	Yes	Elect Director Cheryl K. Beebe	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	2	Yes	Elect Director Gregory L. Ebel	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	3	Yes	Elect Director Timothy S. Gitzel	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	4	Yes	Elect Director Denise C. Johnson	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	5	Yes	Elect Director Emery N. Koenig	For	For	Against	Against	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	6	Yes	Elect Director James (Joc) C. O'Rourke	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	7	Yes	Elect Director David T. Seaton	For	For	Against	Against	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	8	Yes	Elect Director Steven M. Seibert	For	For	Against	Against	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	9	Yes	Elect Director Luciano Siani Pires	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	10	Yes	Elect Director Gretchen H. Watkins	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	11	Yes	Elect Director Kelvin R. Westbrook	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton and Steven Seibert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/19/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Mosaic Company	05/19/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-ups for the CEO's aircraft-related perquisite. Concerns are also raised with respect to large amount of perquisites and tax gross-ups provided to NEO Ricard.
The Mosaic Company	05/19/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
The PNC Financial Services Gr	04/27/2022	Management	1	Yes	Elect Director Joseph Alvarado	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	2	Yes	Elect Director Debra A. Cafaro	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	3	Yes	Elect Director Marjorie Rodgers Cheshire	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	4	Yes	Elect Director William S. Demchak	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	5	Yes	Elect Director Andrew T. Feldstein	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	6	Yes	Elect Director Richard J. Harshman	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	7	Yes	Elect Director Daniel R. Hesse	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	8	Yes	Elect Director Linda R. Medler	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	9	Yes	Elect Director Robert A. Niblock	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	10	Yes	Elect Director Martin Pfinsgraff	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	11	Yes	Elect Director Bryan S. Salesky	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	12	Yes	Elect Director Toni Townes-Whitley	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	13	Yes	Elect Director Michael J. Ward	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Gr	04/27/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The PNC Financial Services Gr	04/27/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns remain regarding the lack of disclosure and room for discretion under the annual incentive plan, which makes it difficult to determine the overall rigor of the performance metric, CEO pay and company performance remain relatively aligned as the majority of CEO pay remains conditioned on financial performance.

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The PNC Financial Services Gr	04/27/2022	Shareholder	16	Yes	Report on Risk Management and Nuclear Weapon Industry	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to assess the effectiveness of its risk management system as it relates to the management of risks associated with providing financial services to the nuclear weapons industry would allow shareholders to better gauge how well PNC is managing human rights related risks.
The Progressive Corporation	05/13/2022	Management	1	Yes	Elect Director Philip Bleser	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	2	Yes	Elect Director Stuart B. Burgdoerfer	For	For	Against	Against	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	3	Yes	Elect Director Pamela J. Craig	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	4	Yes	Elect Director Charles A. Davis	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	5	Yes	Elect Director Roger N. Farah	For	For	Against	Against	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	6	Yes	Elect Director Lawton W. Fitt	For	For	Against	Against	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	7	Yes	Elect Director Susan Patricia Griffith	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	8	Yes	Elect Director Devin C. Johnson	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	9	Yes	Elect Director Jeffrey D. Kelly	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	10	Yes	Elect Director Barbara R. Snyder	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	11	Yes	Elect Director Jan E. Tighe	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	12	Yes	Elect Director Kahina Van Dyke	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer and Roger Farah are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/13/2022	Management	13	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The plan does not allow for repricing of stock options without prior shareholder approval; and * The equity burn rate is reasonable.
The Progressive Corporation	05/13/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the lack of disclosure of specific performance targets under the annual incentive plan makes it difficult for shareholders to assess its rigor, CEO pay and company performance remain reasonably aligned at this time. Additionally, the majority of the CEO's equity awards are conditioned on long-term performance metrics.
The Progressive Corporation	05/13/2022	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Scotts Miracle-Gro Compa	01/24/2022	Management	1	Yes	Elect Director David C. Evans	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adam Hanft, Stephen Johnson, and Katherine Littlefield are warranted for lack of a majority independent board.WITHHOLD votes for Stephen Johnson are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for incumbent Audit Committee member David Evans are warranted due to continued concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock by certain directors.
The Scotts Miracle-Gro Compa	01/24/2022	Management	2	Yes	Elect Director Stephen L. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adam Hanft, Stephen Johnson, and Katherine Littlefield are warranted for lack of a majority independent board.WITHHOLD votes for Stephen Johnson are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for incumbent Audit Committee member David Evans are warranted due to continued concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock by certain directors.

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The Scotts Miracle-Gro Compa	01/24/2022	Management	3	Yes	Elect Director Adam Hanft	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adam Hanft, Stephen Johnson, and Katherine Littlefield are warranted for lack of a majority independent board.WITHHOLD votes for Stephen Johnson are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for incumbent Audit Committee member David Evans are warranted due to continued concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock by certain directors.
The Scotts Miracle-Gro Compa	01/24/2022	Management	4	Yes	Elect Director Katherine Hagedorn Littlefield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adam Hanft, Stephen Johnson, and Katherine Littlefield are warranted for lack of a majority independent board.WITHHOLD votes for Stephen Johnson are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for incumbent Audit Committee member David Evans are warranted due to continued concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the continued pledging of a significant amount of the company's common stock by certain directors.
The Scotts Miracle-Gro Compa	01/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The Scotts Miracle-Gro Compa	01/24/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Scotts Miracle-Gro Compa	01/24/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Scotts Miracle-Gro Compa	01/24/2022	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Sherwin-Williams Compan	04/20/2022	Management	1	Yes	Elect Director Kerri B. Anderson	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	2	Yes	Elect Director Arthur F. Anton	For	For	Against	Against	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	3	Yes	Elect Director Jeff M. Fettig	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	4	Yes	Elect Director Richard J. Kramer	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	5	Yes	Elect Director John G. Morikis	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	6	Yes	Elect Director Christine A. Poon	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	7	Yes	Elect Director Aaron M. Powell	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	8	Yes	Elect Director Marta R. Stewart	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	9	Yes	Elect Director Michael H. Thaman	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	10	Yes	Elect Director Matthew Thornton, III	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	11	Yes	Elect Director Steven H. Wunning	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Compan	04/20/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While this is the second year in a row that the committee discretionarily adjusted STI payouts, the rationale and magnitude of these adjustments appear reasonable and pay and performance were reasonably aligned for the year in review. Shareholders should continue to monitor the STI program for additional discretionary adjustments in future.
The Sherwin-Williams Compan	04/20/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Southern Company	05/25/2022	Management	1	Yes	Elect Director Janaki Akella	For	For	For	For	Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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The Southern Company	05/25/2022	Management	2	Yes	Elect Director Henry A. Clark, III	For	For	Against	Against	Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/25/2022	Management	3	Yes	Elect Director Anthony F. Earley, Jr.	For	For	For	For	
The Southern Company	05/25/2022	Management	4	Yes	Elect Director Thomas A. Fanning	For	For	Against	Against	
The Southern Company	05/25/2022	Management	5	Yes	Elect Director David J. Grain	For	For	Against	Against	Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/25/2022	Management	6	Yes	Elect Director Colette D. Honorable	For	For	For	For	
The Southern Company	05/25/2022	Management	7	Yes	Elect Director Donald M. James	For	For	Against	Against	
The Southern Company	05/25/2022	Management	8	Yes	Elect Director John D. Johns	For	For	For	For	Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/25/2022	Management	9	Yes	Elect Director Dale E. Klein	For	For	Against	Against	
The Southern Company	05/25/2022	Management	10	Yes	Elect Director Ernest J. Moniz	For	For	For	For	
The Southern Company	05/25/2022	Management	11	Yes	Elect Director William G. Smith, Jr.	For	For	Against	Against	Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein and William Smith Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/25/2022	Management	12	Yes	Elect Director Kristine L. Svinicki	For	For	For	For	
The Southern Company	05/25/2022	Management	13	Yes	Elect Director E. Jenner Wood, III	For	For	For	For	
The Southern Company	05/25/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. A majority of the CEO's pay is conditioned on objective performance metrics, and the compensation committee used its discretion to decrease the CEO's awards under both the annual incentive plan and the recently completed long-term incentive plan during the year in review.
The Southern Company	05/25/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Southern Company	05/25/2022	Shareholder	16	Yes	Adopt Simple Majority Vote	For	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
The Timken Company	05/06/2022	Management	1	Yes	Elect Director Maria A. Crowe	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	2	Yes	Elect Director Elizabeth A. Harrell	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	3	Yes	Elect Director Richard G. Kyle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	4	Yes	Elect Director Sarah C. Lauber	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	5	Yes	Elect Director John A. Luke, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Timken Company	05/06/2022	Management	6	Yes	Elect Director Christopher L. Mapes	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	7	Yes	Elect Director James F. Palmer	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	8	Yes	Elect Director Ajita G. Rajendra	For	For	For	For	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	9	Yes	Elect Director Frank C. Sullivan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	10	Yes	Elect Director John M. Timken, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	11	Yes	Elect Director Ward J. Timken, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	12	Yes	Elect Director Jacqueline F. Woods	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Timken Jr., Richard Kyle, John Luke Jr., Frank Sullivan, Ward (Tim) Timken Jr. and Jacqueline Woods are warranted for lack of a majority independent board. WITHHOLD votes for John Luke Jr., Frank Sullivan and Jacqueline Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/06/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Timken Company	05/06/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Timken Company	05/06/2022	Shareholder	15	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements enhances shareholder rights.
The TJX Companies, Inc.	06/07/2022	Management	1	Yes	Elect Director Jose B. Alvarez	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/07/2022	Management	2	Yes	Elect Director Alan M. Bennett	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/07/2022	Management	3	Yes	Elect Director Rosemary T. Berkery	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The TJX Companies, Inc.	06/07/2022	Management	4	Yes	Elect Director David T. Ching	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/07/2022	Management	5	Yes	Elect Director C. Kim Goodwin	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/07/2022	Management	6	Yes	Elect Director Ernie Herrman	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/07/2022	Management	7	Yes	Elect Director Michael F. Hines	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/07/2022	Management	8	Yes	Elect Director Amy B. Lane	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/07/2022	Management	9	Yes	Elect Director Carol Meyrowitz	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/07/2022	Management	10	Yes	Elect Director Jackwyn L. Nemerov	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/07/2022	Management	11	Yes	Elect Director John F. O'Brien	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching, Michael Hines, Amy Lane, and John O'Brien are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching, Michael Hines, Amy Lane and John O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/07/2022	Management	12	Yes	Ratify PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The TJX Companies, Inc.	06/07/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The TJX Companies, Inc.	06/07/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. A significant increase in reported CEO pay was driven by discretionary adjustments to multiple cycles of previously granted PSUs, and concerns regarding the \$9.4 million in incremental value attributed to the 2019-2021 PSU adjustment are compounded by the additional \$2.7 million in value related to the adjustment of the 2020-2022 PSUs. Investors generally do not view the modification of previously granted incentive awards to be an appropriate response to the pandemic and may be particularly concerned by consecutive adjustments that increased payouts. Further, annual incentive awards were earned near maximum and a significant portion of payouts were determined based on the compensation committee's subjective assessment of performance.
The TJX Companies, Inc.	06/07/2022	Shareholder	15	Yes	Report on Assessing Due Diligence on Human Rights in Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
The TJX Companies, Inc.	06/07/2022	Shareholder	16	Yes	Report on Risks from Company Vendors that Misclassify Employees as Independent Contractors	Against	For	For	For	A vote FOR this resolution is warranted, as a report on misclassifying employees as independent contractors would provide shareholders with additional information on how the company is managing any risks associated with this kind of misclassification by companies in its supply chain.

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The TJX Companies, Inc.	06/07/2022	Shareholder	17	Yes	Report on Risk Due to Restrictions on Reproductive Rights	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare, would allow shareholders to assess how the company is managing such risks.
The TJX Companies, Inc.	06/07/2022	Shareholder	18	Yes	Adopt Paid Sick Leave Policy for All Associates	Against	Against	For	For	A vote FOR this resolution is warranted as it would provide shareholders with greater assurance that the company's workforce has reasonable access to sick leave, which would provide consistent expectations as concerns regarding societal health are on the rise. Additionally, the implementation of this proposal would allow shareholders to better assess whether the company is adhering to its stated commitment to colleague health and its management of related risks.
The Toro Company	03/15/2022	Management	1	Yes	Elect Director Eric P. Hansotia	For	For	For	For	Votes FOR the remaining director nominees is warranted.
The Toro Company	03/15/2022	Management	2	Yes	Elect Director Jeffrey L. Harmening	For	For	For	For	Votes FOR the remaining director nominees is warranted.
The Toro Company	03/15/2022	Management	3	Yes	Elect Director Joyce A. Mullen	For	For	For	For	Votes FOR the remaining director nominees is warranted.
The Toro Company	03/15/2022	Management	4	Yes	Elect Director Richard M. Olson	For	For	For	For	Votes FOR the remaining director nominees is warranted.
The Toro Company	03/15/2022	Management	5	Yes	Elect Director James C. O'Rourke	For	For	For	For	Votes FOR the remaining director nominees is warranted.
The Toro Company	03/15/2022	Management	6	Yes	Elect Director Jill M. Pemberton	For	For	For	For	Votes FOR the remaining director nominees is warranted.
The Toro Company	03/15/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Toro Company	03/15/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is identified, a vote FOR this proposal is warranted as pay and performance are reasonably aligned.
The Toro Company	03/15/2022	Management	9	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Trade Desk, Inc.	05/26/2022	Management	1	Yes	Elect Director Lise J. Buyer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Lise Buyer, Kathryn (Kate) Falberg, and David Wells given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and supermajority vote requirements, each of which adversely impacts shareholder rights. WITHHOLD votes for Kathryn (Kate) Falberg are also warranted for serving as a director on more than four public company boards.
The Trade Desk, Inc.	05/26/2022	Management	2	Yes	Elect Director Kathryn E. Falberg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Lise Buyer, Kathryn (Kate) Falberg, and David Wells given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and supermajority vote requirements, each of which adversely impacts shareholder rights. WITHHOLD votes for Kathryn (Kate) Falberg are also warranted for serving as a director on more than four public company boards.
The Trade Desk, Inc.	05/26/2022	Management	3	Yes	Elect Director David B. Wells	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Lise Buyer, Kathryn (Kate) Falberg, and David Wells given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and supermajority vote requirements, each of which adversely impacts shareholder rights. WITHHOLD votes for Kathryn (Kate) Falberg are also warranted for serving as a director on more than four public company boards.
The Trade Desk, Inc.	05/26/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Trade Desk, Inc.	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as there are several significant concerns with respect to executive pay and factors cannot be identified that sufficiently mitigate a pay-for-performance misalignment for the year under review. Significant concern is raised with a special stock option award granted to the CEO, which, while tied to achieving stock price hurdles, is excessive at \$806.7 million (Public Fund Advisory Services valuation), and the board does not make a firm commitment not to grant the CEO additional equity while the options are outstanding. In addition, although annual incentives were formulaically determined based on a revenue goal that appeared to be rigorous, the CEO received an additional discretionary cash bonus that was sizable and lacks disclosure. The regular annual LTI program is also not sufficiently performance-based as awards lack any performance conditions.
The Travelers Companies, Inc.	05/25/2022	Management	1	Yes	Elect Director Alan L. Beller	For	For	Against	Against	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	2	Yes	Elect Director Janet M. Dolan	For	For	Against	Against	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	3	Yes	Elect Director Patricia L. Higgins	For	For	Against	Against	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	4	Yes	Elect Director William J. Kane	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	5	Yes	Elect Director Thomas B. Leonardi	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Travelers Companies, Inc.	05/25/2022	Management	6	Yes	Elect Director Clarence Otis, Jr.	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	7	Yes	Elect Director Elizabeth E. Robinson	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	8	Yes	Elect Director Philip T. (Pete) Ruegger, III	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	9	Yes	Elect Director Rafael Santana	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	10	Yes	Elect Director Todd C. Schermerhorn	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	11	Yes	Elect Director Alan D. Schnitzer	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	12	Yes	Elect Director Laurie J. Thomsen	For	For	Against	Against	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	13	Yes	Elect Director Bridget van Kralingen	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/25/2022	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Travelers Companies, Inc.	05/25/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although the pay program remains relatively unchanged, an unmitigated pay-for-performance misalignment exists for the year in review. The majority of long-term incentives are based on clearly disclosed multi-year goals, however, the value of the CEO's performance year equity award increased while long-term TSRs lagged the S&P 500. In addition, while the annual bonus payout is informed by certain financial metrics with disclosed targets, payouts are ultimately discretionarily determined. Further, the proxy does not disclose target or maximum STI opportunities, threshold or maximum goals, or per-metric weightings. Investors increasingly prefer an STI structure that emphasizes objective and transparent determinations, and the lack of such key disclosures limits transparency into pay decisions, which is particularly important in years in which a quantitative pay-for-performance misalignment is identified.
The Travelers Companies, Inc.	05/25/2022	Shareholder	16	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the company's trade association memberships, payments, and oversight, along with direct lobbying expenditures, would enable shareholders to better assess the company's comprehensive lobbying-related activities and management of related risks and opportunities.
The Travelers Companies, Inc.	05/25/2022	Shareholder	17	Yes	Report on Efforts to Measure, Disclose and Reduce GHG Emissions Associated with Underwriting	Against	For	For	For	A vote FOR this proposal is warranted, because it would help shareholders better evaluate the company's management of climate risks from its underwriting, investment, and insurance activities.
The Travelers Companies, Inc.	05/25/2022	Shareholder	18	Yes	Adopt Underwriting Policies in Alignment with IEA's Net Zero 2050 Scenario	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure would help investors better understand how the company plans to reduce its emissions and manage its transition to a low carbon economy.
The Travelers Companies, Inc.	05/25/2022	Shareholder	19	Yes	Oversee and Report a Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Travelers' efforts to address the issue of any inequality in its workforce and its management of related risks.
The Travelers Companies, Inc.	05/25/2022	Shareholder	20	Yes	Ensure Policies Do No Support Police Violations of Civil Rights	Against	Against	For	For	A vote FOR this resolution is warranted due to the following reasons: * Adoption of this proposal should serve to further strengthen the company's stated commitment to supporting racial justice; and * Shareholders would also benefit from additional information regarding the policies the company has implemented to address civil rights in its own operations and the relevant mechanisms it has implemented to oversee compliance with such policies.
The Walt Disney Company	03/09/2022	Management	1	Yes	Elect Director Susan E. Arnold	For	For	Against	Against	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Walt Disney Company	03/09/2022	Management	2	Yes	Elect Director Mary T. Barra	For	For	For	For	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Walt Disney Company	03/09/2022	Management	3	Yes	Elect Director Safra A. Catz	For	For	For	For	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.



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The Walt Disney Company	03/09/2022	Management	4	Yes	Elect Director Amy L. Chang	For	For	For	For	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Walt Disney Company	03/09/2022	Management	5	Yes	Elect Director Robert A. Chapek	For	For	For	For	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Walt Disney Company	03/09/2022	Management	6	Yes	Elect Director Francis A. deSouza	For	For	For	For	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Walt Disney Company	03/09/2022	Management	7	Yes	Elect Director Michael B.G. Froman	For	For	For	For	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Walt Disney Company	03/09/2022	Management	8	Yes	Elect Director Maria Elena Lagomasino	For	For	For	For	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Walt Disney Company	03/09/2022	Management	9	Yes	Elect Director Calvin R. McDonald	For	For	For	For	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Walt Disney Company	03/09/2022	Management	10	Yes	Elect Director Mark G. Parker	For	For	For	For	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Walt Disney Company	03/09/2022	Management	11	Yes	Elect Director Derica W. Rice	For	For	For	For	Votes AGAINST Susan Arnold are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Walt Disney Company	03/09/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Walt Disney Company	03/09/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. While meaningful improvements were made to address shareholders' concerns following last year's low say-on-pay vote, and pay and performance were reasonably aligned for the year in review, certain concerns are raised regarding goal-setting that warrant continued monitoring. In the annual incentive program, two financial targets were set well below actual performance in the prior year, without corresponding reductions to payout opportunities. In addition, improved disclosure would benefit shareholders, as a portion of long-term incentives also use undisclosed annual ROIC targets. Furthermore, concerns are raised with respect to the inordinate corporate aircraft-related perquisite provided to the CEO.
The Walt Disney Company	03/09/2022	Shareholder	14	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's indirect lobbying-related oversight mechanisms, along with its trade association payments, would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
The Walt Disney Company	03/09/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as lowering the threshold to call special meetings would enhance the rights of shareholders.
The Walt Disney Company	03/09/2022	Shareholder	16	Yes	Report on Human Rights Due Diligence	Against	For	For	For	A vote FOR this proposal is warranted, as increased transparency on Disney's supply chain policies and processes could help alleviate growing risks related to manufacturing and operations in certain regions.
The Walt Disney Company	03/09/2022	Shareholder	17	Yes	Report on Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from the median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
The Walt Disney Company	03/09/2022	Shareholder	18	Yes	Report on Workplace Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company provides sufficient information for shareholders to assess any reverse discrimination effect the company's training materials or procedures may be having.
The Wendy's Company	05/18/2022	Management	1	Yes	Elect Director Nelson Peltz	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
The Wendy's Company	05/18/2022	Management	2	Yes	Elect Director Peter W. May	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	3	Yes	Elect Director Matthew H. Peltz	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	4	Yes	Elect Director Kristin A. Dolan	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	5	Yes	Elect Director Kenneth W. Gilbert	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/18/2022	Management	6	Yes	Elect Director Richard H. Gomez	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
The Wendy's Company	05/18/2022	Management	7	Yes	Elect Director Joseph A. Levato	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.	
The Wendy's Company	05/18/2022	Management	8	Yes	Elect Director Michelle "Mich" J. Mathews-Spradlin	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.	
The Wendy's Company	05/18/2022	Management	9	Yes	Elect Director Todd A. Penegor	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.	
The Wendy's Company	05/18/2022	Management	10	Yes	Elect Director Peter H. Rothschild	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.	
The Wendy's Company	05/18/2022	Management	11	Yes	Elect Director Arthur B. Winkleblack	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Chairman Nelson Peltz, Senior Vice Chair Peter May, Vice Chairman Matthew Peltz, and Chair of the Nominating and Corporate Governance Committee Peter Rothschild are warranted, as the board is considered to have been only partially responsive to a majority-supported shareholder proposal and as a signal to the board that stronger independent oversight and management of supply chain risks at the company are necessary. A vote FOR the remaining director nominees is warranted.	
The Wendy's Company	05/18/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
The Wendy's Company	05/18/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
The Wendy's Company	05/18/2022	Shareholder	14	Yes	Report on Use of Gestation Stalls in Pork Supply Chain	None	Against	For	For	A vote FOR this resolution is warranted shareholders may benefit from additional information from the company on its policies and practices relating to animal welfare in its direct operations as well as in its supply chain.	
The Western Union Company	05/19/2022	Management	1	Yes	Elect Director Martin I. Cole	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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The Western Union Company	05/19/2022	Management	2	Yes	Elect Director Richard A. Goodman	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	3	Yes	Elect Director Betsy D. Holden	For	For	Against	Against	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	4	Yes	Elect Director Jeffrey A. Joerres	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	5	Yes	Elect Director Devin B. McGranahan	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	6	Yes	Elect Director Michael A. Miles, Jr.	For	For	Against	Against	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	7	Yes	Elect Director Timothy P. Murphy	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	8	Yes	Elect Director Joyce A. Phillips	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	9	Yes	Elect Director Jan Siegmund	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	10	Yes	Elect Director Angela A. Sun	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	11	Yes	Elect Director Solomon D. Trujillo	For	For	For	For	Votes AGAINST Betsy Holden and Michael Miles Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Western Union Company	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	On balance, a cautionary vote FOR this proposal is warranted. Certain concerns are identified with respect to pandemic-related changes to the way annual and LTI goals are measured. In addition, greater disclosure surrounding strategic and individual goals and achievements under the annual incentive plan would benefit shareholders. However, there are mitigating factors for the year in review. Pay is elevated for the new CEO due to make-whole cash and equity awards granted to compensate him for awards he forfeited by leaving his former employer. In addition, annual and long-term awards are predominantly tied to objective performance metrics and goals appear reasonably rigorous, as STI financial metrics are growth-based and the relative TSR target and maximum goals require outperformance.
The Western Union Company	05/19/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Western Union Company	05/19/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the one-year holding period is not especially problematic, is consistent with SEC requirements for filing shareholder proposals, and provides a reasonable safeguard against abuse of the right.
The Williams Companies, Inc.	04/26/2022	Management	1	Yes	Elect Director Alan S. Armstrong	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	2	Yes	Elect Director Stephen W. Bergstrom	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	3	Yes	Elect Director Nancy K. Buese	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	4	Yes	Elect Director Michael A. Creel	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	5	Yes	Elect Director Stacey H. Dore	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	6	Yes	Elect Director Richard E. Muncrief	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	7	Yes	Elect Director Peter A. Ragauss	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	8	Yes	Elect Director Rose M. Robeson	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	9	Yes	Elect Director Scott D. Sheffield	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	10	Yes	Elect Director Murray D. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	11	Yes	Elect Director William H. Spence	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	12	Yes	Elect Director Jesse J. Tyson	For	For	For	For	A vote FOR all director nominees is warranted.
The Williams Companies, Inc.	04/26/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Williams Companies, Inc.	04/26/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. LTI awards are predominantly performance-based with rigorous forward-looking goals disclosed and the STI is entirely based on pre-set, objective metrics..

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Thermo Fisher Scientific Inc.	05/18/2022	Management	1	Yes	Elect Director Marc N. Casper	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	2	Yes	Elect Director Nelson J. Chai	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	3	Yes	Elect Director Ruby R. Chandy	For	For	For	For	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	4	Yes	Elect Director C. Martin Harris	For	For	For	For	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	5	Yes	Elect Director Tyler Jacks	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	6	Yes	Elect Director R. Alexandra Keith	For	For	For	For	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	7	Yes	Elect Director Jim P. Manzi	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	8	Yes	Elect Director James C. Mullen	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	9	Yes	Elect Director Lars R. Sorensen	For	For	For	For	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	10	Yes	Elect Director Debora L. Spar	For	For	For	For	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	11	Yes	Elect Director Scott M. Sperling	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Thermo Fisher Scientific Inc.	05/18/2022	Management	12	Yes	Elect Director Dion J. Weisler	For	For	For	For	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, Tyler Jacks, Jim Manzi and James (Jim) Mullen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai and Jim Manzi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/18/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal aircraft use perquisites to the CEO.
Thermo Fisher Scientific Inc.	05/18/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Toll Brothers, Inc.	03/08/2022	Management	1	Yes	Elect Director Douglas C. Yearley, Jr.	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/08/2022	Management	2	Yes	Elect Director Stephen F. East	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/08/2022	Management	3	Yes	Elect Director Christine N. Garvey	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/08/2022	Management	4	Yes	Elect Director Karen H. Grimes	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/08/2022	Management	5	Yes	Elect Director Derek T. Kan	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/08/2022	Management	6	Yes	Elect Director Carl B. Marbach	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/08/2022	Management	7	Yes	Elect Director John A. McLean	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/08/2022	Management	8	Yes	Elect Director Wendell E. Pritchett	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/08/2022	Management	9	Yes	Elect Director Paul E. Shapiro	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/08/2022	Management	10	Yes	Elect Director Scott D. Stowell	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. Votes AGAINST are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's shares by a director.A vote FOR the remaining director nominees is warranted.

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Toll Brothers, Inc.	03/08/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Toll Brothers, Inc.	03/08/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
TopBuild Corp.	05/02/2022	Management	1	Yes	Elect Director Alec C. Covington	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/02/2022	Management	2	Yes	Elect Director Ernesto Bautista, III	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/02/2022	Management	3	Yes	Elect Director Robert M. Buck	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/02/2022	Management	4	Yes	Elect Director Joseph S. Cantie	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/02/2022	Management	5	Yes	Elect Director Tina M. Donikowski	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/02/2022	Management	6	Yes	Elect Director Mark A. Petrarca	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/02/2022	Management	7	Yes	Elect Director Nancy M. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/02/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
TopBuild Corp.	05/02/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
TopBuild Corp.	05/02/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tractor Supply Company	05/11/2022	Management	1	Yes	Elect Director Cynthia T. Jamison	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2022	Management	2	Yes	Elect Director Joy Brown	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2022	Management	3	Yes	Elect Director Ricardo Cardenas	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2022	Management	4	Yes	Elect Director Denise L. Jackson	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2022	Management	5	Yes	Elect Director Thomas A. Kingsbury	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2022	Management	6	Yes	Elect Director Ramkumar Krishnan	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2022	Management	7	Yes	Elect Director Harry A. Lawton, III	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2022	Management	8	Yes	Elect Director Edna K. Morris	For	For	Against	Against	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2022	Management	9	Yes	Elect Director Mark J. Weikel	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tractor Supply Company	05/11/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.
Tractor Supply Company	05/11/2022	Shareholder	12	Yes	Report on Costs of Low Wages and Inequality and Impact on Diversified Shareholders	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to further strengthen the company's commitment to global diversity, equity, and inclusion, and also enable shareholders to better assess the risks related to the company's compensation and workforce practices.
Tradeweb Markets Inc.	05/10/2022	Management	1	Yes	Elect Director Steven Berns	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the "pop-up" supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for incumbent director nominees Steven Berns, William Hult, and Lee Olesky in the absence of a say-on-pay proposal or any incumbent compensation committee members on the ballot, due to an unmitigated pay-for-performance misalignment and a problematic modified single-trigger severance in existing agreement. WITHHOLD votes are warranted for non-independent nominees Lee Olesky and William (Billy) Hult for lack of a majority independent board.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Tradeweb Markets Inc.	05/10/2022	Management	2	Yes	Elect Director William (Billy) Hult	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the "pop-up" supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for incumbent director nominees Steven Berns, William Hult, and Lee Olesky in the absence of a say-on-pay proposal or any incumbent compensation committee members on the ballot, due to an unmitigated pay-for-performance misalignment and a problematic modified single-trigger severance in existing agreement. WITHHOLD votes are warranted for non-independent nominees Lee Olesky and William (Billy) Hult for lack of a majority independent board.
Tradeweb Markets Inc.	05/10/2022	Management	3	Yes	Elect Director Lee Olesky	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the "pop-up" supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for incumbent director nominees Steven Berns, William Hult, and Lee Olesky in the absence of a say-on-pay proposal or any incumbent compensation committee members on the ballot, due to an unmitigated pay-for-performance misalignment and a problematic modified single-trigger severance in existing agreement. WITHHOLD votes are warranted for non-independent nominees Lee Olesky and William (Billy) Hult for lack of a majority independent board.
Tradeweb Markets Inc.	05/10/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tradeweb Markets Inc.	05/10/2022	Shareholder	5	Yes	Adopt a Policy on Board Diversity	Against	For	For	For	A vote FOR this resolution is warranted because the company's board policy does not specifically call for women or minorities to be included among potential candidates. This is of heightened concern given that the composition of the board, which has only one woman, makes it an outlier among its industry
Trane Technologies Plc	06/02/2022	Management	1	Yes	Elect Director Kirk E. Arnold	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/02/2022	Management	2	Yes	Elect Director Ann C. Berzin	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/02/2022	Management	3	Yes	Elect Director April Miller Boise	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/02/2022	Management	4	Yes	Elect Director John Bruton	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/02/2022	Management	5	Yes	Elect Director Jared L. Cohon	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/02/2022	Management	6	Yes	Elect Director Gary D. Forsee	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/02/2022	Management	7	Yes	Elect Director Linda P. Hudson	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Trane Technologies Plc	06/02/2022	Management	8	Yes	Elect Director Myles P. Lee	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/02/2022	Management	9	Yes	Elect Director David S. Regnery	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/02/2022	Management	10	Yes	Elect Director John P. Surma	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/02/2022	Management	11	Yes	Elect Director Tony L. White	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Regnery, Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are warranted for lack of a majority independent board. Votes AGAINST Gary Forsee, Ann Berzin, John Bruton, Jared Cohon and Tony White are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/02/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned for the year in review. The new CEO's one-time promotional equity award is half performance conditioned, regular equity grants remain half performance conditioned, and annual incentives remain based primarily on financial performance metrics. Nevertheless, shareholders would benefit from increased disclosure regarding the performance objectives utilized under the individual performance and ESG modifiers for the annual incentive plan, as well as more rigorous relative metrics under the long-term incentive plan, as current metrics target mere median performance.
Trane Technologies Plc	06/02/2022	Management	13	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trane Technologies Plc	06/02/2022	Management	14	Yes	Authorize Issue of Equity	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Trane Technologies Plc	06/02/2022	Management	15	Yes	Authorize Issue of Equity without Pre-emptive Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Trane Technologies Plc	06/02/2022	Management	16	Yes	Authorize Reissuance of Repurchased Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
TransUnion	05/11/2022	Management	1	Yes	Elect Director George M. Awad	For	For	For	For	A vote FOR all director nominees is warranted.
TransUnion	05/11/2022	Management	2	Yes	Elect Director William P. (Billy) Bosworth	For	For	For	For	A vote FOR all director nominees is warranted.
TransUnion	05/11/2022	Management	3	Yes	Elect Director Christopher A. Cartwright	For	For	For	For	A vote FOR all director nominees is warranted.
TransUnion	05/11/2022	Management	4	Yes	Elect Director Suzanne P. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
TransUnion	05/11/2022	Management	5	Yes	Elect Director Russell P. Fradin	For	For	For	For	A vote FOR all director nominees is warranted.
TransUnion	05/11/2022	Management	6	Yes	Elect Director Charles E. Gottdiener	For	For	For	For	A vote FOR all director nominees is warranted.
TransUnion	05/11/2022	Management	7	Yes	Elect Director Pamela A. Joseph	For	For	For	For	A vote FOR all director nominees is warranted.
TransUnion	05/11/2022	Management	8	Yes	Elect Director Thomas L. Monahan, III	For	For	For	For	A vote FOR all director nominees is warranted.
TransUnion	05/11/2022	Management	9	Yes	Elect Director Andrew Prozes	For	For	For	For	A vote FOR all director nominees is warranted.
TransUnion	05/11/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
TransUnion	05/11/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are identified at this time. Continued monitoring is warranted as cash incentives were earned at maximum when several performance targets were set below prior year actual performance.
TransUnion	05/11/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Travel + Leisure Co.	05/18/2022	Management	1	Yes	Elect Director Louise F. Brady	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Travel + Leisure Co.	05/18/2022	Management	2	Yes	Elect Director Michael D. Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Travel + Leisure Co.	05/18/2022	Management	3	Yes	Elect Director James E. Buckman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Travel + Leisure Co.	05/18/2022	Management	4	Yes	Elect Director George Herrera	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Travel + Leisure Co.	05/18/2022	Management	5	Yes	Elect Director Stephen P. Holmes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Travel + Leisure Co.	05/18/2022	Management	6	Yes	Elect Director Lucinda C. Martinez	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Travel + Leisure Co.	05/18/2022	Management	7	Yes	Elect Director Denny Marie Post	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Travel + Leisure Co.	05/18/2022	Management	8	Yes	Elect Director Ronald L. Rickles	For	For	For	For	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Travel + Leisure Co.	05/18/2022	Management	9	Yes	Elect Director Michael H. Wargotz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen (Steve) Holmes, Michael Brown, James Buckman, George Herrera and Michael Wargotz are warranted for lack of a majority independent board. WITHHOLD votes for James Buckman, George Herrera and Michael Wargotz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Travel + Leisure Co.	05/18/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted the company provided an excessive amount for the CEO's auto-related and financial planning perquisites. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.	
Travel + Leisure Co.	05/18/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Trex Company, Inc.	05/05/2022	Management	1	Yes	Elect Director Bryan H. Fairbanks	For	For	Against	Against	Votes AGAINST non-independent nominee Bryan Fairbanks are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.	
Trex Company, Inc.	05/05/2022	Management	2	Yes	Elect Director Michael F. Golden	For	For	For	For	Votes AGAINST non-independent nominee Bryan Fairbanks are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.	
Trex Company, Inc.	05/05/2022	Management	3	Yes	Elect Director Kristine L. Juster	For	For	For	For	Votes AGAINST non-independent nominee Bryan Fairbanks are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.	
Trex Company, Inc.	05/05/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Trex Company, Inc.	05/05/2022	Management	5	Yes	Increase Authorized Common Stock	For	For	Against	Against	A vote AGAINST this proposal is warranted as the size of the proposed increase in authorized common shares is excessive.	
Trex Company, Inc.	05/05/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Trimble Inc.	05/25/2022	Management	1	Yes	Elect Director Steven W. Berglund	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	2	Yes	Elect Director James C. Dalton	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	3	Yes	Elect Director Borje Ekholm	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	4	Yes	Elect Director Ann Fandozzi	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	5	Yes	Elect Director Kaigham (Ken) Gabriel	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	6	Yes	Elect Director Meaghan Lloyd	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	7	Yes	Elect Director Sandra MacQuillan	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	8	Yes	Elect Director Robert G. Painter	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	9	Yes	Elect Director Mark S. Peek	For	For	Withhold	Withhold	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	10	Yes	Elect Director Thomas Sweet	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	11	Yes	Elect Director Johan Wibergh	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	05/25/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review.
Trimble Inc.	05/25/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TripAdvisor, Inc.	06/14/2022	Management	1	Yes	Elect Director Gregory B. Maffei	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	2	Yes	Elect Director Stephen Kaufer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

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						Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					
TripAdvisor, Inc.	06/14/2022	Management	3	Yes	Elect Director Jay C. Hoag	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	4	Yes	Elect Director Betsy L. Morgan	For	For	For	For	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	5	Yes	Elect Director M. Greg O'Hara	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	6	Yes	Elect Director Jeremy Philips	For	For	For	For	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	7	Yes	Elect Director Albert E. Rosenthaler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

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TripAdvisor, Inc.	06/14/2022	Management	8	Yes	Elect Director Jane Jie Sun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	9	Yes	Elect Director Trynka Shineman Blake	For	For	For	For	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	10	Yes	Elect Director Robert S. Wiesenthal	For	For	For	For	WITHHOLD votes for non-independent director nominees Gregory (Greg) Maffei, Stephen (Steve) Kaufer, and Albert Rosenthaler are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei, Michael (Greg) O'Hara and Jane Sun are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Jay Hoag are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Jay Hoag and Michael (Greg) O'Hara are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
TripAdvisor, Inc.	06/14/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TripAdvisor, Inc.	06/14/2022	Management	12	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Truist Financial Corporation	04/26/2022	Management	1	Yes	Elect Director Jennifer S. Banner	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Truist Financial Corporation	04/26/2022	Management	2	Yes	Elect Director K. David Boyer, Jr.	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Truist Financial Corporation	04/26/2022	Management	3	Yes	Elect Director Agnes Bundy Scanlan	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Truist Financial Corporation	04/26/2022	Management	4	Yes	Elect Director Anna R. Cablik	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Truist Financial Corporation	04/26/2022	Management	5	Yes	Elect Director Dallas S. Clement	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.
Truist Financial Corporation	04/26/2022	Management	6	Yes	Elect Director Paul D. Donahue	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.

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Truist Financial Corporation	04/26/2022	Management	7	Yes	Elect Director Patrick C. Graney, III	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	8	Yes	Elect Director Linnie M. Haynesworth	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	9	Yes	Elect Director Kelly S. King	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	10	Yes	Elect Director Easter A. Maynard	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	11	Yes	Elect Director Donna S. Morea	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	12	Yes	Elect Director Charles A. Patton	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	13	Yes	Elect Director Nido R. Qubein	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	14	Yes	Elect Director David M. Ratcliffe	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	15	Yes	Elect Director William H. Rogers, Jr.	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	16	Yes	Elect Director Frank P. Scruggs, Jr.	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	17	Yes	Elect Director Christine Sears	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	18	Yes	Elect Director Thomas E. Skains	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	19	Yes	Elect Director Bruce L. Tanner	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	20	Yes	Elect Director Thomas N. Thompson	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	21	Yes	Elect Director Steven C. Voorhees	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted at this time.	
Truist Financial Corporation	04/26/2022	Management	22	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Truist Financial Corporation	04/26/2022	Management	23	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. In particular, both the annual and long-term incentive programs are predominantly based on pre-set objective measures with outcomes commensurate with company performance.	
Truist Financial Corporation	04/26/2022	Management	24	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 4.75 percent is considered reasonable.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text					Voting Policy Rationale	
Truist Financial Corporation	04/26/2022	Management	25	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the purchase price is reasonable, the shares reserved is relatively conservative and the offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.	
Truist Financial Corporation	04/26/2022	Shareholder	26	Yes	Require Independent Board Chair	Against	Against	For	For		
TuSimple Holdings Inc.	06/09/2022	Management	1	Yes	Elect Director Xiaodi Hou	For	Withhold	Withhold	Withhold	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director. Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. WITHHOLD votes are warranted for incumbent directors Xiaodi Hou, Bradley (Brad) Buss, and Karen Francis given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the pop-up classified board structure, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are further warranted for Compensation Committee members Karen Francis and Michelle Sterling due to a pay-for-performance misalignment and the significant equity award vesting acceleration in connection with the former CEO's retirement. Bonuses lack sufficient disclosure and the sizable equity awards to the new CEO lack performance criteria. Additionally, the company provided an inordinate amount of aggregate legal, trust, and tax-planning perquisites to the CEO. A vote FOR Reed B.	
TuSimple Holdings Inc.	06/09/2022	Management	2	Yes	Elect Director Brad Buss	For	Withhold	Withhold	Withhold		
TuSimple Holdings Inc.	06/09/2022	Management	3	Yes	Elect Director Karen C. Francis	For	Withhold	Withhold	Withhold		
TuSimple Holdings Inc.	06/09/2022	Management	4	Yes	Elect Director Michelle M. Sterling	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Xiaodi Hou, Bradley (Brad) Buss, and Karen Francis given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the pop-up classified board structure, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are further warranted for Compensation Committee members Karen Francis and Michelle Sterling due to a pay-for-performance misalignment and the significant equity award vesting acceleration in connection with the former CEO's retirement. Bonuses lack sufficient disclosure and the sizable equity awards to the new CEO lack performance criteria. Additionally, the company provided an inordinate amount of aggregate legal, trust, and tax-planning perquisites to the CEO. A vote FOR Reed B.	



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TuSimple Holdings Inc.	06/09/2022	Management	5	Yes	Elect Director Reed B. Werner	For	For	For	For	WITHHOLD votes are warranted for incumbent directors Xiaodi Hou, Bradley (Brad) Buss, and Karen Francis given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the pop-up classified board structure, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are further warranted for Compensation Committee members Karen Francis and Michelle Sterling due to a pay-for-performance misalignment and the significant equity award vesting acceleration in connection with the former CEO's retirement. Bonuses lack sufficient disclosure and the sizable equity awards to the new CEO lack performance criteria. Additionally, the company provided an inordinate amount of aggregate legal, trust, and tax-planning perquisites to the CEO. A vote FOR Reed B.
TuSimple Holdings Inc.	06/09/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Twilio Inc.	06/22/2022	Management	1	Yes	Elect Director Donna L. Dubinsky	For	Withhold	Withhold	Withhold	WITHHOLD votes for Deval Patrick are warranted for serving as a director on more than four public company boards. WITHHOLD votes for director nominees Donna Dubinsky and Deval Patrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Twilio Inc.	06/22/2022	Management	2	Yes	Elect Director Deval Patrick	For	Withhold	Withhold	Withhold	WITHHOLD votes for Deval Patrick are warranted for serving as a director on more than four public company boards. WITHHOLD votes for director nominees Donna Dubinsky and Deval Patrick are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Twilio Inc.	06/22/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Twilio Inc.	06/22/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance and reasonably aligned and no significant concerns were identified at this time.
Twitter, Inc.	05/25/2022	Management	1	Yes	Elect Director Egon Durban	For	Against	Against	Against	Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR Patrick Pichette is warranted.
Twitter, Inc.	05/25/2022	Management	2	Yes	Elect Director Patrick Pichette	For	For	For	For	Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR Patrick Pichette is warranted.
Twitter, Inc.	05/25/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, due to disclosure and incentive program design concerns. The LTI program's financial component utilizes only a one-year measurement period and shares a metric with the STI program. The LTI program's relative TSR metric targets merely median performance and the proxy does not disclose a vesting cap for negative absolute TSR. Further, the new CEO received a large promotion award that lacks performance-vesting criteria. Some investors may question the magnitude and design of special one-time awards to NEOs, which carry significant stock appreciation targets but do not also require relative TSR outperformance. Finally, the STI program has poor disclosure around diversity targets and
Twitter, Inc.	05/25/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Twitter, Inc.	05/25/2022	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and its submission to a vote again this year demonstrates a commitment to shareholders' interests on the part of management.
Twitter, Inc.	05/25/2022	Shareholder	6	Yes	Report on Risks Associated with Use of Concealment Clauses	Against	For	For	For	A vote FOR this proposal is warranted because more information on the impact that the company's use of concealment clauses has on Twitter's employees may bring information to light that could result in improved recruitment, development and retention.
Twitter, Inc.	05/25/2022	Shareholder	7	Yes	Nominate Candidate for Board Elections with Human and/or Civil Rights Expertise	Against	Against	For	For	A vote FOR this resolution is warranted, as a director with a high level of experience in human rights or civil rights related matters relevant to the company's business could enhance the board's oversight of such related risks and concerns.
Twitter, Inc.	05/25/2022	Shareholder	8	Yes	Commission a Workplace Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company has enhanced reporting around its diversity and inclusion initiatives, workplace composition, and relevant disclosures that allow shareholders to track the company's progress and policies on civil rights.
Twitter, Inc.	05/25/2022	Shareholder	9	Yes	Report on Political Contributions	Against	For	For	For	A vote FOR this resolution is warranted, as reporting on the company's political contributions and policies would benefit shareholders in assessing its management of related risks.
Twitter, Inc.	05/25/2022	Shareholder	10	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's state level lobbying, indirect lobbying-related expenditures and board oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Tyler Technologies, Inc.	05/12/2022	Management	1	Yes	Elect Director Glenn A. Carter	For	For	For	For	A vote FOR the remaining director nominees is warranted.

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Tyler Technologies, Inc.	05/12/2022	Management	2	Yes	Elect Director Brenda A. Cline	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/12/2022	Management	3	Yes	Elect Director Ronnie D. Hawkins, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/12/2022	Management	4	Yes	Elect Director Mary L. Landrieu	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/12/2022	Management	5	Yes	Elect Director John S. Marr, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/12/2022	Management	6	Yes	Elect Director H. Lynn Moore, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/12/2022	Management	7	Yes	Elect Director Daniel M. Pope	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/12/2022	Management	8	Yes	Elect Director Dustin R. Womble	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Tyler Technologies, Inc.	05/12/2022	Management	9	Yes	Approve Vote Threshold Amendment for Mergers, Share Exchanges, and Certain Other Transactions	For	For	For	For	A vote FOR this proposal is warranted given that the explicit provision of a majority vote requirement to approve mergers, share exchanges and certain other transactions would enhance shareholder rights.
Tyler Technologies, Inc.	05/12/2022	Management	10	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted. As the company does not currently provide shareholders with the ability to call special meetings, this provision would represent an enhancement to shareholder's rights.
Tyler Technologies, Inc.	05/12/2022	Management	11	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would give shareholders an additional means to act on matters between annual meetings. Additionally, the company does not have a shareholder who could abuse the written consent right.
Tyler Technologies, Inc.	05/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Tyler Technologies, Inc.	05/12/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Tyson Foods, Inc.	02/10/2022	Management	1	Yes	Elect Director John H. Tyson	For	For	For	For	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	2	Yes	Elect Director Les R. Baledge	For	For	For	For	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	3	Yes	Elect Director Mike Beebe	For	For	For	For	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	4	Yes	Elect Director Maria Claudia Borrás	For	For	Against	Against	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	5	Yes	Elect Director David J. Bronczek	For	For	Against	Against	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	6	Yes	Elect Director Mikel A. Durham	For	For	For	For	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is

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Tyson Foods, Inc.	02/10/2022	Management	7	Yes	Elect Director Donnie King	For	For	For	For	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	8	Yes	Elect Director Jonathan D. Mariner	For	For	For	For	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	9	Yes	Elect Director Kevin M. McNamara	For	For	Against	Against	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	10	Yes	Elect Director Cheryl S. Miller	For	For	Against	Against	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	11	Yes	Elect Director Jeffrey K. Schomburger	For	For	Against	Against	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	12	Yes	Elect Director Barbara A. Tyson	For	For	For	For	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	13	Yes	Elect Director Noel White	For	For	For	For	Votes AGAINST Kevin McNamara are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members Maria Claudia Borrás, David Bronczek, Cheryl Miller, and Jeffrey Schomburger are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity awards upon a change-in-control event, and the provision of excessive personal use of corporate aircraft perquisite and associated significant tax gross-up to the CEO.A vote FOR the remaining director nominees is
Tyson Foods, Inc.	02/10/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tyson Foods, Inc.	02/10/2022	Shareholder	15	Yes	Report on Sustainable Packaging Efforts	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on the company's metrics and targets related to the use of plastic packaging would allow shareholders to better assess its management of associated financial, environmental, and reputational risks.
U.S. Bancorp	04/19/2022	Management	1	Yes	Elect Director Warner L. Baxter	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	2	Yes	Elect Director Dorothy J. Bridges	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	3	Yes	Elect Director Elizabeth L. Buse	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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U.S. Bancorp	04/19/2022	Management	4	Yes	Elect Director Andrew Cecere	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	5	Yes	Elect Director Kimberly N. Ellison-Taylor	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	6	Yes	Elect Director Kimberly J. Harris	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	7	Yes	Elect Director Roland A. Hernandez	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	8	Yes	Elect Director Olivia F. Kirtley	For	For	Against	Against	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	9	Yes	Elect Director Richard P. McKenney	For	For	For	For	Votes AGAINST Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	10	Yes	Elect Director Yusuf I. Mehdi	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	11	Yes	Elect Director John P. Wiehoff	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	12	Yes	Elect Director Scott W. Wine	For	For	For	For	Votes AGAINST Olivia Kirtley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/19/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
U.S. Bancorp	04/19/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, though some concerns are highlighted and warrant continued monitoring. In particular, shareholders would benefit from improved disclosure of STI performance goals and some shareholders may prefer a performance share design that utilizes a true multi-year performance period. Nonetheless, both the annual and long-term programs are largely linked to objective financial goals and pay and performance were reasonably aligned for the year in review.
Uber Technologies, Inc.	05/09/2022	Management	1	Yes	Elect Director Ronald Sugar	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/09/2022	Management	2	Yes	Elect Director Revathi Advaiti	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/09/2022	Management	3	Yes	Elect Director Ursula Burns	For	For	Against	Against	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/09/2022	Management	4	Yes	Elect Director Robert Eckert	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/09/2022	Management	5	Yes	Elect Director Amanda Ginsberg	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/09/2022	Management	6	Yes	Elect Director Dara Khosrowshahi	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/09/2022	Management	7	Yes	Elect Director Wan Ling Martello	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/09/2022	Management	8	Yes	Elect Director Yasir Al-Rumayyan	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/09/2022	Management	9	Yes	Elect Director John Thain	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/09/2022	Management	10	Yes	Elect Director David I. Trujillo	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/09/2022	Management	11	Yes	Elect Director Alexander Wynaendts	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Uber Technologies, Inc.	05/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the excessive amount of security-related and travel perquisites provided to the CEO. Further, equity award arrangements provide for automatic accelerated vesting upon a change-in-control. There are also concerns regarding the significant use of subjective metrics in annual incentive awards.
Uber Technologies, Inc.	05/09/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Uber Technologies, Inc.	05/09/2022	Shareholder	14	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional reporting on the company's direct and indirect lobbying practices, policies, and expenditures would benefit shareholders in assessing its management of related risks.
UDR, Inc.	05/19/2022	Management	1	Yes	Elect Director Katherine A. Cattanach	For	For	Against	Against	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/19/2022	Management	2	Yes	Elect Director Jon A. Grove	For	For	Against	Against	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/19/2022	Management	3	Yes	Elect Director Mary Ann King	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/19/2022	Management	4	Yes	Elect Director James D. Klingbeil	For	For	Against	Against	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/19/2022	Management	5	Yes	Elect Director Clint D. McDonnough	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/19/2022	Management	6	Yes	Elect Director Robert A. McNamara	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/19/2022	Management	7	Yes	Elect Director Diane M. Morefield	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/19/2022	Management	8	Yes	Elect Director Kevin C. Nickelberry	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/19/2022	Management	9	Yes	Elect Director Mark R. Patterson	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/19/2022	Management	10	Yes	Elect Director Thomas W. Toomey	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	05/19/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were largely based on pre-set measures. Annual equity awards were entirely performance-based, largely being earned based on multi-year measures with forward-looking goal disclosure. While the CEO received a special retention equity award, the earnouts are contingent on share price hurdles, half of which are considered strongly performance based.
UDR, Inc.	05/19/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UGI Corporation	01/28/2022	Management	1	Yes	Elect Director Frank S. Hermance	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/28/2022	Management	2	Yes	Elect Director M. Shawn Bort	For	For	Against	Against	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/28/2022	Management	3	Yes	Elect Director Theodore A. Dosch	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/28/2022	Management	4	Yes	Elect Director Alan N. Harris	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/28/2022	Management	5	Yes	Elect Director Mario Longhi	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/28/2022	Management	6	Yes	Elect Director William J. Marrazzo	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/28/2022	Management	7	Yes	Elect Director Cindy J. Miller	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.



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UGI Corporation	01/28/2022	Management	8	Yes	Elect Director Roger Perreault	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/28/2022	Management	9	Yes	Elect Director Kelly A. Romano	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/28/2022	Management	10	Yes	Elect Director James B. Stallings, Jr.	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/28/2022	Management	11	Yes	Elect Director John L. Walsh	For	For	For	For	Votes AGAINST M. Shawn Bort are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/28/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
UGI Corporation	01/28/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ulta Beauty, Inc.	06/01/2022	Management	1	Yes	Elect Director Kelly E. Garcia	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Ulta Beauty, Inc.	06/01/2022	Management	2	Yes	Elect Director Michael R. MacDonald	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Ulta Beauty, Inc.	06/01/2022	Management	3	Yes	Elect Director Gisel Ruiz	For	For	For	For	Votes FOR the director nominees are warranted at this time.
Ulta Beauty, Inc.	06/01/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ulta Beauty, Inc.	06/01/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were based on a financial metric, and the company targeted half of equity awards as performance conditioned.
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	1	Yes	Elect Director Lars Ekman	For	For	For	For	A vote FOR all director nominees is warranted.
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	2	Yes	Elect Director Matthew K. Fust	For	For	For	For	A vote FOR all director nominees is warranted.
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	3	Yes	Elect Director Amrit Ray	For	For	For	For	A vote FOR all director nominees is warranted.
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Umpqua Holdings Corporation	01/26/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Shareholders may be concerned about the underperformance of UMPQ shares since the announcement, as well as the lack of a sale process. Nonetheless, the strategic rationale appears sound, as the combined company would be positioned as the second largest independent bank focused on the West coast, shareholders are receiving a premium, the deal is expected to generate \$135 million of annual cost synergies equal to 12.5 percent of the combined company's non-interest expenses, and the projected tangible book value dilution is a reasonable 5.9 percent, with an expected 2.6 year earn back period. On balance, in light of reasonable strategic rationale and financial metrics, support FOR the transaction is warranted.
Umpqua Holdings Corporation	01/26/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although equity awards are double trigger and CEO O'Haver's legacy change-in-control provisions are reasonable, O'Haver will receive deferred cash compensation valued at \$5.25 million, effectively paying O'Haver's original cash severance. Further, the proxy does not disclose that payment requires a constructive or involuntary loss of employment. Given that O'Haver is expected to remain with the company post-closing, such payment is effectively deferred single trigger cash severance.
Umpqua Holdings Corporation	01/26/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
Under Armour, Inc.	05/11/2022	Management	1	Yes	Elect Director Kevin A. Plank	For	For	For	For	WITHHOLD votes for Douglas Coltharp and Harvey Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	05/11/2022	Management	2	Yes	Elect Director Douglas E. Coltharp	For	For	Withhold	Withhold	WITHHOLD votes for Douglas Coltharp and Harvey Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	05/11/2022	Management	3	Yes	Elect Director Jerri L. DeVard	For	For	For	For	WITHHOLD votes for Douglas Coltharp and Harvey Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	05/11/2022	Management	4	Yes	Elect Director Mohamed A. El-Erian	For	For	For	For	WITHHOLD votes for Douglas Coltharp and Harvey Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	05/11/2022	Management	5	Yes	Elect Director Patrik Frisk	For	For	For	For	WITHHOLD votes for Douglas Coltharp and Harvey Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	05/11/2022	Management	6	Yes	Elect Director David W. Gibbs	For	For	For	For	WITHHOLD votes for Douglas Coltharp and Harvey Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Under Armour, Inc.	05/11/2022	Management	7	Yes	Elect Director Karen W. Katz	For	For	For	For	WITHHOLD votes for Douglas Coltharp and Harvey Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	05/11/2022	Management	8	Yes	Elect Director Westley Moore	For	For	For	For	WITHHOLD votes for Douglas Coltharp and Harvey Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	05/11/2022	Management	9	Yes	Elect Director Eric T. Olson	For	For	For	For	WITHHOLD votes for Douglas Coltharp and Harvey Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	05/11/2022	Management	10	Yes	Elect Director Harvey L. Sanders	For	For	Withhold	Withhold	WITHHOLD votes for Douglas Coltharp and Harvey Sanders are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Under Armour, Inc.	05/11/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to following problematic pay practices: * An inordinate amount of personal use of corporate aircraft perquisite to the CEO; * Lack of risk-mitigating policies; and * Lack of long-term performance metrics.
Under Armour, Inc.	05/11/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Union Pacific Corporation	05/12/2022	Management	1	Yes	Elect Director William J. DeLaney	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/12/2022	Management	2	Yes	Elect Director David B. Dillon	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/12/2022	Management	3	Yes	Elect Director Sheri H. Edison	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/12/2022	Management	4	Yes	Elect Director Teresa M. Finley	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/12/2022	Management	5	Yes	Elect Director Lance M. Fritz	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/12/2022	Management	6	Yes	Elect Director Deborah C. Hopkins	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/12/2022	Management	7	Yes	Elect Director Jane H. Lute	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/12/2022	Management	8	Yes	Elect Director Michael R. McCarthy	For	For	Against	Against	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/12/2022	Management	9	Yes	Elect Director Jose H. Villarreal	For	For	Against	Against	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/12/2022	Management	10	Yes	Elect Director Christopher J. Williams	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/12/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Union Pacific Corporation	05/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
United Airlines Holdings, Inc.	05/25/2022	Management	1	Yes	Elect Director Carolyn Corvi	For	For	Against	Against	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/25/2022	Management	2	Yes	Elect Director Matthew Friend	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/25/2022	Management	3	Yes	Elect Director Barney Harford	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/25/2022	Management	4	Yes	Elect Director Michele J. Hooper	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/25/2022	Management	5	Yes	Elect Director Walter Isaacson	For	For	Against	Against	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/25/2022	Management	6	Yes	Elect Director James A. C. Kennedy	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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United Airlines Holdings, Inc.	05/25/2022	Management	7	Yes	Elect Director J. Scott Kirby	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/25/2022	Management	8	Yes	Elect Director Edward M. Philip	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/25/2022	Management	9	Yes	Elect Director Edward L. Shapiro	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/25/2022	Management	10	Yes	Elect Director Laysha Ward	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/25/2022	Management	11	Yes	Elect Director James M. Whitehurst	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/25/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Airlines Holdings, Inc.	05/25/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide significant tax gross-up for the CEO's personal use of aircraft perquisite.
United Airlines Holdings, Inc.	05/25/2022	Shareholder	14	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the company's trade association memberships, payments, and oversight, along with direct lobbying expenditures, would enable shareholders to better assess the company's comprehensive lobbying-related activities and management of related risks and opportunities.
United Parcel Service, Inc.	05/05/2022	Management	1	Yes	Elect Director Carol B. Tome	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	2	Yes	Elect Director Rodney C. Adkins	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	3	Yes	Elect Director Eva C. Boratto	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	4	Yes	Elect Director Michael J. Burns	For	For	Against	Against	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	5	Yes	Elect Director Wayne M. Hewett	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	6	Yes	Elect Director Angela Hwang	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	7	Yes	Elect Director Kate E. Johnson	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	8	Yes	Elect Director William R. Johnson	For	For	Against	Against	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	9	Yes	Elect Director Ann M. Livermore	For	For	Against	Against	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	10	Yes	Elect Director Franck J. Moison	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	11	Yes	Elect Director Christiana Smith Shi	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	12	Yes	Elect Director Russell Stokes	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	13	Yes	Elect Director Kevin Warsh	For	For	For	For	Votes AGAINST William (Bill) Johnson, Michael (Mike) Burns and Ann Livermore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/05/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concern remains regarding the rigor of target setting, as certain metrics had targets set lower than previous year results. Nonetheless, annual incentives are tied to pre-set financial metrics, and equity awards are primarily performance-conditioned and use multi-year performance periods.

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United Parcel Service, Inc.	05/05/2022	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Parcel Service, Inc.	05/05/2022	Shareholder	16	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the company's trade association memberships, payments, and oversight mechanisms would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.
United Parcel Service, Inc.	05/05/2022	Shareholder	17	Yes	Report on Corporate Climate Lobbying Aligned with Paris Agreement	Against	For	For	For	A recommendation FOR this proposal is warranted. The company and its shareholders are likely to benefit from a review of how the company's and its trade associations' lobbying positions align with Paris Agreement.
United Parcel Service, Inc.	05/05/2022	Shareholder	18	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted, as it would provide all shareholders with equal voting rights on all matters.
United Parcel Service, Inc.	05/05/2022	Shareholder	19	Yes	Adopt Independently Verified Science-Based GHG Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
United Parcel Service, Inc.	05/05/2022	Shareholder	20	Yes	Report on Balancing Climate Measures and Financial Returns	Against	Against	For	For	A vote FOR this resolution is warranted, as additional report on emissions reductions targets and goals and assessment of the company's management of climate-related risks and opportunities would allow shareholders to better understand how the company is managing systemic risks posed by climate change and related risks.
United Parcel Service, Inc.	05/05/2022	Shareholder	21	Yes	Report on Effectiveness of Diversity Equity and Inclusion Efforts and Metrics	Against	For	For	For	A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
United Rentals, Inc.	05/05/2022	Management	1	Yes	Elect Director Jose B. Alvarez	For	For	Against	Against	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/05/2022	Management	2	Yes	Elect Director Marc A. Bruno	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/05/2022	Management	3	Yes	Elect Director Larry D. De Shon	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/05/2022	Management	4	Yes	Elect Director Matthew J. Flannery	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/05/2022	Management	5	Yes	Elect Director Bobby J. Griffin	For	For	Against	Against	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/05/2022	Management	6	Yes	Elect Director Kim Harris Jones	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/05/2022	Management	7	Yes	Elect Director Terri L. Kelly	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/05/2022	Management	8	Yes	Elect Director Michael J. Kneeland	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/05/2022	Management	9	Yes	Elect Director Gracia C. Martore	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/05/2022	Management	10	Yes	Elect Director Shiv Singh	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/05/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Rentals, Inc.	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial goals, while equity awards are chiefly performance conditioned. However, some concerns remain regarding the lack of multi-year performance periods in the LTI program.
United Rentals, Inc.	05/05/2022	Management	13	Yes	Reduce Ownership Threshold for Special Shareholder Meetings to 15%	For	For	For	For	A vote FOR this proposal is warranted. The proposed reduction of the ownership threshold to call special meetings from 25 percent to 15 percent would enhance the rights of shareholders, and the likelihood of abuse would remain limited given the company's ownership structure.
United Rentals, Inc.	05/05/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Special Shareholder Meetings to 10%	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent (or 15 percent, if Item 4 is approved) to 10 percent would improve shareholders' ability to use the special meeting right.

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United States Steel Corporation	04/26/2022	Management	1	Yes	Elect Director Tracy A. Atkinson	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	2	Yes	Elect Director David B. Burritt	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	3	Yes	Elect Director Terry L. Dunlap	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	4	Yes	Elect Director John J. Engel	For	For	Against	Against	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	5	Yes	Elect Director John V. Faraci	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	6	Yes	Elect Director Murry S. Gerber	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	7	Yes	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	8	Yes	Elect Director Paul A. Mascarenas	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	9	Yes	Elect Director Michael H. McGarry	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	10	Yes	Elect Director David S. Sutherland	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	11	Yes	Elect Director Patricia A. Tracey	For	For	Against	Against	Votes AGAINST John Engel and Patricia Tracey are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted in light of the large corporate aircraft perquisite provided to the CEO.
United States Steel Corporation	04/26/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Therapeutics Corporatio	06/27/2022	Management	1	Yes	Elect Director Christopher Causey	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporatio	06/27/2022	Management	2	Yes	Elect Director Richard Giltner	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporatio	06/27/2022	Management	3	Yes	Elect Director Katherine Klein	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporatio	06/27/2022	Management	4	Yes	Elect Director Ray Kurzweil	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporatio	06/27/2022	Management	5	Yes	Elect Director Linda Maxwell	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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United Therapeutics Corporatio	06/27/2022	Management	6	Yes	Elect Director Nilda Mesa	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporatio	06/27/2022	Management	7	Yes	Elect Director Judy Olian	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporatio	06/27/2022	Management	8	Yes	Elect Director Martine Rothblatt	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporatio	06/27/2022	Management	9	Yes	Elect Director Louis Sullivan	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Causey, Richard (Rich) Giltner, Raymond (Ray) Kurzweil and Louis Sullivan are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Causey, Richard (Rich) Giltner and Louis Sullivan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporatio	06/27/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the CEO's base salary remains relatively high, annual incentives were based on objective financial and operational goals, with financial targets that appear rigorous. In addition, in accordance with its stated commitment and in response to shareholder feedback, the committee did not grant equity awards to the NEOs in FY21.
United Therapeutics Corporatio	06/27/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 19.60 percent is excessive.
United Therapeutics Corporatio	06/27/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UnitedHealth Group Incorporate	06/06/2022	Management	1	Yes	Elect Director Timothy P. Flynn	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporate	06/06/2022	Management	2	Yes	Elect Director Paul R. Garcia	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporate	06/06/2022	Management	3	Yes	Elect Director Stephen J. Hemsley	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporate	06/06/2022	Management	4	Yes	Elect Director Michele J. Hooper	For	For	Against	Against	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporate	06/06/2022	Management	5	Yes	Elect Director F. William McNabb, III	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporate	06/06/2022	Management	6	Yes	Elect Director Valerie C. Montgomery Rice	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporate	06/06/2022	Management	7	Yes	Elect Director John H. Noseworthy	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporate	06/06/2022	Management	8	Yes	Elect Director Andrew Witty	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporate	06/06/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the total amount of perquisite compensation reported for certain executives is considered excessive, notably life Insurance and other aggregate perquisites. Additionally, the company uses above-median benchmarking for certain pay elements.
UnitedHealth Group Incorporate	06/06/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UnitedHealth Group Incorporate	06/06/2022	Shareholder	11	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.

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UnitedHealth Group Incorporated	06/06/2022	Shareholder	12	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
Univar Solutions Inc.	05/05/2022	Management	1	Yes	Elect Director Joan A. Braca	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	2	Yes	Elect Director Mark J. Byrne	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	3	Yes	Elect Director Daniel P. Doheny	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	4	Yes	Elect Director Richard P. Fox	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	5	Yes	Elect Director Rhonda Germany	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	6	Yes	Elect Director David C. Jukes	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	7	Yes	Elect Director Varun Laroyia	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	8	Yes	Elect Director Stephen D. Newlin	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	9	Yes	Elect Director Christopher D. Pappas	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	10	Yes	Elect Director Kerry J. Preete	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	11	Yes	Elect Director Robert L. Wood	For	For	For	For	WITHHOLD votes for Richard (Rick) Fox are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Univar Solutions Inc.	05/05/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time
Univar Solutions Inc.	05/05/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Univar Solutions Inc.	05/05/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Display Corporation	06/23/2022	Management	1	Yes	Elect Director Steven V. Abramson	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	2	Yes	Elect Director Cynthia J. Comparin	For	For	For	For	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	3	Yes	Elect Director Richard C. Elias	For	For	For	For	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	4	Yes	Elect Director Elizabeth H. Gemmill	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Universal Display Corporation	06/23/2022	Management	5	Yes	Elect Director C. Keith Hartley	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	6	Yes	Elect Director Celia M. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	7	Yes	Elect Director Lawrence Lacerte	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	8	Yes	Elect Director Sidney D. Rosenblatt	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	9	Yes	Elect Director Sherwin I. Seligsohn	For	For	Against	Against	Votes AGAINST non-independent nominees Sherwin Seligsohn, Steven (Steve) Abramson, Elizabeth Gemmill, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/23/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's failed say-on-pay vote, the committee demonstrated adequate responsiveness to shareholder concerns. However, although disclosed changes to next year's compensation program will reduce the magnitude of LTI award values and increase the proportion of performance-based equity, significant concerns remain, particularly regarding the long-term incentive program. Neither forward-looking goals for PSU metrics nor performance results and vesting of closing-cycle awards are disclosed, precluding investor assessment of the link between pay and performance for equity awards of significant magnitude. Further, multiple NEOs received total compensation that was greater than total peer median CEO pay and, despite reductions to the value of FY22 LTI awards, one NEO will continue to receive total compensation equal to that of the CEO; investors may question the necessity of paying multiple executives at the level of a CEO. Lastly, the company maintains agreements that contain excise tax gross-up provisions. Accordingly, a vote AGAINST this proposal is warranted.
Universal Display Corporation	06/23/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Universal Health Services, Inc.	05/18/2022	Management	2	Yes	Elect Director Maria R. Singer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Maria Singer for lack of diversity on the board. WITHHOLD votes are also warranted for Maria Singer in light of the unmitigated pay-for-performance misalignment and in the absence of incumbent compensation committee members on the ballot.
Universal Health Services, Inc.	05/18/2022	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.70 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan administrator may provide loans to exercise awards. * The three-year average burn rate is excessive.
Universal Health Services, Inc.	05/18/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Health Services, Inc.	05/18/2022	Shareholder	5	Yes	Require a Majority Vote for the Election of Directors	Against	For	For	For	A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
Unum Group	05/26/2022	Management	1	Yes	Elect Director Theodore H. Bunting, Jr.	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	2	Yes	Elect Director Susan L. Cross	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	3	Yes	Elect Director Susan D. DeVore	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Unum Group	05/26/2022	Management	4	Yes	Elect Director Joseph J. Echevarria	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	5	Yes	Elect Director Cynthia L. Egan	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	6	Yes	Elect Director Kevin T. Kabat	For	For	Against	Against	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	7	Yes	Elect Director Timothy F. Keaney	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	8	Yes	Elect Director Gale V. King	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	9	Yes	Elect Director Gloria C. Larson	For	For	Against	Against	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	10	Yes	Elect Director Richard P. McKenney	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	11	Yes	Elect Director Ronald P. O'Hanley	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	12	Yes	Elect Director Francis J. Shammo	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were heavily weighted toward pre-set financial goals. The annual incentive plan is largely based on pre-set financial metrics and the long-term annual incentives are half performance-conditioned with the performance shares utilizing a multi-year measurement period..
Unum Group	05/26/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unum Group	05/26/2022	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
US Foods Holding Corp.	05/18/2022	Management	2	Yes	Elect Director Cheryl A. Bachelder	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	3	Yes	Elect Director Court D. Carruthers	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	4	Yes	Elect Director Robert M. Dutkowsky	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.

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US Foods Holding Corp.	05/18/2022	Management	5	Yes	Elect Director Marla Gottschalk	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	6	Yes	Elect Director Sunil Gupta	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	7	Yes	Elect Director Carl Andrew Pforzheimer	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	8	Yes	Elect Director Quentin Roach	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	9	Yes	Elect Director Pietro Satriano	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	10	Yes	Elect Director David M. Tehle	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	11	Yes	Elect Director Ann E. Ziegler	For	For	For	For	A vote FOR all management nominees is warranted in light of the recent "cooperation agreement". Considering the expansion of the board to 13 members, and the addition of three dissident nominees (Barber, Ferguson, and Toy) and the withdrawal of Sachem Head's slate of nominees in connection with the cooperation agreement, shareholders may wish to vote their shares as they see fit. Shareholders who wish to ensure that their shares are voted may vote FOR all nominees on the management card. The dissident reports that it will not vote any proxies received from USFD shareholders at the 2022 annual meeting.
US Foods Holding Corp.	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. CEO pay is not excessive, and pay and performance are reasonably aligned for the year in review. However, while one-time PRSUs include TSR goals requiring meaningful growth and vest over four years, annual equity awards were entirely time-based. Close monitoring of equity grant practices is warranted, and investors may expect grant values to normalize and for one-time awards not to be
US Foods Holding Corp.	05/18/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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US Foods Holding Corp.	05/18/2022	Shareholder	14	Yes	Adopt Short, Medium, and Long-Term GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company s GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
US Foods Holding Corp.	05/18/2022	Shareholder	16	Yes	Elect Director James J. Barber, Jr.	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	17	Yes	Elect Director Scott D. Ferguson	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	18	Yes	Elect Director Jeri B. Finard	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	19	Yes	Elect Director John J. Harris	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	20	Yes	Elect Director David A. Toy	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	21	Yes	Management Nominee Robert M. Dutkowsky	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	22	Yes	Management Nominee Marla Gottschalk	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	23	Yes	Management Nominee Quentin Roach	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	24	Yes	Management Nominee Pietro Satriano	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	25	Yes	Management Nominee Ann E. Ziegler	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Management	26	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Management	27	Yes	Ratify Deloitte & Touche LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
US Foods Holding Corp.	05/18/2022	Shareholder	28	Yes	Adopt Short, Medium, and Long-Term GHG Emissions Reduction Targets	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Valero Energy Corporation	04/28/2022	Management	1	Yes	Elect Director Fred M. Diaz	For	For	For	For	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	04/28/2022	Management	2	Yes	Elect Director H. Paulett Eberhart	For	For	For	For	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	04/28/2022	Management	3	Yes	Elect Director Joseph W. Gorder	For	For	Against	Against	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	04/28/2022	Management	4	Yes	Elect Director Kimberly S. Greene	For	For	For	For	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	04/28/2022	Management	5	Yes	Elect Director Deborah P. Majoras	For	For	For	For	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	04/28/2022	Management	6	Yes	Elect Director Eric D. Mullins	For	For	For	For	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	04/28/2022	Management	7	Yes	Elect Director Donald L. Nickles	For	For	Against	Against	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Valero Energy Corporation	04/28/2022	Management	8	Yes	Elect Director Philip J. Pfeiffer	For	For	For	For	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	04/28/2022	Management	9	Yes	Elect Director Robert A. Profusek	For	For	Against	Against	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	04/28/2022	Management	10	Yes	Elect Director Randall J. Weisenburger	For	For	Against	Against	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	04/28/2022	Management	11	Yes	Elect Director Rayford Wilkins, Jr.	For	For	Against	Against	Votes AGAINST Chair and CEO Joseph Gorder and Lead Director Robert Profusek are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Valero Energy Corporation	04/28/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valero Energy Corporation	04/28/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company continued to pay an excessive tax gross-up for the CEO's home/personal security benefits in the year under review. CEO pay increased in FY21, primarily driven by a larger equity grant. Long-term incentives are half performance based; however, one-third of performance equity can be earned after just a one-year performance period. Further, performance equity continues to target merely median TSR, a goal that is not considered to be particularly rigorous, and vesting is not capped if absolute TSR is negative. Lastly, investors are advised to monitor the new ESG modifiers in the long-term incentive program, which have resulted in maximum-level adjustments to both of the completed cycles where the modifiers have been applied.
Valero Energy Corporation	04/28/2022	Shareholder	14	Yes	Disclose Climate Action Plan and GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Valmont Industries, Inc.	04/26/2022	Management	1	Yes	Elect Director Kaj den Daas	For	For	Withhold	Withhold	WITHHOLD votes for Kaj den Daas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	04/26/2022	Management	2	Yes	Elect Director James B. Milliken	For	For	For	For	WITHHOLD votes for Kaj den Daas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	04/26/2022	Management	3	Yes	Elect Director Catherine James Paglia	For	For	For	For	WITHHOLD votes for Kaj den Daas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	04/26/2022	Management	4	Yes	Elect Director Ritu Favre	For	For	For	For	WITHHOLD votes for Kaj den Daas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	04/26/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Valmont Industries, Inc.	04/26/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Valmont Industries, Inc.	04/26/2022	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valvoline Inc.	01/25/2022	Management	1	Yes	Elect Director Gerald W. Evans, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2022	Management	2	Yes	Elect Director Richard J. Freeland	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2022	Management	3	Yes	Elect Director Stephen F. Kirk	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2022	Management	4	Yes	Elect Director Carol H. Kruse	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2022	Management	5	Yes	Elect Director Stephen E. Macadam	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2022	Management	6	Yes	Elect Director Vada O. Manager	For	For	For	For	A vote FOR all director nominees is warranted.

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Valvoline Inc.	01/25/2022	Management	7	Yes	Elect Director Samuel J. Mitchell, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2022	Management	8	Yes	Elect Director Charles M. Sonstebj	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2022	Management	9	Yes	Elect Director Mary J. Twinem	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/25/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Valvoline Inc.	01/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Veeva Systems Inc.	06/09/2022	Management	1	Yes	Elect Director Tim Cabral	For	For	For	For	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	2	Yes	Elect Director Mark Carges	For	For	For	For	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	3	Yes	Elect Director Paul E. Chamberlain	For	For	For	For	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	4	Yes	Elect Director Peter P. Gassner	For	For	For	For	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	5	Yes	Elect Director Mary Lynne Hedley	For	For	For	For	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	6	Yes	Elect Director Priscilla Hung	For	For	For	For	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	7	Yes	Elect Director Tina Hunt	For	For	For	For	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	8	Yes	Elect Director Marshall Mohr	For	For	For	For	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	9	Yes	Elect Director Gordon Ritter	For	For	Against	Against	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	10	Yes	Elect Director Paul Sekhri	For	For	Against	Against	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	11	Yes	Elect Director Matthew J. Wallach	For	For	For	For	Votes AGAINST Gordon Ritter are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/09/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 48.91 percent is excessive. * The plan administrator may provide loans to exercise awards. * The plan has an automatic share replenishment feature.
Veeva Systems Inc.	06/09/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ventas Inc.	04/27/2022	Management	2	Yes	Elect Director Melody C. Barnes	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.
Ventas Inc.	04/27/2022	Management	3	Yes	Elect Director Debra A. Cafaro	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.

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Ventas Inc.	04/27/2022	Management	4	Yes	Elect Director Michael J. Embler	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.	
Ventas Inc.	04/27/2022	Management	5	Yes	Elect Director Matthew J. Lustig	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.	
Ventas Inc.	04/27/2022	Management	6	Yes	Elect Director Roxanne M. Martino	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.	
Ventas Inc.	04/27/2022	Management	7	Yes	Elect Director Marguerite M. Nader	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.	
Ventas Inc.	04/27/2022	Management	8	Yes	Elect Director Sean P. Nolan	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.	
Ventas Inc.	04/27/2022	Management	9	Yes	Elect Director Walter C. Rakowich	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.	
Ventas Inc.	04/27/2022	Management	10	Yes	Elect Director Robert D. Reed	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.	
Ventas Inc.	04/27/2022	Management	11	Yes	Elect Director James D. Shelton	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.	
Ventas Inc.	04/27/2022	Management	12	Yes	Elect Director Maurice S. Smith	For	For	For	For	In light of the board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, the dissident has not made a compelling case for immediate change. Votes are therefore warranted FOR the management nominees, but shareholders are advised to monitor the company's efforts.	
Ventas Inc.	04/27/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given the following: * The company paid a sizable life insurance perquisite and associated tax gross-up to the CEO; * The company maintains an employment agreement with the CEO that contains problematic severance provisions, including a modified single trigger; and * There are structural concerns identified with the STI program changes for FY21, which were implemented due to the pandemic. The program appears largely discretionary, as half of awards were earned based on individual performance and the remainder was based on corporate goals that are mostly described in qualitative terms, with minimal disclosure of pre-set, quantified targets and results. The company's rationale for this structure is not considered compelling for FY21, and the structural concerns identified are not mitigated by discretionary reductions to STI payouts. LTI program concerns are also identified, as the relative TSR metrics target merely the index without a disclosed cap in the event of negative TSR and forward-looking goals for the remaining metrics are not disclosed. Lastly, NEOs received retention awards that lack performance-vesting criteria.	

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Ventas Inc.	04/27/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ventas Inc.	04/27/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ventas Inc.	04/27/2022	Shareholder	17	Yes	Elect Director Jonathan Litt	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Shareholder	18	Yes	Management Nominee Melody C. Barnes	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Shareholder	19	Yes	Management Nominee Debra A. Cafaro	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Shareholder	20	Yes	Management Nominee Michael J. Embler	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Shareholder	21	Yes	Management Nominee Matthew J. Lustig	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Shareholder	22	Yes	Management Nominee Roxanne M. Martino	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Shareholder	23	Yes	Management Nominee Marguerite M. Nader	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Shareholder	24	Yes	Management Nominee Sean P. Nolan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Shareholder	25	Yes	Management Nominee Walter C. Rakowich	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Shareholder	26	Yes	Management Nominee Robert D. Reed	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Shareholder	27	Yes	Management Nominee Maurice S. Smith	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Management	28	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Management	29	Yes	Approve Omnibus Stock Plan	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ventas Inc.	04/27/2022	Management	30	Yes	Ratify KPMG LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
VeriSign, Inc.	05/26/2022	Management	1	Yes	Elect Director D. James Bidzos	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/26/2022	Management	2	Yes	Elect Director Courtney D. Armstrong	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/26/2022	Management	3	Yes	Elect Director Yehuda Ari Buchalter	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/26/2022	Management	4	Yes	Elect Director Kathleen A. Cote	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/26/2022	Management	5	Yes	Elect Director Thomas F. Frist, III	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/26/2022	Management	6	Yes	Elect Director Jamie S. Gorelick	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/26/2022	Management	7	Yes	Elect Director Roger H. Moore	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/26/2022	Management	8	Yes	Elect Director Timothy Tomlinson	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/26/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance metrics.



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VeriSign, Inc.	05/26/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
VeriSign, Inc.	05/26/2022	Shareholder	11	Yes	Eliminate Holding Period for Shareholders to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The existing one-year holding period is not especially problematic and is consistent with SEC requirements for filing shareholder proposals. Furthermore, the holding period provides a reasonable safeguard against abuse of the right.
Verisk Analytics, Inc.	05/25/2022	Management	1	Yes	Elect Director Jeffrey Dailey	For	For	For	For	Votes AGAINST Constantine (Dinos) Iordanou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/25/2022	Management	2	Yes	Elect Director Constantine P. Iordanou	For	For	Against	Against	Votes AGAINST Constantine (Dinos) Iordanou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/25/2022	Management	3	Yes	Elect Director Wendy Lane	For	For	For	For	Votes AGAINST Constantine (Dinos) Iordanou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/25/2022	Management	4	Yes	Elect Director Lee M. Shavel	For	For	For	For	Votes AGAINST Constantine (Dinos) Iordanou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/25/2022	Management	5	Yes	Elect Director Kimberly S. Stevenson	For	For	For	For	Votes AGAINST Constantine (Dinos) Iordanou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Verisk Analytics, Inc.	05/25/2022	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as providing for the declassification of the board would promote director accountability to shareholders.
Verisk Analytics, Inc.	05/25/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were largely based on pre-set financial goals and granted equity was targeted to be half performance based
Verisk Analytics, Inc.	05/25/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verizon Communications Inc.	05/12/2022	Management	1	Yes	Elect Director Shellye Archambeau	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	2	Yes	Elect Director Roxanne Austin	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	3	Yes	Elect Director Mark Bertolini	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	4	Yes	Elect Director Melanie Healey	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	5	Yes	Elect Director Laxman Narasimhan	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	6	Yes	Elect Director Clarence Otis, Jr.	For	For	Against	Against	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	7	Yes	Elect Director Daniel Schulman	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	8	Yes	Elect Director Rodney Slater	For	For	Against	Against	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	9	Yes	Elect Director Carol Tome	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	10	Yes	Elect Director Hans Vestberg	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	11	Yes	Elect Director Gregory Weaver	For	For	For	For	Votes AGAINST Clarence Otis Jr. and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to concerns regarding the excessive nature of CEO perquisites, consisting primarily of large life insurance and financial planning perks.
Verizon Communications Inc.	05/12/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verizon Communications Inc.	05/12/2022	Shareholder	14	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	B.1.a Voting Policy Rationale
Verizon Communications Inc.	05/12/2022	Shareholder	15	Yes	Amend Senior Executive Compensation Clawback Policy	Against	For	For	For	A vote FOR this proposal is warranted as the company's current clawback policy does not provide for the disclosure of the amounts and circumstances surrounding any recoupments. Such disclosure would benefit shareholders.
Verizon Communications Inc.	05/12/2022	Shareholder	16	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Verizon Communications Inc.	05/12/2022	Shareholder	17	Yes	Report on Operations in Communist China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides sufficient disclosure related to its policies, processes, and oversight mechanisms related to managing and mitigating risks of its operations and business activities in China.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	1	Yes	Elect Director Sangeeta Bhatia	For	For	For	For	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	2	Yes	Elect Director Lloyd Carney	For	For	For	For	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	3	Yes	Elect Director Alan Garber	For	For	For	For	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	4	Yes	Elect Director Terrence Kearney	For	For	Against	Against	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	5	Yes	Elect Director Reshma Kewalramani	For	For	For	For	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	6	Yes	Elect Director Yuchun Lee	For	For	For	For	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	7	Yes	Elect Director Jeffrey Leiden	For	For	For	For	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	8	Yes	Elect Director Margaret McGlynn	For	For	Against	Against	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	9	Yes	Elect Director Diana McKenzie	For	For	For	For	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	10	Yes	Elect Director Bruce Sachs	For	For	Against	Against	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	11	Yes	Elect Director Suketu "Suky" Upadhyay	For	For	For	For	Votes AGAINST Bruce Sachs, Terrence Kearney and Margaret McGlynn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although there are structural concerns with the STI and LTI design, a vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.
Vertex Pharmaceuticals Incorp	05/18/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 9.90 percent is reasonable.
Viasat, Inc.	06/21/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted. Despite the decline in VSAT shares from the deal announcement to date, peers have declined considerably as well, and there have not been any publicly disclosed concerns over the transaction. In addition, the strategic rationale is compelling, and the transaction is expected to result in cost and capital expenditure synergies.
Viasat, Inc.	06/21/2022	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.
Viasat, Inc.	06/21/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR This proposal is warranted given that the covered ballot items warrant shareholder support.
VICI Properties Inc.	04/27/2022	Management	1	Yes	Elect Director James R. Abrahamson	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2022	Management	2	Yes	Elect Director Diana F. Cantor	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2022	Management	3	Yes	Elect Director Monica H. Douglas	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2022	Management	4	Yes	Elect Director Elizabeth I. Holland	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2022	Management	5	Yes	Elect Director Craig Macnab	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2022	Management	6	Yes	Elect Director Edward B. Pitoniak	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2022	Management	7	Yes	Elect Director Michael D. Rumbolz	For	For	For	For	A vote FOR all director nominees is warranted.

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management	ISS	Voting Policy	B.1.a	
						Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale
VICI Properties Inc.	04/27/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
VICI Properties Inc.	04/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned and no significant concerns were identified at this time.
Victoria's Secret & Co.	05/27/2022	Management	1	Yes	Elect Director Irene Chang Britt	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/27/2022	Management	2	Yes	Elect Director Sarah Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/27/2022	Management	3	Yes	Elect Director Jacqueline Hernandez	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/27/2022	Management	4	Yes	Elect Director Donna James	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/27/2022	Management	5	Yes	Elect Director Mariam Naficy	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/27/2022	Management	6	Yes	Elect Director Lauren Peters	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/27/2022	Management	7	Yes	Elect Director Anne Sheehan	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/27/2022	Management	8	Yes	Elect Director Martin Waters	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Victoria's Secret & Co.	05/27/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Victoria's Secret & Co.	05/27/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	1	Yes	Elect Director Michael Colglazier	For	For	For	For	A vote FOR the director nominees is warranted.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	2	Yes	Elect Director Evan Lovell	For	For	For	For	A vote FOR the director nominees is warranted.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	3	Yes	Elect Director Wanda Austin	For	For	For	For	A vote FOR the director nominees is warranted.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	4	Yes	Elect Director Adam Bain	For	For	For	For	A vote FOR the director nominees is warranted.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	5	Yes	Elect Director Tina Jonas	For	For	For	For	A vote FOR the director nominees is warranted.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	6	Yes	Elect Director Craig Kreeger	For	For	For	For	A vote FOR the director nominees is warranted.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	7	Yes	Elect Director George Mattson	For	For	For	For	A vote FOR the director nominees is warranted.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	8	Yes	Elect Director Wanda Sigur	For	For	For	For	A vote FOR the director nominees is warranted.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	9	Yes	Elect Director W. Gilbert (Gil) West	For	For	For	For	A vote FOR the director nominees is warranted.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Virgin Galactic Holdings, Inc.	06/09/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although CEO pay declined following last year's sizable new hire equity grants, pay remained elevated. Annual incentive awards are predominately based on subjective performance goals, with limited disclosure regarding the committee's assessment of performance. Further, while the committee introduced performance awards for FY21, long-term incentive awards remained majority time-vesting for NEOs. Investors generally expect the majority of equity awards to maintain performance vesting criteria.
Virtu Financial, Inc.	06/02/2022	Management	1	Yes	Elect Director William F. Cruger, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for William Cruger Jr., Christopher Quick, and Vincent Viola given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for nominating committee member Christopher Quick for failure to establish racial or ethnic diversity on the board.
Virtu Financial, Inc.	06/02/2022	Management	2	Yes	Elect Director Christopher C. Quick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for William Cruger Jr., Christopher Quick, and Vincent Viola given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for nominating committee member Christopher Quick for failure to establish racial or ethnic diversity on the board.
Virtu Financial, Inc.	06/02/2022	Management	3	Yes	Elect Director Vincent Viola	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for William Cruger Jr., Christopher Quick, and Vincent Viola given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for nominating committee member Christopher Quick for failure to establish racial or ethnic diversity on the board.
Virtu Financial, Inc.	06/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Virtu Financial, Inc.	06/02/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Virtu Financial, Inc.	06/02/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Visa Inc.	01/25/2022	Management	1	Yes	Elect Director Lloyd A. Carney	For	For	For	For	A vote FOR this director nominee is warranted.
Visa Inc.	01/25/2022	Management	2	Yes	Elect Director Mary B. Cranston	For	For	Against	Against	A vote FOR this director nominee is warranted.
Visa Inc.	01/25/2022	Management	3	Yes	Elect Director Francisco Javier Fernandez-Carbajal	For	For	Against	Against	A vote FOR this director nominee is warranted.
Visa Inc.	01/25/2022	Management	4	Yes	Elect Director Alfred F. Kelly, Jr.	For	For	For	For	A vote FOR this director nominee is warranted.
Visa Inc.	01/25/2022	Management	5	Yes	Elect Director Ramon Laguarta	For	For	For	For	A vote FOR this director nominee is warranted.

State Street Global Advisors - Proxy Votes - January through June 2022 compared with ISS and Public Fund Policy Recommendations

						Management	ISS	Voting Policy	B.1.a	
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale
Visa Inc.	01/25/2022	Management	6	Yes	Elect Director John F. Lundgren	For	For	For	For	A vote FOR this director nominee is warranted.
Visa Inc.	01/25/2022	Management	7	Yes	Elect Director Robert W. Matschullat	For	For	Against	Against	A vote FOR this director nominee is warranted.
Visa Inc.	01/25/2022	Management	8	Yes	Elect Director Denise M. Morrison	For	For	For	For	A vote FOR this director nominee is warranted.
Visa Inc.	01/25/2022	Management	9	Yes	Elect Director Linda J. Rendle	For	For	For	For	A vote FOR this director nominee is warranted.
Visa Inc.	01/25/2022	Management	10	Yes	Elect Director Maynard G. Webb, Jr.	For	For	For	For	A vote FOR this director nominee is warranted.
Visa Inc.	01/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives were sufficiently performance-based, although disclosure of financial metric weightings would be beneficial to assess the rigor of the program. Half of long-term incentives consisted of performance shares. Moreover, performance shares are measured over a multi-year performance period.
Visa Inc.	01/25/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vistra Corp.	05/03/2022	Management	1	Yes	Elect Director Scott B. Helm	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/03/2022	Management	2	Yes	Elect Director Hilary E. Ackermann	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/03/2022	Management	3	Yes	Elect Director Arcilia C. Acosta	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/03/2022	Management	4	Yes	Elect Director Gavin R. Baiera	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/03/2022	Management	5	Yes	Elect Director Paul M. Barbas	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/03/2022	Management	6	Yes	Elect Director Lisa Crutchfield	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/03/2022	Management	7	Yes	Elect Director Brian K. Ferraioli	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/03/2022	Management	8	Yes	Elect Director Jeff D. Hunter	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/03/2022	Management	9	Yes	Elect Director Curtis A. Morgan	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/03/2022	Management	10	Yes	Elect Director John R. (J.R.) Sult	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/03/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Vistra Corp.	05/03/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vontier Corporation	05/25/2022	Management	1	Yes	Elect Director Robert L. Eatroff	For	For	For	For	A vote FOR the director nominees is warranted.
Vontier Corporation	05/25/2022	Management	2	Yes	Elect Director Martin Gafinowitz	For	For	For	For	A vote FOR the director nominees is warranted.
Vontier Corporation	05/25/2022	Management	3	Yes	Elect Director Andrew D. Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Vontier Corporation	05/25/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vontier Corporation	05/25/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Vontier Corporation	05/25/2022	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Vontier Corporation	05/25/2022	Management	7	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements would improve shareholder rights.
Vornado Realty Trust	05/19/2022	Management	1	Yes	Elect Director Steven Roth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Roth, Candace Beinecke, Michael Fascitelli, David Mandelbaum and Russell Wight Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Candace Beinecke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vornado Realty Trust	05/19/2022	Management	2	Yes	Elect Director Candace K. Beinecke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Roth, Candace Beinecke, Michael Fascitelli, David Mandelbaum and Russell Wight Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Candace Beinecke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vornado Realty Trust	05/19/2022	Management	3	Yes	Elect Director Michael D. Fascitelli	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Roth, Candace Beinecke, Michael Fascitelli, David Mandelbaum and Russell Wight Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Candace Beinecke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vornado Realty Trust	05/19/2022	Management	4	Yes	Elect Director Beatrice Hamza Bassey	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Roth, Candace Beinecke, Michael Fascitelli, David Mandelbaum and Russell Wight Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Candace Beinecke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vornado Realty Trust	05/19/2022	Management	5	Yes	Elect Director William W. Helman, IV	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Roth, Candace Beinecke, Michael Fascitelli, David Mandelbaum and Russell Wight Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Candace Beinecke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Vornado Realty Trust	05/19/2022	Management	6	Yes	Elect Director David M. Mandelbaum	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Roth, Candace Beinecke, Michael Fascitelli, David Mandelbaum and Russell Wight Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Candace Beinecke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Vornado Realty Trust	05/19/2022	Management	7	Yes	Elect Director Raymond J. McGuire	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Roth, Candace Beinecke, Michael Fascitelli, David Mandelbaum and Russell Wight Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Candace Beinecke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Vornado Realty Trust	05/19/2022	Management	8	Yes	Elect Director Mandakini Puri	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Roth, Candace Beinecke, Michael Fascitelli, David Mandelbaum and Russell Wight Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Candace Beinecke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Vornado Realty Trust	05/19/2022	Management	9	Yes	Elect Director Daniel R. Tisch	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Roth, Candace Beinecke, Michael Fascitelli, David Mandelbaum and Russell Wight Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Candace Beinecke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Vornado Realty Trust	05/19/2022	Management	10	Yes	Elect Director Russell B. Wight, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Roth, Candace Beinecke, Michael Fascitelli, David Mandelbaum and Russell Wight Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Candace Beinecke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Vornado Realty Trust	05/19/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Vornado Realty Trust	05/19/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual bonus pool is funded formulaically, individual payouts are discretionarily determined, and the proxy lacks key disclosures, such as performance targets, the CEO's target opportunity, or per-metric weightings. The redesigned LTI program also raises structural and disclosure concerns. Half of performance awards are primarily earned based on relative TSR metrics that target merely the median, and the remaining half are primarily earned based on annual operational goals for which forward-looking targets are not entirely disclosed. Concerns over the use of an annual measurement period are not substantially mitigated by the existence of a three-year modifier, as the modifier may only reduce awards by up to 30 percent. Furthermore, the company paid an excessive amount for the CEO's automobile perquisites.	
Voya Financial, Inc.	05/26/2022	Management	1	Yes	Elect Director Lynne Biggar	For	For	For	For	A vote FOR the remaining director nominees is warranted.	
Voya Financial, Inc.	05/26/2022	Management	2	Yes	Elect Director Yvette S. Butler	For	For	For	For	A vote FOR the remaining director nominees is warranted.	
Voya Financial, Inc.	05/26/2022	Management	3	Yes	Elect Director Jane P. Chwick	For	For	For	For	A vote FOR the remaining director nominees is warranted.	
Voya Financial, Inc.	05/26/2022	Management	4	Yes	Elect Director Kathleen DeRose	For	For	For	For	A vote FOR the remaining director nominees is warranted.	
Voya Financial, Inc.	05/26/2022	Management	5	Yes	Elect Director Ruth Ann M. Gillis	For	For	For	For	A vote FOR the remaining director nominees is warranted.	
Voya Financial, Inc.	05/26/2022	Management	6	Yes	Elect Director Aylwin B. Lewis	For	For	For	For	A vote FOR the remaining director nominees is warranted.	
Voya Financial, Inc.	05/26/2022	Management	7	Yes	Elect Director Rodney O. Martin, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.	
Voya Financial, Inc.	05/26/2022	Management	8	Yes	Elect Director Byron H. Pollitt, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.	
Voya Financial, Inc.	05/26/2022	Management	9	Yes	Elect Director Joseph V. Tripodi	For	For	For	For	A vote FOR the remaining director nominees is warranted.	
Voya Financial, Inc.	05/26/2022	Management	10	Yes	Elect Director David Zwiener	For	For	For	For	A vote FOR the remaining director nominees is warranted.	
Voya Financial, Inc.	05/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided inordinate amounts of corporate aircraft use, automobile-related and financial planning perquisites to the CEO.	
Voya Financial, Inc.	05/26/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Vulcan Materials Company	05/13/2022	Management	1	Yes	Elect Director Kathleen L. Quirk	For	For	For	For	A vote FOR all director nominees is warranted.	
Vulcan Materials Company	05/13/2022	Management	2	Yes	Elect Director David P. Steiner	For	For	For	For	A vote FOR all director nominees is warranted.	
Vulcan Materials Company	05/13/2022	Management	3	Yes	Elect Director Lee J. Styslinger, III	For	For	For	For	A vote FOR all director nominees is warranted.	
Vulcan Materials Company	05/13/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and long-term incentives are chiefly performance-conditioned and linked to multi-year performance periods. With that said, concerns are raised regarding the rigor of the LTI plan's performance shares, as relative TSR targets median performance and there is no disclosed payout cap if absolute TSR is negative.	
Vulcan Materials Company	05/13/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	



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W. P. Carey Inc.	06/16/2022	Management	1	Yes	Elect Director Mark A. Alexander	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/16/2022	Management	2	Yes	Elect Director Constantin H. Beier	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/16/2022	Management	3	Yes	Elect Director Tonit M. Calaway	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/16/2022	Management	4	Yes	Elect Director Peter J. Farrell	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/16/2022	Management	5	Yes	Elect Director Robert J. Flanagan	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/16/2022	Management	6	Yes	Elect Director Jason E. Fox	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/16/2022	Management	7	Yes	Elect Director Jean Hoysradt	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/16/2022	Management	8	Yes	Elect Director Margaret G. Lewis	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/16/2022	Management	9	Yes	Elect Director Christopher J. Niehaus	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/16/2022	Management	10	Yes	Elect Director Nick J.M. van Ommen	For	For	Against	Against	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/16/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Short-term incentives are based on financial performance, and long-term incentives are half performance-based.
W. P. Carey Inc.	06/16/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W. R. Berkley Corporation	06/15/2022	Management	1	Yes	Elect Director W. Robert Berkley, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees William Robert (Rob) Berkley Jr., Ronald Blaylock, Mary Farrell and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Ronald Blaylock, Mary Farrell and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Ronald Blaylock and Mary C. Farrell are warranted in light of the material risk associated with the significant number of shares pledged by executive chairman William Berkley.
W. R. Berkley Corporation	06/15/2022	Management	2	Yes	Elect Director Ronald E. Blaylock	For	Against	Against	Against	Votes AGAINST non-independent nominees William Robert (Rob) Berkley Jr., Ronald Blaylock, Mary Farrell and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Ronald Blaylock, Mary Farrell and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Ronald Blaylock and Mary C. Farrell are warranted in light of the material risk associated with the significant number of shares pledged by executive chairman William Berkley.
W. R. Berkley Corporation	06/15/2022	Management	3	Yes	Elect Director Mary C. Farrell	For	Against	Against	Against	Votes AGAINST non-independent nominees William Robert (Rob) Berkley Jr., Ronald Blaylock, Mary Farrell and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Ronald Blaylock, Mary Farrell and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Ronald Blaylock and Mary C. Farrell are warranted in light of the material risk associated with the significant number of shares pledged by executive chairman William Berkley.
W. R. Berkley Corporation	06/15/2022	Management	4	Yes	Elect Director Mark L. Shapiro	For	For	Against	Against	Votes AGAINST non-independent nominees William Robert (Rob) Berkley Jr., Ronald Blaylock, Mary Farrell and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Ronald Blaylock, Mary Farrell and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Ronald Blaylock and Mary C. Farrell are warranted in light of the material risk associated with the significant number of shares pledged by executive chairman William Berkley.
W. R. Berkley Corporation	06/15/2022	Management	5	Yes	Increase Authorized Common Stock	For	Against	Against	Against	The requested increase in the number of authorized shares is above the company-specific allowable cap. Therefore, a vote AGAINST this proposal is warranted.

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W. R. Berkley Corporation	06/15/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide the executive chairman with problematic lifetime benefits and perks under his supplemental benefits agreement. Furthermore, the company will pay any excise taxes on these benefits, which makes the agreement more concerning.
W. R. Berkley Corporation	06/15/2022	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W.W. Grainger, Inc.	04/27/2022	Management	1	Yes	Elect Director Rodney C. Adkins	For	For	For	For	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	2	Yes	Elect Director V. Ann Hailey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	3	Yes	Elect Director Katherine D. Jaspon	For	For	For	For	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	4	Yes	Elect Director Stuart L. Levenick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	5	Yes	Elect Director D.G. Macpherson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	6	Yes	Elect Director Neil S. Novich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	7	Yes	Elect Director Beatriz R. Perez	For	For	For	For	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	8	Yes	Elect Director Michael J. Roberts	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	9	Yes	Elect Director E. Scott Santi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	10	Yes	Elect Director Susan Slavik Williams	For	For	For	For	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is

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W.W. Grainger, Inc.	04/27/2022	Management	11	Yes	Elect Director Lucas E. Watson	For	For	For	For	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	12	Yes	Elect Director Steven A. White	For	For	For	For	WITHHOLD votes for non-independent nominees Donald (D.G.) Macpherson, Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Levenick, V. Ann Hailey, Neil Novich, Michael Roberts and E. Scott Santi are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is
W.W. Grainger, Inc.	04/27/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W.W. Grainger, Inc.	04/27/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of CEO pay remains conditioned on objective financial performance metrics and CEO pay and company performance appear reasonably aligned at this time.
W.W. Grainger, Inc.	04/27/2022	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Walgreens Boots Alliance, Inc.	01/27/2022	Management	1	Yes	Elect Director Janice M. Babiak	For	For	For	For	Votes AGAINST non-independent nominees Stefano Pessina, Rosalind (Roz) Brewer, William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are warranted for lack of a majority independent board.Votes AGAINST William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are also warranted for serving as non-independent members of certain key board committees.Votes AGAINST Compensation Committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Walgreens Boots Alliance, Inc.	01/27/2022	Management	2	Yes	Elect Director David J. Brailer	For	For	Against	Against	Votes AGAINST non-independent nominees Stefano Pessina, Rosalind (Roz) Brewer, William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are warranted for lack of a majority independent board.Votes AGAINST William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are also warranted for serving as non-independent members of certain key board committees.Votes AGAINST Compensation Committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Walgreens Boots Alliance, Inc.	01/27/2022	Management	3	Yes	Elect Director Rosalind G. Brewer	For	For	Against	Against	Votes AGAINST non-independent nominees Stefano Pessina, Rosalind (Roz) Brewer, William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are warranted for lack of a majority independent board.Votes AGAINST William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are also warranted for serving as non-independent members of certain key board committees.Votes AGAINST Compensation Committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Walgreens Boots Alliance, Inc.	01/27/2022	Management	4	Yes	Elect Director William C. Foote	For	For	Against	Against	Votes AGAINST non-independent nominees Stefano Pessina, Rosalind (Roz) Brewer, William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are warranted for lack of a majority independent board.Votes AGAINST William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are also warranted for serving as non-independent members of certain key board committees.Votes AGAINST Compensation Committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Walgreens Boots Alliance, Inc.	01/27/2022	Management	5	Yes	Elect Director Ginger L. Graham	For	Against	Against	Against	Votes AGAINST non-independent nominees Stefano Pessina, Rosalind (Roz) Brewer, William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are warranted for lack of a majority independent board.Votes AGAINST William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are also warranted for serving as non-independent members of certain key board committees.Votes AGAINST Compensation Committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR the remaining director nominees is warranted.

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Walgreens Boots Alliance, Inc.	01/27/2022	Management	6	Yes	Elect Director Valerie B. Jarrett	For	Against	Against	Against	Votes AGAINST non-independent nominees Stefano Pessina, Rosalind (Roz) Brewer, William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are warranted for lack of a majority independent board.Votes AGAINST William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are also warranted for serving as non-independent members of certain key board committees.Votes AGAINST Compensation Committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Walgreens Boots Alliance, Inc.	01/27/2022	Management	7	Yes	Elect Director John A. Lederer	For	Against	Against	Against	Votes AGAINST non-independent nominees Stefano Pessina, Rosalind (Roz) Brewer, William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are warranted for lack of a majority independent board.Votes AGAINST William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are also warranted for serving as non-independent members of certain key board committees.Votes AGAINST Compensation Committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Walgreens Boots Alliance, Inc.	01/27/2022	Management	8	Yes	Elect Director Dominic P. Murphy	For	For	For	For	Votes AGAINST non-independent nominees Stefano Pessina, Rosalind (Roz) Brewer, William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are warranted for lack of a majority independent board.Votes AGAINST William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are also warranted for serving as non-independent members of certain key board committees.Votes AGAINST Compensation Committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Walgreens Boots Alliance, Inc.	01/27/2022	Management	9	Yes	Elect Director Stefano Pessina	For	For	Against	Against	Votes AGAINST non-independent nominees Stefano Pessina, Rosalind (Roz) Brewer, William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are warranted for lack of a majority independent board.Votes AGAINST William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are also warranted for serving as non-independent members of certain key board committees.Votes AGAINST Compensation Committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Walgreens Boots Alliance, Inc.	01/27/2022	Management	10	Yes	Elect Director Nancy M. Schlichting	For	Against	Against	Against	Votes AGAINST non-independent nominees Stefano Pessina, Rosalind (Roz) Brewer, William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are warranted for lack of a majority independent board.Votes AGAINST William Foote, David Brailer, Ginger Graham, and Nancy Schlichting are also warranted for serving as non-independent members of certain key board committees.Votes AGAINST Compensation Committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR the remaining director nominees is warranted.
Walgreens Boots Alliance, Inc.	01/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. In response to last year's failed say-on-pay vote, the proxy included disclosure regarding feedback received from shareholders. However, disclosure of engagement efforts was incomplete and, more concerning, the pay program changes did not fully address the most prominent shareholder concern regarding the use of positive discretion to increase 2020 closing cycle LTI earnouts.Additionally, mitigated pay-for-performance misalignment exists for the year in review. The annual bonus was based on pre-set objective metrics with clear disclosure regarding the payout structure, targets, and actual performance, though a concern is noted regarding the use of an individual performance modifier, particularly given shareholder feedback regarding the use of positive discretion. The long-term incentive program is half performance-conditioned equity, which utilizes a multi-year performance period. Though forward-looking targets were not disclosed, these goals are disclosed retroactively at the end of the performance period. Lastly, the CEO received significant tax gross-ups related to relocation
Walgreens Boots Alliance, Inc.	01/27/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Walgreens Boots Alliance, Inc.	01/27/2022	Shareholder	13	Yes	Amend Certificate of Incorporation to Become a Public Benefit Corporation	Against	Against	For	For	A vote FOR this proposal is warranted as it would further strengthen the company's commitment to the environmental and social goals of the Business Roundtable statement on the purpose of a corporation, where corporations endeavor to benefit all stakeholders, including customers, employees, suppliers, communities, and shareholders.
Walgreens Boots Alliance, Inc.	01/27/2022	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold would make the special meeting right more easily exercisable by institutional investors, while still providing protection against abuse.

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Walgreens Boots Alliance, Inc.	01/27/2022	Shareholder	15	Yes	Report on Public Health Costs Due to Tobacco Product Sales and the Impact on Overall Market	Against	Against	For	For	A vote FOR this resolution is warranted because shareholders would benefit from increased disclosure regarding the company's policies and practices related to the sale of tobacco products and its risk oversight mechanisms for continued in-store tobacco sales.
Walmart Inc.	06/01/2022	Management	1	Yes	Elect Director Cesar Conde	For	For	For	For	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	2	Yes	Elect Director Timothy P. Flynn	For	For	For	For	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	3	Yes	Elect Director Sarah J. Friar	For	For	Against	Against	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	4	Yes	Elect Director Carla A. Harris	For	For	For	For	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	5	Yes	Elect Director Thomas W. Horton	For	For	For	For	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	6	Yes	Elect Director Marissa A. Mayer	For	For	For	For	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	7	Yes	Elect Director C. Douglas McMillon	For	For	For	For	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	8	Yes	Elect Director Gregory B. Penner	For	For	For	For	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	9	Yes	Elect Director Randall L. Stephenson	For	For	For	For	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	10	Yes	Elect Director S. Robson Walton	For	For	For	For	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	11	Yes	Elect Director Steuart L. Walton	For	For	For	For	Votes AGAINST Sarah Friar are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	06/01/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
Walmart Inc.	06/01/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Walmart Inc.	06/01/2022	Shareholder	14	Yes	Report on Animal Welfare Policies and Practices in Food Supply Chain	Against	For	For	For	A vote FOR this resolution is warranted because shareholders would benefit from additional disclosure about steps the company is taking to mitigate risks related to animal welfare in its pork supply chain.
Walmart Inc.	06/01/2022	Shareholder	15	Yes	Create a Pandemic Workforce Advisory Council	Against	For	For	For	A vote FOR this resolution is warranted due to controversies related to employees' health and safety concerns during the COVID-19 pandemic, and an apparent lack of sufficient management and board oversight. It may also help the company address the transition to COVID-19 being endemic.
Walmart Inc.	06/01/2022	Shareholder	16	Yes	Report on Impacts of Restrictive Reproductive Healthcare Legislation	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare, would allow shareholders to assess how the company is managing such risks.
Walmart Inc.	06/01/2022	Shareholder	17	Yes	Report on Alignment of Racial Justice Goals and Starting Wages	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from further disclosure on how the company's hourly wages align with its commitments to diversity, equality, and racial justice, particularly given the significant controversies and related risks.
Walmart Inc.	06/01/2022	Shareholder	18	Yes	Report on a Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company does not face any significant controversies related to the impact of its non-discrimination policies on non-diverse employees and the company provides shareholders with sufficient information to assess this issue.
Walmart Inc.	06/01/2022	Shareholder	19	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
Walmart Inc.	06/01/2022	Shareholder	20	Yes	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this proposal is warranted as a more comprehensive disclosure regarding the company's indirect lobbying and trade association payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Waste Management, Inc.	05/10/2022	Management	1	Yes	Elect Director James C. Fish, Jr.	For	For	For	For	Votes AGAINST Thomas Weidemeyer and John Pope are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Waste Management, Inc.	05/10/2022	Management	2	Yes	Elect Director Andres R. Gluski	For	For	For	For	Votes AGAINST Thomas Weidemeyer and John Pope are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/10/2022	Management	3	Yes	Elect Director Victoria M. Holt	For	For	For	For	Votes AGAINST Thomas Weidemeyer and John Pope are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/10/2022	Management	4	Yes	Elect Director Kathleen M. Mazzarella	For	For	For	For	Votes AGAINST Thomas Weidemeyer and John Pope are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/10/2022	Management	5	Yes	Elect Director Sean E. Menke	For	For	For	For	Votes AGAINST Thomas Weidemeyer and John Pope are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/10/2022	Management	6	Yes	Elect Director William B. Plummer	For	For	For	For	Votes AGAINST Thomas Weidemeyer and John Pope are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/10/2022	Management	7	Yes	Elect Director John C. Pope	For	For	Against	Against	Votes AGAINST Thomas Weidemeyer and John Pope are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/10/2022	Management	8	Yes	Elect Director Maryrose T. Sylvester	For	For	For	For	Votes AGAINST Thomas Weidemeyer and John Pope are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/10/2022	Management	9	Yes	Elect Director Thomas H. Weidemeyer	For	For	Against	Against	Votes AGAINST Thomas Weidemeyer and John Pope are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/10/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Waste Management, Inc.	05/10/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted with regards to the long-term incentive plan, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Waste Management, Inc.	05/10/2022	Shareholder	12	Yes	Report on Civil Rights Audit	Against	For	For	For	A vote FOR this resolution is warranted, as a report on an independent audit analyzing the adverse impacts of the company's business practices on the civil rights of its stakeholders would allow shareholders to better understand how the company is managing related risks.
Waters Corporation	05/24/2022	Management	1	Yes	Elect Director Udit Batra	For	For	Against	Against	Votes AGAINST non-independent nominees Udit Batra, Edward Conard, Christopher Kuebler and Thomas Salice are warranted for lack of a majority independent board. Votes AGAINST Edward Conard, Christopher Kuebler and Thomas Salice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/24/2022	Management	2	Yes	Elect Director Linda Baddour	For	For	For	For	Votes AGAINST non-independent nominees Udit Batra, Edward Conard, Christopher Kuebler and Thomas Salice are warranted for lack of a majority independent board. Votes AGAINST Edward Conard, Christopher Kuebler and Thomas Salice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/24/2022	Management	3	Yes	Elect Director Edward Conard	For	For	Against	Against	Votes AGAINST non-independent nominees Udit Batra, Edward Conard, Christopher Kuebler and Thomas Salice are warranted for lack of a majority independent board. Votes AGAINST Edward Conard, Christopher Kuebler and Thomas Salice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/24/2022	Management	4	Yes	Elect Director Pearl S. Huang	For	For	For	For	Votes AGAINST non-independent nominees Udit Batra, Edward Conard, Christopher Kuebler and Thomas Salice are warranted for lack of a majority independent board. Votes AGAINST Edward Conard, Christopher Kuebler and Thomas Salice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/24/2022	Management	5	Yes	Elect Director Wei Jiang	For	For	For	For	Votes AGAINST non-independent nominees Udit Batra, Edward Conard, Christopher Kuebler and Thomas Salice are warranted for lack of a majority independent board. Votes AGAINST Edward Conard, Christopher Kuebler and Thomas Salice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/24/2022	Management	6	Yes	Elect Director Christopher A. Kuebler	For	For	Against	Against	Votes AGAINST non-independent nominees Udit Batra, Edward Conard, Christopher Kuebler and Thomas Salice are warranted for lack of a majority independent board. Votes AGAINST Edward Conard, Christopher Kuebler and Thomas Salice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Waters Corporation	05/24/2022	Management	7	Yes	Elect Director Flemming Ornskov	For	For	For	For	Votes AGAINST non-independent nominees Udit Batra, Edward Conard, Christopher Kuebler and Thomas Salice are warranted for lack of a majority independent board. Votes AGAINST Edward Conard, Christopher Kuebler and Thomas Salice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/24/2022	Management	8	Yes	Elect Director Thomas P. Salice	For	For	Against	Against	Votes AGAINST non-independent nominees Udit Batra, Edward Conard, Christopher Kuebler and Thomas Salice are warranted for lack of a majority independent board. Votes AGAINST Edward Conard, Christopher Kuebler and Thomas Salice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/24/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Waters Corporation	05/24/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. While the company increased the potential impact of the individual performance modifier on annual incentive awards, the majority of CEO pay remains conditioned on objective financial performance metrics.
Webster Financial Corporation	04/28/2022	Management	1	Yes	Elect Director William L. Atwell	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	2	Yes	Elect Director Mona Aboelnaga Kanaan	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	3	Yes	Elect Director John R. Ciulla	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	4	Yes	Elect Director John P. Cahill	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	5	Yes	Elect Director E. Carol Hayles	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	6	Yes	Elect Director Linda H. Ianieri	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	7	Yes	Elect Director Jack L. Kopnisky	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	8	Yes	Elect Director James J. Landy	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	9	Yes	Elect Director Maureen B. Mitchell	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	10	Yes	Elect Director Laurence C. Morse	For	For	Against	Against	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	11	Yes	Elect Director Karen R. Osar	For	For	Against	Against	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	12	Yes	Elect Director Richard O'Toole	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	13	Yes	Elect Director Mark Pettie	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	14	Yes	Elect Director Lauren C. States	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	15	Yes	Elect Director William E. Whiston	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/28/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Webster Financial Corporation	04/28/2022	Management	17	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WEC Energy Group, Inc.	05/05/2022	Management	1	Yes	Elect Director Curt S. Culver	For	For	Against	Against	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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WEC Energy Group, Inc.	05/05/2022	Management	2	Yes	Elect Director Danny L. Cunningham	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/05/2022	Management	3	Yes	Elect Director William M. Farrow, III	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/05/2022	Management	4	Yes	Elect Director Cristina A. Garcia-Thomas	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/05/2022	Management	5	Yes	Elect Director Maria C. Green	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/05/2022	Management	6	Yes	Elect Director Gale E. Klappa	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/05/2022	Management	7	Yes	Elect Director Thomas K. Lane	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/05/2022	Management	8	Yes	Elect Director Scott J. Lauber	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/05/2022	Management	9	Yes	Elect Director Ulice Payne, Jr.	For	For	Against	Against	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/05/2022	Management	10	Yes	Elect Director Mary Ellen Stanek	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/05/2022	Management	11	Yes	Elect Director Glen E. Tellock	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/05/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WEC Energy Group, Inc.	05/05/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The metrics underlying the annual incentive awards are clearly disclosed, and the majority of the CEO's equity awards are conditioned on long-term performance.
Wells Fargo & Company	04/26/2022	Management	1	Yes	Elect Director Steven D. Black	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	2	Yes	Elect Director Mark A. Chancy	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	3	Yes	Elect Director Celeste A. Clark	For	For	Against	Against	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	4	Yes	Elect Director Theodore F. Craver, Jr.	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	5	Yes	Elect Director Richard K. Davis	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	6	Yes	Elect Director Wayne M. Hewett	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	7	Yes	Elect Director CeCelia ("CeCe") G. Morken	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.

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Wells Fargo & Company	04/26/2022	Management	8	Yes	Elect Director Maria R. Morris	For	For	Against	Against	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	9	Yes	Elect Director Felicia F. Norwood	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	10	Yes	Elect Director Richard B. Payne, Jr.	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	11	Yes	Elect Director Juan A. Pujadas	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	12	Yes	Elect Director Ronald L. Sargent	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	13	Yes	Elect Director Charles W. Scharf	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	14	Yes	Elect Director Suzanne M. Vautrinot	For	For	For	For	Votes AGAINST Chair of Corporate Responsibility Committee Celeste Clark and Chair of the Risk Committee Maria Morris are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. A vote FOR the remaining director nominees is warranted.
Wells Fargo & Company	04/26/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's low support for say-on-pay, the committee engaged with shareholders, disclosed specific feedback received, and implemented pay program changes and incremental disclosure improvements. Accordingly, the committee has demonstrated sufficient responsiveness. While the increase in CEO performance year pay is directionally aligned with improved company performance, there are ongoing concerns regarding the impact of committee discretion in ultimately determining incentive payouts, and a lack of key disclosures under the total incentive assessment. Concerns around discretion are underscored by the fact that financial accomplishments highlighted for the FY21 performance year are not entirely consistent with those highlighted in the prior year without specific rationale provided. In addition, the proxy does not disclose quantified pre-set target or maximum goals, nor per-metric weightings, which inhibits investors' ability to assess the pay-for-performance linkage. Lastly, there are ongoing concerns regarding high base salaries for the CEO and other NEOs, and the target goal for the reintroduced relative metric under the LTI program is not considered particularly rigorous. Given these concerns, a vote AGAINST this proposal is warranted.
Wells Fargo & Company	04/26/2022	Management	16	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 5.03 percent is reasonable.
Wells Fargo & Company	04/26/2022	Management	17	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wells Fargo & Company	04/26/2022	Shareholder	18	Yes	Adopt Management Pay Clawback Authorization Policy	Against	Against	For	For	A vote FOR the proposal is warranted, as its adoption would provide shareholders with confirmation of whether the company's clawback policy is being used to hold executives accountable for significant financial or reputational harm caused by misconduct, or failure to properly monitor or oversee risks leading to misconduct. Enhanced transparency regarding the circumstances of recoupment for executive officers would benefit shareholders.
Wells Fargo & Company	04/26/2022	Shareholder	19	Yes	Report on Incentive-Based Compensation and Risks of Material Losses	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional disclosure surrounding broad-based incentive compensation programs that could lead to material losses due to excessive risk taking, given that broad-based employee incentive structures played a key role in recent high-profile controversies that caused financial and reputational harm at the company.
Wells Fargo & Company	04/26/2022	Shareholder	20	Yes	Report on Board Diversity	Against	Against	For	For	A vote FOR this resolution is warranted as shareholders would benefit from additional information about how the company is ensuring gender and minority representation are included in the company's board nomination.

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Wells Fargo & Company	04/26/2022	Shareholder	21	Yes	Report on Respecting Indigenous Peoples' Rights	Against	For	For	For	A vote FOR this proposal is warranted. The bank and its shareholders are likely to benefit from increased transparency regarding due diligence around Indigenous Peoples' rights in project-related financing and clients' activities, for existing and future business.
Wells Fargo & Company	04/26/2022	Shareholder	22	Yes	Adopt a Financing Policy Consistent with IEA's Net Zero Emissions by 2050 Scenario	Against	Against	For	For	A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments to net zero activities and help ensure stronger alignment between the company's net zero goals and its policies and actions. Adoption of the resolution would also provide shareholders with a better understanding of the company's management and oversight of related risks.
Wells Fargo & Company	04/26/2022	Shareholder	23	Yes	Oversee and Report a Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Wells Fargo's efforts to address the issue of racial inequality for its stakeholders and its management of related risks.
Wells Fargo & Company	04/26/2022	Shareholder	24	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
Welltower Inc.	05/23/2022	Management	1	Yes	Elect Director Kenneth J. Bacon	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2022	Management	2	Yes	Elect Director Karen B. DeSalvo	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2022	Management	3	Yes	Elect Director Philip L. Hawkins	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2022	Management	4	Yes	Elect Director Dennis G. Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2022	Management	5	Yes	Elect Director Shankh Mitra	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2022	Management	6	Yes	Elect Director Ade J. Patton	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2022	Management	7	Yes	Elect Director Diana W. Reid	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2022	Management	8	Yes	Elect Director Sergio D. Rivera	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2022	Management	9	Yes	Elect Director Johnese M. Spisso	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2022	Management	10	Yes	Elect Director Kathryn M. Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2022	Management	11	Yes	Amend Certificate of Incorporation of Welltower OP Inc. to Remove Welltower Inc. Shareholder Approval for the Amendments of Welltower OP Inc. Certificate of Incorporation and Other Extraordinary Transactions	For	For	For	For	A vote FOR this proposal is warranted as it would facilitate implementation of the umbrella partnership structure, which is expected to be beneficial for the company.
Welltower Inc.	05/23/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Welltower Inc.	05/23/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were largely based on pre-set measures, annual equity grants were majority performance-based, and the special award was entirely performance-based.
West Pharmaceutical Services,	05/24/2022	Management	1	Yes	Elect Director Mark A. Buthman	For	For	Against	Against	Votes AGAINST Mark Buthman, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote AGAINST William Feehery is warranted for the apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services,	05/24/2022	Management	2	Yes	Elect Director William F. Feehery	For	Against	Against	Against	Votes AGAINST Mark Buthman, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote AGAINST William Feehery is warranted for the apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services,	05/24/2022	Management	3	Yes	Elect Director Robert F. Friel	For	For	For	For	Votes AGAINST Mark Buthman, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote AGAINST William Feehery is warranted for the apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services,	05/24/2022	Management	4	Yes	Elect Director Eric M. Green	For	For	For	For	Votes AGAINST Mark Buthman, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote AGAINST William Feehery is warranted for the apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services,	05/24/2022	Management	5	Yes	Elect Director Molly E. Joseph	For	For	For	For	Votes AGAINST Mark Buthman, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote AGAINST William Feehery is warranted for the apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services,	05/24/2022	Management	6	Yes	Elect Director Thomas W. Hofmann	For	For	Against	Against	Votes AGAINST Mark Buthman, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote AGAINST William Feehery is warranted for the apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.



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West Pharmaceutical Services,	05/24/2022	Management	7	Yes	Elect Director Deborah L. V. Keller	For	For	For	For	Votes AGAINST Mark Buthman, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote AGAINST William Feehery is warranted for the apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services,	05/24/2022	Management	8	Yes	Elect Director Myla P. Lai-Goldman	For	For	For	For	Votes AGAINST Mark Buthman, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote AGAINST William Feehery is warranted for the apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services,	05/24/2022	Management	9	Yes	Elect Director Douglas A. Michels	For	For	Against	Against	Votes AGAINST Mark Buthman, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote AGAINST William Feehery is warranted for the apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services,	05/24/2022	Management	10	Yes	Elect Director Paolo Pucci	For	For	For	For	Votes AGAINST Mark Buthman, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote AGAINST William Feehery is warranted for the apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services,	05/24/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance metrics and the PSU awards are conditioned on clearly disclosed long-term performance goals.
West Pharmaceutical Services,	05/24/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Western Alliance Bancorporatic	06/14/2022	Management	1	Yes	Elect Director Patricia L. Arvielo	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	2	Yes	Elect Director Bruce D. Beach	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	3	Yes	Elect Director Juan Figuereo	For	For	For	For	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	4	Yes	Elect Director Howard Gould	For	For	For	For	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	5	Yes	Elect Director Marianne Boyd Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	6	Yes	Elect Director Robert Latta	For	For	For	For	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	7	Yes	Elect Director Adriane McFetridge	For	For	For	For	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Western Alliance Bancorporatic	06/14/2022	Management	8	Yes	Elect Director Michael Patriarca	For	For	For	For	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	9	Yes	Elect Director Bryan Segedi	For	For	For	For	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	10	Yes	Elect Director Donald Snyder	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	11	Yes	Elect Director Sung Won Sohn	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	12	Yes	Elect Director Kenneth A. Vecchione	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Beach, Kenneth (Ken) Vecchione, Patricia Arvielo, Marianne Johnson, Donald Snyder and Sung Won Sohn are warranted for lack of a majority independent board. Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporatic	06/14/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Western Alliance Bancorporatic	06/14/2022	Management	14	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Westinghouse Air Brake Techn	05/18/2022	Management	1	Yes	Elect Director William E. Kassling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Albert Neupaver and William Kassling are warranted for lack of a majority independent board. A vote FOR Ann R. Klee is warranted.
Westinghouse Air Brake Techn	05/18/2022	Management	2	Yes	Elect Director Albert J. Neupaver	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Albert Neupaver and William Kassling are warranted for lack of a majority independent board. A vote FOR Ann R. Klee is warranted.
Westinghouse Air Brake Techn	05/18/2022	Management	3	Yes	Elect Director Ann R. Klee	For	For	For	For	WITHHOLD votes for non-independent nominees Albert Neupaver and William Kassling are warranted for lack of a majority independent board. A vote FOR Ann R. Klee is warranted.
Westinghouse Air Brake Techn	05/18/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance appear reasonably aligned.
Westinghouse Air Brake Techn	05/18/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Westlake Corporation	05/12/2022	Management	1	Yes	Elect Director Albert Y. Chao	For	Withhold	Withhold	Withhold	WITHHOLD votes for Albert Chao and David Chao are also warranted for serving as non-independent members of a key board committee. Votes FOR Michael Graff are warranted.
Westlake Corporation	05/12/2022	Management	2	Yes	Elect Director David T. Chao	For	Withhold	Withhold	Withhold	WITHHOLD votes for Albert Chao and David Chao are also warranted for serving as non-independent members of a key board committee. Votes FOR Michael Graff are warranted.
Westlake Corporation	05/12/2022	Management	3	Yes	Elect Director Michael J. Graff	For	For	For	For	WITHHOLD votes for Albert Chao and David Chao are also warranted for serving as non-independent members of a key board committee. Votes FOR Michael Graff are warranted.
Westlake Corporation	05/12/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WestRock Company	01/28/2022	Management	1	Yes	Elect Director Colleen F. Arnold	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/28/2022	Management	2	Yes	Elect Director Timothy J. Bernlohr	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/28/2022	Management	3	Yes	Elect Director J. Powell Brown	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/28/2022	Management	4	Yes	Elect Director Terrell K. Crews	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/28/2022	Management	5	Yes	Elect Director Russell M. Currey	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/28/2022	Management	6	Yes	Elect Director Suzan F. Harrison	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/28/2022	Management	7	Yes	Elect Director Gracia C. Martore	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/28/2022	Management	8	Yes	Elect Director James E. Nevels	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/28/2022	Management	9	Yes	Elect Director David B. Sewell	For	For	For	For	A vote FOR all director nominees is warranted.
WestRock Company	01/28/2022	Management	10	Yes	Elect Director Alan D. Wilson	For	For	For	For	A vote FOR all director nominees is warranted.

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WestRock Company	01/28/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the increase in CEO pay was due primarily to the sign-on equity grants awarded to the new CEO. While annual incentive targets were set lower than the previous year, both the annual incentive and long-term incentive awards are based primarily on objective financial performance metrics.
WestRock Company	01/28/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
WestRock Company	01/28/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WEX Inc.	05/12/2022	Management	1	Yes	Elect Director Daniel Callahan	For	For	For	For	Votes AGAINST Shikhar Ghosh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/12/2022	Management	2	Yes	Elect Director Shikhar Ghosh	For	For	Against	Against	Votes AGAINST Shikhar Ghosh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/12/2022	Management	3	Yes	Elect Director James (Jim) Neary	For	For	For	For	Votes AGAINST Shikhar Ghosh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/12/2022	Management	4	Yes	Elect Director Melissa Smith	For	For	For	For	Votes AGAINST Shikhar Ghosh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/12/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, the pay-for-performance misalignment is mitigated at this time. CEO pay significantly decreased compared to last year, and the short- and long-term programs are primarily performance-based.
WEX Inc.	05/12/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weyerhaeuser Company	05/13/2022	Management	1	Yes	Elect Director Mark A. Emmert	For	For	Against	Against	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/13/2022	Management	2	Yes	Elect Director Rick R. Holley	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/13/2022	Management	3	Yes	Elect Director Sara Grootwassink Lewis	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/13/2022	Management	4	Yes	Elect Director Deidra C. Merriwether	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/13/2022	Management	5	Yes	Elect Director Al Monaco	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/13/2022	Management	6	Yes	Elect Director Nicole W. Piasecki	For	For	Against	Against	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/13/2022	Management	7	Yes	Elect Director Lawrence A. Selzer	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/13/2022	Management	8	Yes	Elect Director Devin W. Stockfish	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/13/2022	Management	9	Yes	Elect Director Kim Williams	For	For	Against	Against	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/13/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Weyerhaeuser Company	05/13/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of awards; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Weyerhaeuser Company	05/13/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Whirlpool Corporation	04/19/2022	Management	1	Yes	Elect Director Samuel R. Allen	For	For	Against	Against	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	2	Yes	Elect Director Marc R. Bitzer	For	For	For	For	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Whirlpool Corporation	04/19/2022	Management	3	Yes	Elect Director Greg Creed	For	For	For	For	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	4	Yes	Elect Director Gary T. DiCamillo	For	For	Against	Against	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	5	Yes	Elect Director Diane M. Dietz	For	For	For	For	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	6	Yes	Elect Director Gerri T. Elliott	For	For	For	For	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	7	Yes	Elect Director Jennifer A. LaClair	For	For	For	For	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	8	Yes	Elect Director John D. Liu	For	For	Against	Against	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	9	Yes	Elect Director James M. Loree	For	For	For	For	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	10	Yes	Elect Director Harish Manwani	For	For	For	For	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	11	Yes	Elect Director Patricia K. Poppe	For	For	For	For	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	12	Yes	Elect Director Larry O. Spencer	For	For	For	For	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	13	Yes	Elect Director Michael D. White	For	For	Against	Against	Votes AGAINST Samuel Allen, Gary DiCamillo, John Liu and Michael White are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/19/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance were reasonably aligned for the year in review. STI and LTI awards are primarily performance-based with objective metrics. Concerns are raised as the STI's FCF target was lowered and performance was achieved above maximum for the second year in a row and forward-looking goals for PSUs were not disclosed. Shareholders may therefore wish to continue monitoring incentive program rigor and disclosure.
Whirlpool Corporation	04/19/2022	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
White Mountains Insurance Grc	05/26/2022	Management	1	Yes	Elect Director Morgan W. Davis	For	For	Withhold	Withhold	WITHHOLD votes for Morgan Davis are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
White Mountains Insurance Grc	05/26/2022	Management	2	Yes	Elect Director Peter M. Carlson	For	For	For	For	WITHHOLD votes for Morgan Davis are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
White Mountains Insurance Grc	05/26/2022	Management	3	Yes	Elect Director Suzanne F. Shank	For	For	For	For	WITHHOLD votes for Morgan Davis are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
White Mountains Insurance Grc	05/26/2022	Management	4	Yes	Elect Director David A. Tanner	For	For	For	For	WITHHOLD votes for Morgan Davis are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
White Mountains Insurance Grc	05/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Although concerns are noted in the LTI program regarding duplicative metrics between the STI and LTI as well as an increase in the CEO's LTI grant value without a disclosed rationale, these concerns are largely mitigated, as the LTI program utilizes a multi-year performance period and discloses rigorous growth goals. The STI program is entirely based on a pre-set financial metric and did not pay out in FY21, which largely aligns with recent company underperformance.
White Mountains Insurance Grc	05/26/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Willis Towers Watson Public Lir	06/08/2022	Management	1	Yes	Elect Director Dame Inga Beale	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Lir	06/08/2022	Management	2	Yes	Elect Director Fumbi Chima	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Lir	06/08/2022	Management	3	Yes	Elect Director Michael Hammond	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Lir	06/08/2022	Management	4	Yes	Elect Director Carl Hess	For	For	For	For	A vote FOR all director nominees is warranted.

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						Recommendation	Recommendation	Recommendation	Vote Instruction	Voting Policy Rationale
Willis Towers Watson Public Lir	06/08/2022	Management	5	Yes	Elect Director Brendan O'Neill	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Lir	06/08/2022	Management	6	Yes	Elect Director Linda Rabbitt	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Lir	06/08/2022	Management	7	Yes	Elect Director Paul Reilly	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Lir	06/08/2022	Management	8	Yes	Elect Director Michelle Swanback	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Lir	06/08/2022	Management	9	Yes	Elect Director Paul Thomas	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Lir	06/08/2022	Management	10	Yes	Ratify the Appointment of Deloitte & Touche LLP as Auditor and Deloitte Ireland LLP to audit the Irish Statutory Accounts, and Authorize the Board to Fix Their Remuneration	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Willis Towers Watson Public Lir	06/08/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily based on financial performance, and long-term awards were entirely performance-based and utilized a multi-year measurement period. The lack of disclosure of annual incentive targets and results was mitigated by the company's rationale and plans to include such disclosure for the FY22 awards.
Willis Towers Watson Public Lir	06/08/2022	Management	12	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Willis Towers Watson Public Lir	06/08/2022	Management	13	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Willis Towers Watson Public Lir	06/08/2022	Management	14	Yes	Approve Reduction and Cancellation of Share Premium Account	For	For	For	For	A vote FOR this resolution is warranted as no significant concerns have been identified.
Willis Towers Watson Public Lir	06/08/2022	Management	15	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as the potential voting power dilution of 4.66 percent is considered reasonable.
Wintrust Financial Corporation	05/26/2022	Management	1	Yes	Elect Director Elizabeth H. Connelly	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	2	Yes	Elect Director Peter D. Crist	For	For	Against	Against	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	3	Yes	Elect Director Bruce K. Crowther	For	For	Against	Against	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	4	Yes	Elect Director William J. Doyle	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	5	Yes	Elect Director Marla F. Glabe	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	6	Yes	Elect Director H. Patrick Hackett, Jr.	For	For	Against	Against	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	7	Yes	Elect Director Scott K. Heitmann	For	For	Against	Against	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	8	Yes	Elect Director Deborah L. Hall Lefevre	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	9	Yes	Elect Director Suzet M. McKinney	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	10	Yes	Elect Director Gary D. "Joe" Sweeney	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	11	Yes	Elect Director Karin Gustafson Teglia	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	12	Yes	Elect Director Alex E. Washington, III	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	13	Yes	Elect Director Edward J. Wehmer	For	For	For	For	Votes AGAINST H. Patrick Hackett Jr., Peter Crist, Bruce Crowther and Scott Heitmann are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/26/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote FOR this proposal is warranted as the potential voting power dilution of 4.79 percent is reasonable.
Wintrust Financial Corporation	05/26/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Wintrust Financial Corporation	05/26/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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Woodward, Inc.	01/26/2022	Management	1	Yes	Elect Director Rajeev Bhalla	For	For	For	For	Votes AGAINST non-independent nominees John Cohn and Gregg Sengstack are warranted for lack of a majority independent board.Votes AGAINST John Cohn and Gregg Sengstack are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Woodward, Inc.	01/26/2022	Management	2	Yes	Elect Director John D. Cohn	For	For	Against	Against	Votes AGAINST non-independent nominees John Cohn and Gregg Sengstack are warranted for lack of a majority independent board.Votes AGAINST John Cohn and Gregg Sengstack are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Woodward, Inc.	01/26/2022	Management	3	Yes	Elect Director Eileen P. Drake	For	For	For	For	Votes AGAINST non-independent nominees John Cohn and Gregg Sengstack are warranted for lack of a majority independent board.Votes AGAINST John Cohn and Gregg Sengstack are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Woodward, Inc.	01/26/2022	Management	4	Yes	Elect Director Gregg C. Sengstack	For	For	Against	Against	Votes AGAINST non-independent nominees John Cohn and Gregg Sengstack are warranted for lack of a majority independent board.Votes AGAINST John Cohn and Gregg Sengstack are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Woodward, Inc.	01/26/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Woodward, Inc.	01/26/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.Taft Hartley Note
Woodward, Inc.	01/26/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and* The plan administrator may provide loans to exercise awards.
Workday, Inc.	06/22/2022	Management	1	Yes	Elect Director Lynne M. Doughtie	For	For	For	For	WITHHOLD votes for Carl Eschenbach are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Workday, Inc.	06/22/2022	Management	2	Yes	Elect Director Carl M. Eschenbach	For	Withhold	Withhold	Withhold	WITHHOLD votes for Carl Eschenbach are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Workday, Inc.	06/22/2022	Management	3	Yes	Elect Director Michael M. McNamara	For	For	For	For	WITHHOLD votes for Carl Eschenbach are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Workday, Inc.	06/22/2022	Management	4	Yes	Elect Director Jerry Yang	For	For	For	For	WITHHOLD votes for Carl Eschenbach are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Workday, Inc.	06/22/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Workday, Inc.	06/22/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The executive pay program lacks a strong connection to objective performance criteria. Annual bonuses were guided by performance assessments, but ultimately determined by committee discretion. Further, equity awards were entirely time-based. These concerns underscore a pay-for-performance misalignment. * The company provided an inordinate amount of security perquisites and total perquisite compensation to the CEO.
Workday, Inc.	06/22/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 26.14 percent is excessive. * The plan allows for company loans to officers for the exercise of awards.
Workday, Inc.	06/22/2022	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	1	Yes	Elect Director Stephen P. Holmes	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	2	Yes	Elect Director Geoffrey A. Ballotti	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	3	Yes	Elect Director Myra J. Biblowit	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	4	Yes	Elect Director James E. Buckman	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	5	Yes	Elect Director Bruce B. Churchill	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	6	Yes	Elect Director Mukul V. Deoras	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	7	Yes	Elect Director Ronald L. Nelson	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	8	Yes	Elect Director Pauline D.E. Richards	For	For	For	For	A vote FOR the director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Wynn Resorts, Limited	05/05/2022	Management	1	Yes	Elect Director Craig S. Billings	For	For	For	For	A WITHHOLD vote is warranted for compensation committee member Margaret Myers, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Wynn Resorts, Limited	05/05/2022	Management	2	Yes	Elect Director Margaret J. Myers	For	Withhold	Withhold	Withhold	A WITHHOLD vote is warranted for compensation committee member Margaret Myers, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Wynn Resorts, Limited	05/05/2022	Management	3	Yes	Elect Director Winifred M. Webb	For	For	For	For	A WITHHOLD vote is warranted for compensation committee member Margaret Myers, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Wynn Resorts, Limited	05/05/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wynn Resorts, Limited	05/05/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company has demonstrated poor responsiveness to low vote support for the 2021 say-on-pay proposal. Specifically, disclosure regarding shareholder feedback is limited and it is not clear that the company has made meaningful changes to the pay program to address shareholders' concerns. In addition, a pay-for-performance misalignment is underscored by the former CEO's high base salary and target STI opportunity, and goal disclosure issues. Further, while annual equity awards were 50 percent performance-conditioned, the newly appointed CEO received a large equity grant that was entirely time-based. Finally, disclosure surrounding transition payments made to the former CEO is not sufficient.
Xcel Energy Inc.	05/18/2022	Management	1	Yes	Elect Director Lynn Casey	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	2	Yes	Elect Director Bob Frenzel	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	3	Yes	Elect Director Netha Johnson	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	4	Yes	Elect Director Patricia Kampling	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	5	Yes	Elect Director George Kehl	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	6	Yes	Elect Director Richard O'Brien	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	7	Yes	Elect Director Charles Pardee	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	8	Yes	Elect Director Christopher Policinski	For	For	Withhold	Withhold	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	9	Yes	Elect Director James Prokopanko	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	10	Yes	Elect Director Kim Williams	For	For	Withhold	Withhold	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	11	Yes	Elect Director Daniel Yohannes	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns remain regarding auto-accelerated equity vesting, pay and performance are reasonably aligned at this time, and annual incentives and equity awards are primarily based on objective goals.
Xcel Energy Inc.	05/18/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Xerox Holdings Corporation	05/19/2022	Management	1	Yes	Elect Director Joseph J. Echevarria	For	For	For	For	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is

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Xerox Holdings Corporation	05/19/2022	Management	2	Yes	Elect Director Scott Letier	For	Against	Against	Against	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
Xerox Holdings Corporation	05/19/2022	Management	3	Yes	Elect Director Jesse A. Lynn	For	For	For	For	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
Xerox Holdings Corporation	05/19/2022	Management	4	Yes	Elect Director Nichelle Maynard-Elliott	For	For	For	For	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
Xerox Holdings Corporation	05/19/2022	Management	5	Yes	Elect Director Steven D. Miller	For	For	For	For	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
Xerox Holdings Corporation	05/19/2022	Management	6	Yes	Elect Director James L. Nelson	For	For	Against	Against	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
Xerox Holdings Corporation	05/19/2022	Management	7	Yes	Elect Director Margarita Palau-Hernandez	For	Against	Against	Against	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
Xerox Holdings Corporation	05/19/2022	Management	8	Yes	Elect Director Giovanni (John) Visentin	For	For	For	For	Votes AGAINST incumbent compensation committee members Scott Letier and Margarita Palau-Hernandez are warranted for insufficient responsiveness to last year's failed say-on-pay proposal. Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is
Xerox Holdings Corporation	05/19/2022	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Xerox Holdings Corporation	05/19/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company failed to demonstrate adequate responsiveness to last year's say-on-pay vote, despite receiving significantly less than majority support. While the company engaged with investors following the annual meeting and disclosed specific shareholder feedback, the committee failed to implement changes to the compensation program so as to sufficiently address the concerns underlying the failed 2021 vote. Below-target payouts on both annual and long-term incentive awards were reasonably in line with performance for their respective performance periods, and although FY21 annual bonuses and equity awards utilize overlapping metrics, metrics are measured over differing performance periods and this overlap has been eliminated for FY22 awards, mitigating pay-for-performance concerns.
Xerox Holdings Corporation	05/19/2022	Management	11	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Xerox Holdings Corporation	05/19/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the proposed right could be unilaterally exercised by a single active shareholder.
Xylem Inc.	05/12/2022	Management	1	Yes	Elect Director Jeanne Beliveau-Dunn	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	2	Yes	Elect Director Patrick K. Decker	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	3	Yes	Elect Director Robert F. Friel	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	4	Yes	Elect Director Jorge M. Gomez	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	5	Yes	Elect Director Victoria D. Harker	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	6	Yes	Elect Director Steven R. Loranger	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	7	Yes	Elect Director Mark D. Morelli	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	8	Yes	Elect Director Jerome A. Peribere	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	9	Yes	Elect Director Markos I. Tambakeras	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	10	Yes	Elect Director Lila Tretikov	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	11	Yes	Elect Director Uday Yadav	For	For	For	For	A vote FOR all director nominees is warranted.
Xylem Inc.	05/12/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Xylem Inc.	05/12/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures and the majority of equity awards were performance based and utilized a multi-year measurement period.

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YETI Holdings, Inc.	05/05/2022	Management	1	Yes	Elect Director Frank D. Gibeau	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Matthew Reintjes and Frank Gibeau given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
YETI Holdings, Inc.	05/05/2022	Management	2	Yes	Elect Director Matthew J. Reintjes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Matthew Reintjes and Frank Gibeau given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
YETI Holdings, Inc.	05/05/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	
YETI Holdings, Inc.	05/05/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.	
YUM! Brands, Inc.	05/19/2022	Management	1	Yes	Elect Director Paget L. Alves	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	2	Yes	Elect Director Keith Barr	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	3	Yes	Elect Director Christopher M. Connor	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	4	Yes	Elect Director Brian C. Cornell	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	5	Yes	Elect Director Tanya L. Domier	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	6	Yes	Elect Director David W. Gibbs	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	7	Yes	Elect Director Mirian M. Graddick-Weir	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	8	Yes	Elect Director Lauren R. Hobart	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	9	Yes	Elect Director Thomas C. Nelson	For	For	Against	Against	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	10	Yes	Elect Director P. Justin Skala	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	11	Yes	Elect Director Elane B. Stock	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	12	Yes	Elect Director Annie Young-Scrivner	For	For	For	For	Votes AGAINST Thomas Nelson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
YUM! Brands, Inc.	05/19/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
YUM! Brands, Inc.	05/19/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, due to significant concerns regarding pay program structure and one-time decisions. The STI payout formula allows for a large increase in total payouts based on the committee's subjective assessment of individual performance. The CEO also has a relatively high maximum STI opportunity that could allow for outsized bonuses. With respect to equity incentives, the entirety of the 2021-23 PSUs are based on a relative TSR metric that targets merely median performance. Moreover, the committee significantly increased the CEO's regular LTI grant value in the same year they awarded a sizable one-time equity award. The special award utilizes only a two-year measurement period and the metric is shared under the annual incentive program. Lastly, the company continues to provide an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	
Zebra Technologies Corporation	05/12/2022	Management	1	Yes	Elect Director Nelda J. Connors	For	For	For	For	WITHHOLD votes for Michael Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Zebra Technologies Corporation	05/12/2022	Management	2	Yes	Elect Director Frank B. Modruson	For	For	For	For	WITHHOLD votes for Michael Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Zebra Technologies Corporation	05/12/2022	Management	3	Yes	Elect Director Michael A. Smith	For	For	Withhold	Withhold	WITHHOLD votes for Michael Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zebra Technologies Corporation	05/12/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Zebra Technologies Corporation	05/12/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	1	Yes	Elect Director Christopher B. Begley	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	2	Yes	Elect Director Betsy J. Bernard	For	For	Against	Against	Votes AGAINST Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	3	Yes	Elect Director Michael J. Farrell	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	4	Yes	Elect Director Robert A. Hagemann	For	For	Against	Against	Votes AGAINST Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	5	Yes	Elect Director Bryan C. Hanson	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	6	Yes	Elect Director Arthur J. Higgins	For	For	Against	Against	Votes AGAINST Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	7	Yes	Elect Director Maria Teresa (Tessa) Hilado	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	8	Yes	Elect Director Syed Jafry	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	9	Yes	Elect Director Sreelakshmi Kolli	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	10	Yes	Elect Director Michael W. Michelson	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann and Arthur Higgins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zimmer Biomet Holdings, Inc.	05/13/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although the annual pay program is reasonably performance-based, the company made a problematic one-time pay decision after the fiscal year end. In connection with a spinoff, performance equity granted in 2020 and 2021 was converted into time-vested equity, without disclosure of sufficient rationale. In addition, despite the 2020 performance equity tracking to not earn a payout due to underperformance, that grant was determined to vest at 50 percent of target, which undermines a pay-for-performance philosophy.
Zions Bancorporation, N.A.	04/29/2022	Management	1	Yes	Elect Director Maria Contreras-Sweet	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/29/2022	Management	2	Yes	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/29/2022	Management	3	Yes	Elect Director Suren K. Gupta	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/29/2022	Management	4	Yes	Elect Director Claire A. Huang	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/29/2022	Management	5	Yes	Elect Director Vivian S. Lee	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/29/2022	Management	6	Yes	Elect Director Scott J. McLean	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/29/2022	Management	7	Yes	Elect Director Edward F. Murphy	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/29/2022	Management	8	Yes	Elect Director Stephen D. Quinn	For	For	Against	Against	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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Zions Bancorporation, N.A.	04/29/2022	Management	9	Yes	Elect Director Harris H. Simmons	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/29/2022	Management	10	Yes	Elect Director Aaron B. Skonnard	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/29/2022	Management	11	Yes	Elect Director Barbara A. Yastine	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	04/29/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zions Bancorporation, N.A.	04/29/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Zions Bancorporation, N.A.	04/29/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Zoetis Inc.	05/19/2022	Management	1	Yes	Elect Director Paul M. Bisaro	For	For	For	For	A vote FOR the director nominees is warranted.
Zoetis Inc.	05/19/2022	Management	2	Yes	Elect Director Frank A. D'Amelio	For	For	For	For	A vote FOR the director nominees is warranted.
Zoetis Inc.	05/19/2022	Management	3	Yes	Elect Director Michael B. McCallister	For	For	For	For	A vote FOR the director nominees is warranted.
Zoetis Inc.	05/19/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives appear to be primarily performance-based and half of the long-term incentives are targeted to be performance based.
Zoetis Inc.	05/19/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.
Zoetis Inc.	05/19/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zoetis Inc.	05/19/2022	Management	7	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Zoetis Inc.	05/19/2022	Management	8	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Zoom Video Communications, Inc.	06/16/2022	Management	1	Yes	Elect Director Carl M. Eschenbach	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Bill) McDermott are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Carl Eschenbach are warranted for serving as a director on more than four public company boards. WITHHOLD votes for director nominees Carl Eschenbach, Janet Napolitano, and Santiago Subotovsky are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, as well as for failure to remove the problematic capital structure or subject it to a less onerous sunset requirement.
Zoom Video Communications, Inc.	06/16/2022	Management	2	Yes	Elect Director William R. McDermott	For	For	Withhold	Withhold	WITHHOLD votes for William (Bill) McDermott are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Carl Eschenbach are warranted for serving as a director on more than four public company boards. WITHHOLD votes for director nominees Carl Eschenbach, Janet Napolitano, and Santiago Subotovsky are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, as well as for failure to remove the problematic capital structure or subject it to a less onerous sunset requirement.
Zoom Video Communications, Inc.	06/16/2022	Management	3	Yes	Elect Director Janet Napolitano	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Bill) McDermott are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Carl Eschenbach are warranted for serving as a director on more than four public company boards. WITHHOLD votes for director nominees Carl Eschenbach, Janet Napolitano, and Santiago Subotovsky are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, as well as for failure to remove the problematic capital structure or subject it to a less onerous sunset requirement.
Zoom Video Communications, Inc.	06/16/2022	Management	4	Yes	Elect Director Santiago Subotovsky	For	Withhold	Withhold	Withhold	WITHHOLD votes for William (Bill) McDermott are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Carl Eschenbach are warranted for serving as a director on more than four public company boards. WITHHOLD votes for director nominees Carl Eschenbach, Janet Napolitano, and Santiago Subotovsky are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, as well as for failure to remove the problematic capital structure or subject it to a less onerous sunset requirement.

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Zoom Video Communications, Inc.	06/16/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Zoom Video Communications, Inc.	06/16/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of security-related perquisite to the CEO.
Zscaler, Inc.	01/05/2022	Management	1	Yes	Elect Director Karen Blasing	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Karen Blasing and Charles Giancarlo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for Charles Giancarlo are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR remaining director nominee Eileen Naughton is warranted.
Zscaler, Inc.	01/05/2022	Management	2	Yes	Elect Director Charles Giancarlo	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Karen Blasing and Charles Giancarlo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for Charles Giancarlo are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR remaining director nominee Eileen Naughton is warranted.
Zscaler, Inc.	01/05/2022	Management	3	Yes	Elect Director Eileen Naughton	For	For	For	For	WITHHOLD votes for incumbent director nominees Karen Blasing and Charles Giancarlo are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for Charles Giancarlo are further warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR remaining director nominee Eileen Naughton is warranted.
Zscaler, Inc.	01/05/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Zscaler, Inc.	01/05/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, driven by concerns surrounding the CEO's equity awards. While the awards are entirely performance-based, they utilize the same financial metrics as the annual incentive plan, are measured over a one-year performance period, and lack disclosure of both targets and actual performance. While the same target number of PSUs was granted as in the previous year, the CEO's FY21 equity grant value was substantially larger than the median total pay of both Public Fund Advisory Services' and the company's selected peers. Most other NEOs' equity awards were only subject to time-based vesting.
Zynga Inc.	05/19/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Shareholders are receiving a premium, the strategic rationale appears sound, the sales process appears thorough, there is a downside risk of non-approval, and the balanced form of the merger consideration provides both liquidity and certainty of value and the opportunity to participate in the potential upside of the combined company. As such, support FOR the transaction is warranted.
Zynga Inc.	05/19/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although a portion of the CEO's equity awards will accelerate (i.e. single trigger), the majority of his outstanding equity awards and the equity awards for other NEOs are subject to double trigger vesting. Further, recently granted equity awards will not be auto-accelerated upon the CIC. Cash severance is also double trigger and reasonably based, with no excise tax gross-ups payable.
Zynga Inc.	05/19/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that support for the underlying transaction is warranted.

## B.1.a

TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Accton Technology Corp.	1	Approve Business Operations Report and Financial Statements	No	For	For	For
Accton Technology Corp.	2	Approve Profit Distribution	No	For	For	For
Accton Technology Corp.	3	Approve Amendments to Articles of Association	No	For	For	For
Accton Technology Corp.	4	Amend Rules and Procedures Regarding Shareholder's General Meeting	No	For	For	For
Accton Technology Corp.	5	Amend Procedures Governing the Acquisition or Disposal of Assets	No	For	For	For
Accton Technology Corp.	6	Approve Issuance of Restricted Stocks	No	For	Against	Against
Afya Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Afya Limited	2	Adopt Amended and Restated Memorandum and Articles of Association	No	For	For	For
ALK-Abello A/S	1	Receive Report of Board	Yes			
ALK-Abello A/S	2	Accept Financial Statements and Statutory Reports; Approve Discharge of Management and Board	No	For	For	For
ALK-Abello A/S	3	Approve Allocation of Income and Omission of Dividends	No	For	For	For
ALK-Abello A/S	4	Approve Remuneration Report (Advisory Vote)	No	For	For	For
ALK-Abello A/S	5	Approve Remuneration of Directors in the Amount of DKK 1.05 Million for Chairman, DKK 700,000 for Vice Chairman, and DKK 350,000 for Other Directors; Approve Remuneration for Committee Work	No	For	For	For
ALK-Abello A/S	6	Reelect Anders Hedegaard (Chair) as Director	No	For	For	For
ALK-Abello A/S	7	Reelect Lene Skole (Vice Chair) as Director	No	For	For	For
ALK-Abello A/S	9	Ratify PricewaterhouseCoopers as Auditors	No	For	For	For
ALK-Abello A/S	11	Other Business	Yes			
ALK-Abello A/S	10.a	Approve Creation of DKK 11.1 Million Pool of Capital with Preemptive Rights; Approve Creation of DKK 11.1 Million Pool of Capital without Preemptive Rights; Maximum Increase in Share Capital under Both Authorizations up to DKK 11.1 Million	No	For	For	For
ALK-Abello A/S	10.b	Amend Articles Re: Equity-Related	No	For	For	For
ALK-Abello A/S	10.c	Amend Articles Re: Postal Vote	No	For	For	For
ALK-Abello A/S	10.d	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	No	For	For	For
ALK-Abello A/S	8.a	Reelect Gitte Aabo as Director	No	For	For	For
ALK-Abello A/S	8.b	Reelect Lars Holmqvist as Director	No	For	For	For
ALK-Abello A/S	8.c	Reelect Bertil Lindmark as Director	No	For	For	For
ALK-Abello A/S	8.d	Reelect Jakob Riis as Director	No	For	For	For
ALK-Abello A/S	8.e	Elect Alan Main as New Director	No	For	For	For
Amplifon SpA	1.1	Accept Financial Statements and Statutory Reports	No	For	For	For
Amplifon SpA	1.2	Approve Allocation of Income	No	For	For	For
Amplifon SpA	2.1	Fix Number of Directors	No	None	For	Against
Amplifon SpA	3	Approve Remuneration of Directors	No	None	For	Against
Amplifon SpA	4.1	Approve Remuneration Policy	No	For	Against	Against
Amplifon SpA	4.2	Approve Second Section of the Remuneration Report	No	For	For	For
Amplifon SpA	5	Approve Co-Investment Plan	No	For	For	For

## B.1.a

TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Amplifon SpA	6	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	Against	Against
Amplifon SpA	2.2.1	Slate 1 Submitted by Ampliter Srl	No	None	Against	Against
Amplifon SpA	2.2.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	No	None	For	For
Arcadis NV	2	Receive Report of Supervisory Board (Non-Voting)	Yes			
Arcadis NV	3	Receive Report of Executive Board (Non-Voting)	Yes			
Arcadis NV	6	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	No	For	For	For
Arcadis NV	10	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Arcadis NV	11	Other Business (Non-Voting)	Yes			
Arcadis NV	12	Close Meeting	Yes			
Arcadis NV	1.a	Open Meeting	Yes			
Arcadis NV	1.b	Receive Announcements (non-voting)	Yes			
Arcadis NV	4.a	Adopt Financial Statements	No	For	For	For
Arcadis NV	4.b	Approve Dividends of EUR 0.70 Per Share	No	For	For	For
Arcadis NV	4.c	Approve Special Dividends of EUR 0.60 Per Share	No	For	For	For
Arcadis NV	5.a	Approve Discharge of Executive Board	No	For	For	For
Arcadis NV	5.b	Approve Discharge of Supervisory Board	No	For	For	For
Arcadis NV	7.a	Approve Remuneration Report for Executive Board	No	For	For	For
Arcadis NV	7.b	Approve Remuneration Report for Supervisory Board	No	For	For	For
Arcadis NV	8.a	Reelect M.C. (Michael) Putnam to Supervisory Board	No	For	For	For
Arcadis NV	8.b	Announce Vacancies on the Supervisory Board	Yes			
Arcadis NV	9.a	Grant Board Authority to Issue Shares up to 10 Percent of Issued Capital	No	For	For	For
Arcadis NV	9.b	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For
Asahi Holdings, Inc.	1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Asahi Holdings, Inc.	2.1	Elect Director Terayama, Mitsuharu	No	For	For	For
Asahi Holdings, Inc.	2.2	Elect Director Higashiura, Tomoya	No	For	For	For
BE Semiconductor Industries NV	1	Open Meeting	Yes			
BE Semiconductor Industries NV	2	Receive Annual Report (Non-Voting)	Yes			
BE Semiconductor Industries NV	3	Approve Remuneration Report	No	For	Against	Against
BE Semiconductor Industries NV	4	Adopt Financial Statements and Statutory Reports	No	For	For	For
BE Semiconductor Industries NV	8	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights	No	For	For	For
BE Semiconductor Industries NV	9	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
BE Semiconductor Industries NV	10	Approve Reduction in Share Capital through Cancellation of Shares	No	For	For	For
BE Semiconductor Industries NV	11	Ratify Ernst & Young Accountants LLP as Auditors	No	For	For	For
BE Semiconductor Industries NV	12	Other Business (Non-Voting)	Yes			
BE Semiconductor Industries NV	13	Close Meeting	Yes			
BE Semiconductor Industries NV	5.a	Receive Explanation on Company's Reserves and Dividend Policy	Yes			
BE Semiconductor Industries NV	5.b	Approve Dividends of EUR 3.33 Per Share	No	For	For	For
BE Semiconductor Industries NV	6.a	Approve Discharge of Management Board	No	For	For	For
BE Semiconductor Industries NV	6.b	Approve Discharge of Supervisory Board	No	For	For	For
BE Semiconductor Industries NV	7.a	Reelect Carlo Bozotti to Supervisory Board	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
BE Semiconductor Industries NV	7.b	Reelect Niek Hoek to Supervisory Board	No	For	For	For
Befesa SA	1	Receive Board's and Auditor's Reports	Yes			
Befesa SA	2	Approve Consolidated Financial Statements	No	For	For	For
Befesa SA	3	Approve Financial Statements	No	For	For	For
Befesa SA	4	Approve Allocation of Income and Dividends	No	For	For	For
Befesa SA	5	Approve Discharge of Directors	No	For	For	For
Befesa SA	6	Reelect Georg Graf von Waldersee as Non-Executive Director	No	For	For	For
Befesa SA	7	Reelect Frauke Heistermann as Non-Executive Director	No	For	For	For
Befesa SA	8	Reelect Romeo Kreinberg as Non-Executive Director	No	For	Against	For
Befesa SA	9	Reelect Wolf Lehmann as Executive Director	No	For	For	Against
Befesa SA	10	Reelect Javier Molina Montes as Executive Director	No	For	For	For
Befesa SA	11	Reelect Helmut Wieser as Non-Executive Director	No	For	For	For
Befesa SA	12	Reelect Asier Zarraonandia Ayo as Executive Director	No	For	For	Against
Befesa SA	13	Elect Natalia Latorre Arranz as Non-Executive Director	No	For	For	For
Befesa SA	14	Elect Jose Dominguez Abascal as Non-Executive Director	No	For	For	For
Befesa SA	15	Approve Fixed Remuneration of Non-Executive Directors	No	For	For	For
Befesa SA	16	Approve Remuneration Policy	No	For	Against	Against
Befesa SA	17	Approve Remuneration Report	No	For	Against	Against
Befesa SA	18	Renew Appointment of KPMG Luxembourg as Auditor	No	For	For	For
Bodycote Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Bodycote Plc	2	Approve Final Dividend	No	For	For	For
Bodycote Plc	3	Elect Daniel Dayan as Director	No	For	For	For
Bodycote Plc	4	Re-elect Stephen Harris as Director	No	For	For	For
Bodycote Plc	5	Re-elect Eva Lindqvist as Director	No	For	For	For
Bodycote Plc	6	Re-elect Ian Duncan as Director	No	For	For	For
Bodycote Plc	7	Re-elect Dominique Yates as Director	No	For	For	For
Bodycote Plc	8	Re-elect Patrick Larmon as Director	No	For	For	For
Bodycote Plc	9	Re-elect Lili Chahbazi as Director	No	For	For	For
Bodycote Plc	10	Re-elect Kevin Boyd as Director	No	For	For	For
Bodycote Plc	11	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For
Bodycote Plc	12	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For
Bodycote Plc	13	Approve Remuneration Report	No	For	For	For
Bodycote Plc	14	Approve Remuneration Policy	No	For	Against	For
Bodycote Plc	15	Authorise Issue of Equity	No	For	For	For
Bodycote Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Bodycote Plc		Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For
Bodycote Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Bodycote Plc	18					
Bodycote Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
Bodycote Plc		Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For
Cargojet Inc.	2	Fix Their Remuneration	No	For	For	For
Cargojet Inc.	1a	Elect Director Ajay Virmani	No	For	For	For
Cargojet Inc.	1b	Elect Director Arlene Dickinson	No	For	For	For



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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Cargojet Inc.	1c	Elect Director Alan Gershenhorn	No	For	For	For
Cargojet Inc.	1d	Elect Director Paul Godfrey	No	For	For	For
Cargojet Inc.	1e	Elect Director John Webster	No	For	For	For
Cargojet Inc.	A	The Undersigned Certifies The Shares Represented by this Proxy Are Owned And Controlled By: FOR = Canadian, AGT = Non-Canadian Holder Authorized To Provide Air Service, ABN = Non-Canadian Who Is Not A Non-Canadian Holder Authorized To Provide Air Service.	No	None	Refer	Abstain
Chinasoft International Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Chinasoft International Limited	2.1	Elect He Ning as Director	No	For	For	For
Chinasoft International Limited	2.2	Elect Tang Zhenming as Director	No	For	For	For
Chinasoft International Limited	2.3	Elect Zhang Yaqin as Director	No	For	For	For
Chinasoft International Limited	2.4	Elect Gao Liangyu as Director	No	For	For	For
Chinasoft International Limited	3	Authorize Board to Fix Remuneration of Directors	No	For	For	For
Chinasoft International Limited	4	Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration	No	For	For	For
Chinasoft International Limited	5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against
Chinasoft International Limited	6	Authorize Repurchase of Issued Share Capital	No	For	For	For
Chinasoft International Limited	7	Authorize Reissuance of Repurchased Shares	No	For	Against	Against
Chinasoft International Limited	8	Approve Final Dividend	No	For	For	For
CIE Automotive SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For	For
CIE Automotive SA	2	Approve Discharge of Board	No	For	For	For
CIE Automotive SA	3	Approve Allocation of Income and Dividends	No	For	For	For
CIE Automotive SA	4	Approve Non-Financial Information Statement	No	For	For	For
CIE Automotive SA	5	Authorize Share Repurchase and Capital Reduction via Amortization of Repurchased Shares	No	For	For	For
CIE Automotive SA	6	Approve Annual Maximum Remuneration	No	For	Against	Against
CIE Automotive SA	7	Fix Number of Directors at 14 and Elect Inigo Barea Egana as Director	No	For	Against	Against
CIE Automotive SA	8	Ratify Appointment of and Elect Suman Mishra as Director	No	For	Against	Against
CIE Automotive SA	9	Ratify Appointment of and Elect Elena Orbegozo Laborde as Director	No	For	For	For
CIE Automotive SA	10	Ratify Appointment of and Elect Maria Eugenia Giron Davila as Director	No	For	For	For
CIE Automotive SA	11	Elect Javier Fernandez Alonso as Director	No	For	Against	Against
CIE Automotive SA	12	Renew Appointment of PricewaterhouseCoopers as Auditor for FY 2022	No	For	For	For
CIE Automotive SA	13	Appoint KPMG Auditores as Auditor for FY 2023, 2024 and 2025	No	For	For	For
CIE Automotive SA	14	Amend Articles Re: Allow Shareholder Meetings to be Held in Virtual-Only Format	No	For	For	For
CIE Automotive SA	15	Amend Articles of General Meeting Regulations Re: Allow Shareholder Meetings to be Held in Virtual-Only Format	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
CIE Automotive SA	16	Authorize Increase in Capital up to 50 Percent via Issuance of Equity or Equity-Linked Securities, Excluding Preemptive Rights of up to 20 Percent	No	For	Against	Against
CIE Automotive SA	17	Authorize Issuance of Convertible Bonds, Debentures, Warrants, and Other Debt Securities up to EUR 1 Billion with Exclusion of Preemptive Rights up to 20 Percent of Capital	No	For	Against	Against
CIE Automotive SA	18	Advisory Vote on Remuneration Report	No	For	Against	Against
CIE Automotive SA	19	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For
CIE Automotive SA	20	Approve Minutes of Meeting	No	For	For	For
Daiseki Co., Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 32	No	For	For	For
Daiseki Co., Ltd.	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Daiseki Co., Ltd.	3.1	Elect Director Yamamoto, Tetsuya	No	For	For	For
Daiseki Co., Ltd.	3.2	Elect Director Ito, Yasuo	No	For	For	For
Daiseki Co., Ltd.	3.3	Elect Director Amano, Koji	No	For	For	For
Daiseki Co., Ltd.	4.1	Elect Director and Audit Committee Member Sahashi, Norikazu	No	For	For	For
Daiseki Co., Ltd.	4.2	Elect Director and Audit Committee Member Mizuno, Nobukatsu	No	For	For	For
Daiseki Co., Ltd.	4.3	Elect Director and Audit Committee Member Kako, Mitsuyo	No	For	For	For
Dalata Hotel Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Dalata Hotel Group Plc	2	Approve Remuneration Report	No	For	For	For
Dalata Hotel Group Plc	4	Authorise Board to Fix Remuneration of Auditors	No	For	For	For
Dalata Hotel Group Plc	5	Authorise Issue of Equity	No	For	For	For
Dalata Hotel Group Plc	6	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Dalata Hotel Group Plc	7	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For
Dalata Hotel Group Plc	8	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Dalata Hotel Group Plc	9	Authorise Re-allotment of Treasury Shares	No	For	For	For
Dalata Hotel Group Plc	10	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
Dalata Hotel Group Plc	3a	Re-elect John Hennessy as Director	No	For	For	For
Dalata Hotel Group Plc	3b	Re-elect Dermot Crowley as Director	No	For	For	For
Dalata Hotel Group Plc	3c	Re-elect Margaret Sweeney as Director	No	For	For	For
Dalata Hotel Group Plc	3d	Re-elect Elizabeth McMeikan as Director	No	For	For	For
Dalata Hotel Group Plc	3e	Elect Cathriona Hallahan as Director	No	For	For	For
Dalata Hotel Group Plc	3f	Elect Gervaise Slowey as Director	No	For	For	For
Dalata Hotel Group Plc	3g	Re-elect Shane Casserly as Director	No	For	For	For
Dalata Hotel Group Plc	3h	Elect Carol Phelan as Director	No	For	For	For
doValue SpA	1.1	Accept Financial Statements and Statutory Reports	No	For	For	For
doValue SpA	1.2	Approve Allocation of Income	No	For	For	For
doValue SpA	2.1	Approve Remuneration Policy	No	For	Against	Against
doValue SpA	2.3	Approve 2022-2024 Incentive Plan	No	For	For	For
doValue SpA	3	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
doValue SpA	4.1	Elect Cristina Finocchi Mahne as Director	No	For	Against	Against
doValue SpA	4.2	Elect Bettina Campedelli as Director	No	None	For	For
doValue SpA	5	Adjust Remuneration of External Auditors	No	For	For	For
doValue SpA	2.2a	Approve Second Section of the Remuneration Report	No	For	Against	Against
doValue SpA	2.2b	Approve Proposed Waiver to the 2021 Remuneration Policy Concerning the Allocation of the 2021 Variable Remuneration of the CEO	No	For	Against	Against
doValue SpA	A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	No	None	Against	Against
FinecoBank SpA	1	Accept Financial Statements and Statutory Reports	No	For	For	For
FinecoBank SpA	1	Authorize Board to Increase Capital to Service 2022 Incentive System	No	For	For	For
FinecoBank SpA	2	Approve Allocation of Income	No	For	For	For
FinecoBank SpA	2	Authorize Board to Increase Capital to Service 2021 Incentive System	No	For	For	For
FinecoBank SpA	3	Approve Remuneration Policy	No	For	For	For
FinecoBank SpA	4	Approve Second Section of the Remuneration Report	No	For	For	For
FinecoBank SpA	5	Approve 2022 Incentive System for Employees	No	For	For	For
FinecoBank SpA	6	Approve 2022 Incentive System for Personal Financial Advisors	No	For	For	For
FinecoBank SpA	7	Authorize Share Repurchase Program and Reissuance of Repurchased Shares to Service the 2022 PFA System	No	For	For	For
Fortnox AB	1	Open Meeting	Yes			
Fortnox AB	2	Elect Chairman of Meeting	No	For	For	For
Fortnox AB	3	Prepare and Approve List of Shareholders	No	For	For	For
Fortnox AB	4	Approve Agenda of Meeting	No	For	For	For
Fortnox AB	5	Designate Inspector(s) of Minutes of Meeting	No	For	For	For
Fortnox AB	6	Acknowledge Proper Convening of Meeting	No	For	For	For
Fortnox AB	7	Receive Financial Statements and Statutory Reports	Yes			
Fortnox AB	8	Receive CEO's Report	Yes			
Fortnox AB	10.1	Determine Number of Members (5) and Deputy Members (0) of Board	No	For	For	For
Fortnox AB	10.2	Determine Number of Auditors (1)	No	For	For	For
Fortnox AB	11.1	Approve Remuneration of Directors in the Amount of SEK 700,000 to Chairman and 300,000 to Other Directors; Approve Remuneration for Committee Work	No	For	For	For
Fortnox AB	11.2	Approve Remuneration of Auditors	No	For	For	For
Fortnox AB	12.1	Reelect Anna Frick as Director	No	For	Against	For
Fortnox AB	12.2	Reelect Magnus Gudehn as Director	No	For	For	For
Fortnox AB	12.3	Reelect Olof Hallrup as Director	No	For	For	For
Fortnox AB	12.4	Reelect Olof Hallrup as Board Chair	No	For	For	For
Fortnox AB	12.5	Reelect Lena Glader as Director	No	For	For	For
Fortnox AB	12.6	Reelect Per Bertland as Director	No	For	For	For
Fortnox AB	12.7	Ratify KPMG as Auditors	No	For	For	For
Fortnox AB	13	Authorize Chairman of the Board and Representatives of Three of Company's Largest Shareholders to Serve on Nominating Committee	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Fortnox AB	14	Approve Remuneration Report	No	For	Against	Against
Fortnox AB	15	Approve Warrant Plan for Key Employees	No	For	For	For
Fortnox AB	16	Approve Creation of Pool of Capital without Preemptive Rights	No	For	For	For
Fortnox AB	17	Close Meeting	Yes			
Fortnox AB	9.a	Accept Financial Statements and Statutory Reports	No	For	For	For
Fortnox AB	9.b	Approve Allocation of Income and Dividends of SEK 0.08 Per Share	No	For	For	For
Fortnox AB	9.c.1	Approve Discharge of Olof Hallrup	No	For	For	For
Fortnox AB	9.c.2	Approve Discharge of Andreas Kemi	No	For	For	For
Fortnox AB	9.c.3	Approve Discharge of Anna Frick	No	For	For	For
Fortnox AB	9.c.4	Approve Discharge of Lena Glader	No	For	For	For
Fortnox AB	9.c.5	Approve Discharge of Magnus Gudehn	No	For	For	For
Fortnox AB	9.c.6	Approve Discharge of Per Bertland	No	For	For	For
Fortnox AB	9.c.7	Approve Discharge of Tuva Palm	No	For	For	For
Fortnox AB	9.c.8	Approve Discharge of Tommy Eklund	No	For	For	For
Friedrich Vorwerk Group SE	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)	Yes			
Friedrich Vorwerk Group SE	2	Approve Allocation of Income and Dividends of EUR 0.20 per Share	No	For	For	For
Friedrich Vorwerk Group SE	3	Approve Discharge of Management Board for Fiscal Year 2021	No	For	For	For
Friedrich Vorwerk Group SE	4	Approve Discharge of Supervisory Board for Fiscal Year 2021	No	For	For	For
Friedrich Vorwerk Group SE	5	Ratify RSM GmbH as Auditors for Fiscal Year 2022	No	For	For	For
Friedrich Vorwerk Group SE	6	Approve Remuneration Policy	No	For	Against	Against
Friedrich Vorwerk Group SE	7	Approve Remuneration Report	No	For	Against	Against
Friedrich Vorwerk Group SE	8	Approve Remuneration of Supervisory Board	No	For	For	For
Fuji Corp. (Machinery)	1	Approve Allocation of Income, with a Final Dividend of JPY 35	No	For	For	For
Fuji Corp. (Machinery)	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Fuji Corp. (Machinery)	3.1	Elect Director Soga, Nobuyuki	No	For	For	For
Fuji Corp. (Machinery)	3.2	Elect Director Suhara, Shinsuke	No	For	For	For
Fuji Corp. (Machinery)	3.3	Elect Director Ezaki, Hajime	No	For	For	For
Fuji Corp. (Machinery)	3.4	Elect Director Kano, Junichi	No	For	For	For
Fuji Corp. (Machinery)	3.5	Elect Director Isozumi, Joji	No	For	For	For
Fuji Corp. (Machinery)	3.6	Elect Director Kawai, Nobuko	No	For	For	For
Fuji Corp. (Machinery)	3.7	Elect Director Tamada, Hideaki	No	For	For	For
Fuji Corp. (Machinery)	3.8	Elect Director Mizuno, Shoji	No	For	For	For
Fuji Corp. (Machinery)	4	Appoint Statutory Auditor Sugiura, Masaaki	No	For	For	For
Fuji Corp. (Machinery)	5	Appoint Alternate Statutory Auditor Abe, Masaaki	No	For	For	For
Fuso Chemical Co., Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 30	No	For	For	For
Fuso Chemical Co., Ltd.	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Fuso Chemical Co., Ltd.	3.1	Elect Director Fujioka, Misako	No	For	For	For
Fuso Chemical Co., Ltd.	3.2	Elect Director Sugita, Shinichi	No	For	For	For
Fuso Chemical Co., Ltd.	3.3	Elect Director Masauji, Haruo	No	For	For	For
Fuso Chemical Co., Ltd.	3.4	Elect Director Tanimura, Takashi	No	For	For	For
Fuso Chemical Co., Ltd.	3.5	Elect Director Sugimoto, Motoki	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Investment Manager Vote
Fuso Chemical Co., Ltd.	3.6	Elect Director Fujioka, Atsushi	No	For	For	For
Fuso Chemical Co., Ltd.	3.7	Elect Director Hyakushima, Hakaru	No	For	For	For
Fuso Chemical Co., Ltd.	4.1	Elect Director and Audit Committee Member Kinoshita, Yoshiki	No	For	For	For
Fuso Chemical Co., Ltd.	4.2	Elect Director and Audit Committee Member Eguro, Sayaka	No	For	For	For
Future Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Future Plc	2	Approve Final Dividend	No	For	For	For
Future Plc	3	Approve Remuneration Report	No	For	Against	Against
Future Plc	4	Re-elect Richard Huntingford as Director	No	For	For	For
Future Plc	5	Re-elect Zillah Byng-Thorne as Director	No	For	For	For
Future Plc	6	Re-elect Meredith Amdur as Director	No	For	For	For
Future Plc	7	Re-elect Mark Brooker as Director	No	For	Against	For
Future Plc	8	Re-elect Hugo Drayton as Director	No	For	For	For
Future Plc	9	Re-elect Rob Hattrell as Director	No	For	Against	For
Future Plc	10	Elect Penny Ladkin-Brand as Director	No	For	For	For
Future Plc	11	Re-elect Alan Newman as Director	No	For	For	For
Future Plc	12	Elect Anglea Seymour-Jackson as Director	No	For	For	For
Future Plc	13	Reappoint Deloitte LLP as Auditors	No	For	For	For
Future Plc	14	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	No	For	For	For
Future Plc	15	Authorise Issue of Equity	No	For	For	Against
Future Plc	16	Authorise UK Political Donations and Expenditure	No	For	For	For
Future Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Future Plc	18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For
Future Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
Gaztransport & Technigaz SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For
Gaztransport & Technigaz SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
Gaztransport & Technigaz SA	3	Approve Allocation of Income and Dividends of EUR 3.10 per Share	No	For	For	For
Gaztransport & Technigaz SA	4	Approve Auditors' Special Report on Related-Party Transactions	No	For	For	For
Gaztransport & Technigaz SA	5	Ratify Appointment of Catherine Ronge as Director	No	For	For	For
Gaztransport & Technigaz SA	6	Ratify Appointment of Florence Fouquet as Director	No	For	For	For
Gaztransport & Technigaz SA	7	Elect Pascal Macioce as Director	No	For	For	For
Gaztransport & Technigaz SA	8	Reelect Philippe Berterottiere as Director	No	For	For	For
Gaztransport & Technigaz SA	9	Renew Appointment of Ernst & Young as Auditor	No	For	For	For
Gaztransport & Technigaz SA	10	Renew Appointment of Auditex as Alternate Auditor	No	For	For	For
Gaztransport & Technigaz SA	11	Approve Compensation Report	No	For	For	For
Gaztransport & Technigaz SA	12	Approve Compensation of Philippe Berterottiere, Chairman and CEO	No	For	For	For
Gaztransport & Technigaz SA	13	Approve Remuneration Policy of Chairman and CEO	No	For	For	For
Gaztransport & Technigaz SA	14	Approve Remuneration Policy of Directors	No	For	For	For
Gaztransport & Technigaz SA	15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Gaztransport & Technigaz SA	16	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For



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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Gaztransport & Technigaz SA	17	Authorize up to 1 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	For	For
Gaztransport & Technigaz SA	18	Elect Antoine Rostand as Director	No	For	For	For
Gaztransport & Technigaz SA	19	Authorize Filing of Required Documents/Other Formalities	No	For	For	For
Grafton Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Grafton Group Plc	2	Approve Final Dividend	No	For	For	For
Grafton Group Plc	4	Ratify PricewaterhouseCoopers as Auditors	No	For	For	For
Grafton Group Plc	5	Authorise Board to Fix Remuneration of Auditors	No	For	For	For
Grafton Group Plc	6	Approve Remuneration Report	No	For	For	For
Grafton Group Plc	7	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
Grafton Group Plc	8	Authorise Issue of Equity	No	For	For	For
Grafton Group Plc	9	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Grafton Group Plc	10	Authorise Market Purchase of Shares	No	For	For	For
Grafton Group Plc	11	Determine the Price Range at which Treasury Shares may be Re-issued Off-Market	No	For	For	For
Grafton Group Plc	12	Amend Grafton Group plc Employee Share Participation Scheme	No	For	For	For
Grafton Group Plc	3a	Re-elect Paul Hampden Smith as Director	No	For	For	For
Grafton Group Plc	3b	Re-elect Susan Murray as Director	No	For	For	For
Grafton Group Plc	3c	Re-elect Vincent Crowley as Director	No	For	For	For
Grafton Group Plc	3d	Re-elect Rosheen McGuckian as Director	No	For	For	For
Grafton Group Plc	3e	Elect Avis Darzins as Director	No	For	For	For
Grafton Group Plc	3f	Re-elect David Arnold as Director	No	For	For	For
Grafton Group Plc	3g	Re-elect Gavin Slark as Director	No	For	For	For
Grafton Group Plc	3h	Re-elect Michael Roney as Director	No	For	For	For
Horiba Ltd.	1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Horiba Ltd.	2.1	Elect Director Horiba, Atsushi	No	For	For	For
Horiba Ltd.	2.2	Elect Director Saito, Juichi	No	For	For	For
Horiba Ltd.	2.3	Elect Director Adachi, Masayuki	No	For	For	For
Horiba Ltd.	2.4	Elect Director Okawa, Masao	No	For	For	For
Horiba Ltd.	2.5	Elect Director Nagano, Takashi	No	For	For	For
Horiba Ltd.	2.6	Elect Director Jai Hakhu	No	For	For	For
Horiba Ltd.	2.7	Elect Director Takeuchi, Sawako	No	For	For	For
Horiba Ltd.	2.8	Elect Director Toyama, Haruyuki	No	For	For	For
Horiba Ltd.	2.9	Elect Director Matsuda, Fumihiko	No	For	For	For
Horiba Ltd.	3.1	Appoint Alternate Statutory Auditor Yoshida, Kazumasa	No	For	For	For
Horiba Ltd.	3.2	Appoint Alternate Statutory Auditor Motokawa, Hitoshi	No	For	For	For
Horiba Ltd.	4	Approve Compensation Ceiling for Directors	No	For	For	For
Horiba Ltd.	5	Approve Restricted Stock Plan and Equity Compensation Plan	No	For	For	For
Howden Joinery Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Howden Joinery Group Plc	2	Approve Remuneration Report	No	For	For	For
Howden Joinery Group Plc	3	Approve Remuneration Policy	No	For	For	For
Howden Joinery Group Plc	4	Approve Final Dividend	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Investment Manager Vote
Howden Joinery Group Plc	5	Re-elect Karen Caddick as Director	No	For	For	For
Howden Joinery Group Plc	6	Re-elect Andrew Cripps as Director	No	For	For	For
Howden Joinery Group Plc	7	Re-elect Geoff Drabble as Director	No	For	For	For
Howden Joinery Group Plc	8	Re-elect Louise Fowler as Director	No	For	For	For
Howden Joinery Group Plc	9	Re-elect Paul Hayes as Director	No	For	For	For
Howden Joinery Group Plc	10	Re-elect Andrew Livingston as Director	No	For	For	For
Howden Joinery Group Plc	11	Re-elect Richard Pennycook as Director	No	For	For	For
Howden Joinery Group Plc	12	Re-elect Debbie White as Director	No	For	For	For
Howden Joinery Group Plc	13	Appoint KPMG LLP as Auditors	No	For	For	For
Howden Joinery Group Plc	14	Authorise Board to Fix Remuneration of Auditors	No	For	For	For
Howden Joinery Group Plc	15	Authorise UK Political Donations and Expenditure	No	For	For	For
Howden Joinery Group Plc	16	Authorise Issue of Equity	No	For	For	For
Howden Joinery Group Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Howden Joinery Group Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Howden Joinery Group Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
Huhtamaki Oyj	1	Open Meeting	Yes			
Huhtamaki Oyj	2	Call the Meeting to Order	Yes			
Huhtamaki Oyj	3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Yes			
Huhtamaki Oyj	4	Acknowledge Proper Convening of Meeting	Yes			
Huhtamaki Oyj	5	Prepare and Approve List of Shareholders	Yes			
Huhtamaki Oyj	6	Receive Financial Statements and Statutory Reports	Yes			
Huhtamaki Oyj	7	Accept Financial Statements and Statutory Reports	No	For	For	For
Huhtamaki Oyj	8	Approve Allocation of Income and Dividends of EUR 0.94 Per Share	No	For	For	For
Huhtamaki Oyj	9	Approve Discharge of Board and President	No	For	For	For
Huhtamaki Oyj	10	Approve Remuneration Report (Advisory Vote)	No	For	For	For
Huhtamaki Oyj	11	Approve Remuneration of Directors in the Amount of EUR 160,000 for Chairman, EUR 75,000 for Vice Chairman, and EUR 62,000 for Other Directors; Approve Remuneration for Committee Work; Approve Meeting Fees	No	For	For	For
Huhtamaki Oyj	12	Fix Number of Directors at Nine	No	For	For	For
Huhtamaki Oyj	13	Reelect Pekka Ala-Pietila (Chair), Doug Baillie, William R. Barker, Anja Korhonen, Kerttu Tuomas (Vice Chair), Sandra Turner and Ralf K. Wunderlich as Directors; Elect Mercedes Alonso and Heikki Takala as New Directors	No	For	For	For
Huhtamaki Oyj	14	Approve Remuneration of Auditors	No	For	For	For
Huhtamaki Oyj	15	Ratify KPMG as Auditors	No	For	For	For
Huhtamaki Oyj	16	Authorize Share Repurchase Program	No	For	For	For
Huhtamaki Oyj	17	Approve Issuance of up to 10 Million New Shares and Conveyance of up to 4 Million Shares without Preemptive Rights	No	For	For	For
Huhtamaki Oyj	18	Close Meeting	Yes			
Indra Sistemas SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Indra Sistemas SA	2	Approve Non-Financial Information Statement	No	For	For	For
Indra Sistemas SA	3	Approve Allocation of Income and Dividends	No	For	For	For
Indra Sistemas SA	4	Approve Discharge of Board	No	For	For	For
Indra Sistemas SA	5	Renew Appointment of Deloitte as Auditor	No	For	For	For
Indra Sistemas SA	6.1	Ratify Appointment of and Elect Luis Abril Mazuelas as Director	No	For	For	For
Indra Sistemas SA	6.2	Ratify Appointment of and Elect Francisco Javier Garcia Sanz as Director	No	For	For	For
Indra Sistemas SA	6.3	Reelect Isabel Torremocha Ferrezuelo as Director	No	For	For	For
Indra Sistemas SA	6.4	Reelect Antonio Cuevas Delgado as Director	No	For	For	For
Indra Sistemas SA	6.5	Reelect Miguel Sebastian Gascon as Director	No	For	For	For
Indra Sistemas SA	7	Authorize Increase in Capital up to 50 Percent via Issuance of Equity or Equity-Linked Securities, Excluding Preemptive Rights of up to 10 Percent	No	For	For	For
Indra Sistemas SA	8	Authorize Issuance of Non-Convertible Bonds/Debentures and/or Other Debt Securities up to EUR 1 Billion	No	For	For	For
Indra Sistemas SA	9	Authorize Issuance of Convertible Bonds, Debentures, Warrants, and Other Debt Securities up to EUR 500 Million with Exclusion of Preemptive Rights up to 10 Percent of Capital	No	For	For	For
Indra Sistemas SA	10	Advisory Vote on Remuneration Report	No	For	For	For
Indra Sistemas SA	11	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For
Indra Sistemas SA	12	Receive Amendments to Board of Directors Regulations	Yes			
Indra Sistemas SA	6bis	Elect Jokin Aperribay Bedialauneta as Director	No	Against	Against	Against
Interpump Group SpA	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Interpump Group SpA	1.1	Approve to Extend the Duration of the Company and Amend Articles of Association	No	For	For	For
Interpump Group SpA	1.2	Amend Company Bylaws Re: Articles 5, 14 and 19	No	For	For	For
Interpump Group SpA	2	Receive Consolidated Non-Financial Statements and Statutory Reports (Non-Voting)	Yes			
Interpump Group SpA	3	Approve Allocation of Income	No	For	For	For
Interpump Group SpA	4	Approve Second Section of the Remuneration Report	No	For	Against	Against
Interpump Group SpA	5	Approve Remuneration of Directors	No	For	For	For
Interpump Group SpA	6	Approve Incentive Plan 2022-2024	No	For	For	For
Interpump Group SpA	7	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	Against	For
Interpump Group SpA	8	Elect Claudio Berretti as Director and Approve Director's Remuneration	No	For	Against	For
Interpump Group SpA	A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	No	None	Against	Against
Ipsos SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For
Ipsos SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
Ipsos SA	3	Approve Allocation of Income and Dividends of EUR 1.15 per Share	No	For	For	For
Ipsos SA	4	Approve Auditors' Special Report on Related-Party Transactions	No	For	Against	For
Ipsos SA	5	Ratify Appointment of Ben Page as Director	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Ipsos SA	6	Ratify Appointment of Pierre Barnabe as Director	No	For	For	For
Ipsos SA	7	Reelect Pierre Barnabe as Director	No	For	For	For
Ipsos SA	8	Acknowledge End of Mandate of Florence von Erb as Director and Decision Not to Replace	No	For	For	For
Ipsos SA	9	Elect Virginie Calmels as Director	No	For	For	For
Ipsos SA	10	Renew Appointment of Mazars as Auditor	No	For	For	For
Ipsos SA	11	Approve Remuneration of Directors in the Aggregate Amount of EUR 450,000	No	For	For	For
Ipsos SA	12	Approve Compensation of Didier Truchot, Chairman and CEO From 1 January 2021 to 30 September 2021 and CEO from 1 October 2021 to 14 November 2021	No	For	Against	Against
Ipsos SA	13	Approve Compensation of Ben Page, CEO From 15 November 2021 to 31 December 2021	No	For	For	For
Ipsos SA	14	Approve Compensation of Didier Truchot, Chairman of the Board From 1 October 2021 to 31 December 2021	No	For	For	For
Ipsos SA	15	Approve Compensation of Pierre Le Manh, Vice-CEO From 1 January to 10 September 2021	No	For	Against	Against
Ipsos SA	16	Approve Compensation of Laurence Stoclet, Vice-CEO	No	For	Against	Against
Ipsos SA	17	Approve Compensation of Henri Wallard, Vice-CEO	No	For	Against	Against
Ipsos SA	18	Approve Remuneration Policy of CEO	No	For	For	For
Ipsos SA	19	Approve Remuneration Policy of Chairman of the Board	No	For	For	For
Ipsos SA	20	Approve Remuneration Policy of Vice-CEOs	No	For	Against	Against
Ipsos SA	21	Approve Remuneration Policy of Directors	No	For	For	For
Ipsos SA	22	Approve Compensation Report of Corporate Officers	No	For	For	For
Ipsos SA	23	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Ipsos SA	24	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For
Ipsos SA	25	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 5.5 Million	No	For	For	For
Ipsos SA	26	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 1.1 Million	No	For	For	For
Ipsos SA	27	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 1.1 Million	No	For	For	For
Ipsos SA	28	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	No	For	For	For
Ipsos SA	29	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	No	For	For	For
Ipsos SA	30	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For	For
Ipsos SA	31	Authorize Capital Increase of Up to EUR 1.1 Million for Future Exchange Offers	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Ipsos SA	32	Authorize Capitalization of Reserves of Up to EUR 1.1 Million for Bonus Issue or Increase in Par Value	No	For	For	For
Ipsos SA	33	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For
Ipsos SA	34	Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 26-27, 29-31 and 33 at EUR 1.1 Million; Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 25-27, 29-31 and 33 at EUR 5.5 Million	No	For	For	For
Ipsos SA	35	Authorize Filing of Required Documents/Other Formalities	No	For	For	For
Ipsos SA	A	Elect Hubert Mathet as Director	No	Against	For	For
K Car Co., Ltd.	1	Elect Min Won-pyo as Outside Director	No	For	For	For
K Car Co., Ltd.	1	Approve Financial Statements	No	For	For	For
K Car Co., Ltd.	2	Elect Min Won-pyo as a Member of Audit Committee	No	For	For	For
K Car Co., Ltd.	2	Approve Appropriation of Income	No	For	For	For
K Car Co., Ltd.	3.1	Elect Yoon Yeo-eul as Non-Independent Non-Executive Director	No	For	For	For
K Car Co., Ltd.	3.2	Elect Cho Seong-gwan as Non-Independent Non-Executive Director	No	For	For	For
K Car Co., Ltd.	3.3	Elect Kim Seong-ju as Non-Independent Non-Executive Director	No	For	For	For
K Car Co., Ltd.	3.4	Elect Je Ah-reum as Outside Director	No	For	For	For
K Car Co., Ltd.	4	Elect Han Chan-hui as Outside Director to Serve as an Audit Committee Member	No	For	For	For
K Car Co., Ltd.	5	Elect Je Ah-reum as Audit Committee Member	No	For	For	For
K Car Co., Ltd.	6	Approve Increase in Remuneration Pay of Executive Officers	No	For	Against	For
K Car Co., Ltd.	7.1	Approve Total Remuneration of Inside Directors and Outside Directors	No	For	For	For
K Car Co., Ltd.	7.2	Approve Total Remuneration of Executive Officers	No	For	For	For
Kadokawa Corp.	1	Amend Articles to Adopt Board Structure with Audit Committee - Allow Virtual Only Shareholder Meetings - Amend Provisions on Number of Directors	No	For	For	For
Kadokawa Corp.	2.1	Elect Director Kadokawa, Tsuguhiko	No	For	For	For
Kadokawa Corp.	2.10	Elect Director Ruth Marie Jarman	No	For	For	For
Kadokawa Corp.	2.2	Elect Director Matsubara, Masaki	No	For	For	For
Kadokawa Corp.	2.3	Elect Director Natsuno, Takeshi	No	For	For	For
Kadokawa Corp.	2.4	Elect Director Yamashita, Naohisa	No	For	For	For
Kadokawa Corp.	2.5	Elect Director Murakawa, Shinobu	No	For	For	For
Kadokawa Corp.	2.6	Elect Director Kase, Noriko	No	For	For	For
Kadokawa Corp.	2.7	Elect Director Kawakami, Nobuo	No	For	For	For
Kadokawa Corp.	2.8	Elect Director Cindy Chou	No	For	For	For
Kadokawa Corp.	2.9	Elect Director Unora, Hiro	No	For	For	For
Kadokawa Corp.	3.1	Elect Director and Audit Committee Member Moriizumi, Tomoyuki	No	For	For	For
Kadokawa Corp.	3.2	Elect Director and Audit Committee Member Funatsu, Koji	No	For	For	For
Kadokawa Corp.	3.3	Elect Director and Audit Committee Member Watanabe, Akira	No	For	For	For
Kadokawa Corp.	4	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	No	For	For	For



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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Kadokawa Corp.	5	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	No	For	For	For
Kadokawa Corp.	6	Approve Trust-Type Equity Compensation Plan	No	For	For	Against
KATITAS Co., Ltd.	1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
KATITAS Co., Ltd.	2.1	Elect Director Arai, Katsutoshi	No	For	For	For
KATITAS Co., Ltd.	2.2	Elect Director Yokota, Kazuhito	No	For	For	For
KATITAS Co., Ltd.	2.3	Elect Director Ushijima, Takayuki	No	For	For	For
KATITAS Co., Ltd.	2.4	Elect Director Shirai, Toshiyuki	No	For	For	For
KATITAS Co., Ltd.	2.5	Elect Director Kumagai, Seiichi	No	For	For	For
KATITAS Co., Ltd.	2.6	Elect Director Tsukuda, Hideaki	No	For	For	For
KATITAS Co., Ltd.	2.7	Elect Director Suto, Miwa	No	For	For	For
KATITAS Co., Ltd.	3.1	Appoint Alternate Statutory Auditor Nakanishi, Noriyuki	No	For	For	For
KATITAS Co., Ltd.	3.2	Appoint Alternate Statutory Auditor Fukushima, Kanae	No	For	For	For
Keywords Studios Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Keywords Studios Plc	2	Approve Remuneration Report	No	For	Against	Against
Keywords Studios Plc	3	Approve Final Dividend	No	For	For	For
Keywords Studios Plc	4	Elect Bertrand Bodson as Director	No	For	For	For
Keywords Studios Plc	5	Elect Marion Sears as Director	No	For	For	For
Keywords Studios Plc	6	Elect Neil Thompson as Director	No	For	For	For
Keywords Studios Plc	7	Re-elect Ross Graham as Director	No	For	For	For
Keywords Studios Plc	8	Re-elect Charlotta Ginman as Director	No	For	For	For
Keywords Studios Plc	9	Re-elect Georges Fornay as Director	No	For	For	For
Keywords Studios Plc	10	Re-elect Jon Hauck as Director	No	For	For	For
Keywords Studios Plc	11	Reappoint BDO LLP as Auditors	No	For	For	For
Keywords Studios Plc	12	Authorise Board to Fix Remuneration of Auditors	No	For	For	For
Keywords Studios Plc	13	Authorise Issue of Equity	No	For	For	For
Keywords Studios Plc	14	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Keywords Studios Plc	15	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For
Keywords Studios Plc	16	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Keywords Studios Plc	17	Amend Articles of Association	No	For	For	For
Kobe Bussan Co., Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 20	No	For	For	For
Kobe Bussan Co., Ltd.	2	Amend Articles to Adopt Board Structure with Audit Committee - Limit Rights of Odd-Lot Holders - Amend Provisions on Number of Directors - Indemnify Directors - Authorize Board to Determine Income Allocation	No	For	For	For
Kobe Bussan Co., Ltd.	3.1	Elect Director Numata, Hirokazu	No	For	For	For
Kobe Bussan Co., Ltd.	3.2	Elect Director Tanaka, Yasuhiro	No	For	For	For
Kobe Bussan Co., Ltd.	3.3	Elect Director Asami, Kazuo	No	For	For	For
Kobe Bussan Co., Ltd.	3.4	Elect Director Nishida, Satoshi	No	For	For	For
Kobe Bussan Co., Ltd.	3.5	Elect Director Watanabe, Akihito	No	For	For	For
Kobe Bussan Co., Ltd.	3.6	Elect Director Kido, Yasuharu	No	For	For	For
Kobe Bussan Co., Ltd.	4.1	Elect Director and Audit Committee Member Masada, Koichi	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Kobe Bussan Co., Ltd.	4.2	Elect Director and Audit Committee Member Shibata, Mari	No	For	For	For
Kobe Bussan Co., Ltd.	4.3	Elect Director and Audit Committee Member Tabata, Fusao	No	For	Against	Against
Kobe Bussan Co., Ltd.	4.4	Elect Director and Audit Committee Member Ieki, Takeshi	No	For	Against	Against
Kobe Bussan Co., Ltd.	4.5	Elect Director and Audit Committee Member Nomura, Sachiko	No	For	For	For
Kobe Bussan Co., Ltd.	5	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	No	For	For	For
Kobe Bussan Co., Ltd.	6	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	No	For	For	For
Kobe Bussan Co., Ltd.	7	Approve Trust-Type Equity Compensation Plan	No	For	For	For
Koh Young Technology, Inc.	1	Approve Financial Statements and Allocation of Income	No	For	For	For
Koh Young Technology, Inc.	2	Amend Articles of Incorporation	No	For	For	For
Koh Young Technology, Inc.	3.1	Elect Lim Woo-young as Inside Director	No	For	For	For
Koh Young Technology, Inc.	3.2	Elect Ko Yoo-ri as Inside Director	No	For	For	For
Koh Young Technology, Inc.	3.3	Elect Kim Jeong-ho as Outside Director	No	For	For	For
Koh Young Technology, Inc.	4	Appoint Lee Jong-gi as Internal Auditor	No	For	For	For
Koh Young Technology, Inc.	5	Approve Total Remuneration of Inside Directors and Outside Directors	No	For	For	For
Koh Young Technology, Inc.	6	Authorize Board to Fix Remuneration of Internal Auditor(s)	No	For	For	For
Meitec Corp.	1	Approve Allocation of Income, with a Final Dividend of JPY 139	No	For	For	For
Meitec Corp.	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Meitec Corp.	3	Approve Performance-Based Cash Compensation Ceiling for Directors	No	For	For	For
Metropole Television SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For
Metropole Television SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
Metropole Television SA	3	Approve Allocation of Income and Dividends of EUR 1.00 per Share	No	For	For	For
Metropole Television SA	4	Approve Transfer From Carry Forward Account to Other Reserves	No	For	For	For
Metropole Television SA	5	Approve Auditors' Special Report on Related-Party Transactions	No	For	For	For
Metropole Television SA	6	Reelect Marie Cheval as Supervisory Board Member	No	For	For	For
Metropole Television SA	7	Reelect Nicolas Houze as Supervisory Board Member	No	For	For	For
Metropole Television SA	8	Reelect Jennifer Mullin as Supervisory Board Member	No	For	Against	Against
Metropole Television SA	9	Reelect Bjorn Bauer as Supervisory Board Member	No	For	Against	Against
Metropole Television SA	10	Approve Compensation Report of Corporate Officers	No	For	Against	Against
Metropole Television SA	11	Approve Compensation of Nicolas de Tavernost, Chairman of the Management Board	No	For	Against	Against
Metropole Television SA	12	Approve Remuneration Policy of Chairman of the Management Board	No	For	Against	Against
Metropole Television SA	13	Approve Compensation of Thomas Valentin, Management Board Member	No	For	Against	Against
Metropole Television SA	14	Approve Compensation of Regis Ravanis, Management Board Member	No	For	Against	Against
Metropole Television SA	15	Approve Compensation of Jerome Lefebure, Management Board Member	No	For	Against	Against

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Metropole Television SA	16	Approve Compensation of David Larramendy, Management Board Member	No	For	Against	Against
Metropole Television SA	17	Approve Remuneration Policy of Management Board Members	No	For	Against	Against
Metropole Television SA	18	Approve Compensation of Elmar Heggen, Chairman of the Supervisory Board	No	For	For	For
Metropole Television SA	19	Approve Remuneration Policy of Supervisory Board Members	No	For	For	For
Metropole Television SA	20	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Metropole Television SA	21	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For
Metropole Television SA	22	Authorize up to 2,300,000 Shares of Issued Capital for Use in Restricted Stock Plans Reserved for Employees and Executive Corporate Officers	No	For	Against	Against
Metropole Television SA	23	Amend Article 16 of Bylaws Re: Age Limit of Management Board Members	No	For	For	For
Metropole Television SA	24	Amend Article 12 and 41 of Bylaws Re: Rights and Obligations Attached to Shares; Dividends	No	For	For	For
Metropole Television SA	25	Amend Articles of Bylaws to Comply with Legal Changes	No	For	For	For
Metropole Television SA	26	Authorize Filing of Required Documents/Other Formalities	No	For	For	For
momo.com, Inc.	1	Approve Business Operations Report and Financial Statements	No	For	For	For
momo.com, Inc.	2	Approve Plan on Profit Distribution	No	For	For	For
momo.com, Inc.	3	Approve the Issuance of New Shares by Capitalization of Profit	No	For	For	For
momo.com, Inc.	4	Approve Amendments to Articles of Association	No	For	For	For
momo.com, Inc.	5	Approve Amendments to Rules and Procedures Regarding Shareholder's General Meeting	No	For	For	For
momo.com, Inc.	6	Approve Amendments to Procedures Governing the Acquisition or Disposal of Assets	No	For	Against	For
momo.com, Inc.	7	Approve Release of Restrictions of Competitive Activities of Jeff Ku	No	For	For	For
momo.com, Inc.	8	Approve Release of Restrictions of Competitive Activities of Jamie Lin	No	For	For	For
momo.com, Inc.	9	Approve Release of Restrictions of Competitive Activities of MAO-HSIUNG, HUANG	No	For	For	For
Nexans SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For
Nexans SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
Nexans SA	3	Approve Allocation of Income and Dividends of EUR 1.20 per Share	No	For	For	For
Nexans SA	4	Reelect Anne Lebel as Director	No	For	For	For
Nexans SA	5	Elect Laura Bernardelli as Director	No	For	For	For
Nexans SA	6	Approve Compensation Report of Corporate Officers	No	For	For	For
Nexans SA	7	Approve Compensation of Jean Mouton, Chairman of the Board	No	For	For	For
Nexans SA	8	Approve Compensation of Christopher Guerin, CEO	No	For	For	For
Nexans SA	9	Approve Remuneration of Directors in the Aggregate Amount of EUR 750,000	No	For	For	For
Nexans SA	10	Approve Remuneration Policy of Directors	No	For	For	For
Nexans SA	11	Approve Remuneration Policy of Chairman of the Board	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Investment Manager Vote
Nexans SA	12	Approve Remuneration Policy of CEO	No	For	For	For
Nexans SA	13	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Nexans SA	14	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For
Nexans SA	15	Authorize up to EUR 300,000 of Issued Capital for Use in Restricted Stock Plans with Performance Conditions Attached	No	For	For	For
Nexans SA	16	Authorize up to EUR 50,000 of Issued Capital for Use in Restricted Stock Plans	No	For	For	For
Nexans SA	17	Authorize Filing of Required Documents/Other Formalities	No	For	For	For
Nippon Gas Co., Ltd. (8174)	1	Approve Allocation of Income, with a Final Dividend of JPY 25	No	For	For	For
Nippon Gas Co., Ltd. (8174)	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	No	For	For	For
Nippon Gas Co., Ltd. (8174)	3.1	Elect Director Wada, Shinji	No	For	For	For
Nippon Gas Co., Ltd. (8174)	3.2	Elect Director Kashiwaya, Kunihiro	No	For	For	For
Nippon Gas Co., Ltd. (8174)	3.3	Elect Director Watanabe, Daijo	No	For	For	For
Nippon Gas Co., Ltd. (8174)	3.4	Elect Director Yoshida, Keiichi	No	For	For	For
Nippon Gas Co., Ltd. (8174)	3.5	Elect Director Ide, Takashi	No	For	For	For
Nippon Gas Co., Ltd. (8174)	3.6	Elect Director Kawano, Tetsuo	No	For	For	For
Nippon Gas Co., Ltd. (8174)	4	Appoint Statutory Auditor Manaka, Kenji	No	For	For	For
Nippon Shinyaku Co., Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 59	No	For	For	For
Nippon Shinyaku Co., Ltd.	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.1	Elect Director Maekawa, Shigenobu	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.10	Elect Director Sakurai, Miyuki	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.11	Elect Director Wada, Yoshinao	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.12	Elect Director Kobayashi, Yukari	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.2	Elect Director Nakai, Toru	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.3	Elect Director Sano, Shozo	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.4	Elect Director Takaya, Takashi	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.5	Elect Director Edamitsu, Takanori	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.6	Elect Director Takagaki, Kazuchika	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.7	Elect Director Ishizawa, Hitoshi	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.8	Elect Director Kimura, Hitomi	No	For	For	For
Nippon Shinyaku Co., Ltd.	3.9	Elect Director Sugiura, Yukio	No	For	For	For
Nordic Entertainment Group AB	1	Elect Chairman of Meeting	No	For	For	For
Nordic Entertainment Group AB	2	Prepare and Approve List of Shareholders	No	For	For	For
Nordic Entertainment Group AB	3	Approve Agenda of Meeting	No	For	For	For
Nordic Entertainment Group AB	4	Designate Inspector(s) of Minutes of Meeting	No	For	For	For
Nordic Entertainment Group AB	5	Acknowledge Proper Convening of Meeting	No	For	For	For
Nordic Entertainment Group AB	6	Receive Financial Statements and Statutory Reports	Yes			
Nordic Entertainment Group AB	7	Accept Financial Statements and Statutory Reports	No	For	For	For
Nordic Entertainment Group AB	8	Approve Allocation of Income and Omission of Dividends	No	For	For	For
Nordic Entertainment Group AB	9.1	Approve Discharge of Board Member Pernille Erenbjerg	No	For	For	For
Nordic Entertainment Group AB	9.2	Approve Discharge of Board Member Anders Borg	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Investment Manager Vote
Nordic Entertainment Group AB	9.3	Approve Discharge of Board Member David Chance	No	For	For	For
Nordic Entertainment Group AB	9.4	Approve Discharge of Board Member Simon Duffy	No	For	For	For
Nordic Entertainment Group AB	9.5	Approve Discharge of Board Member Andrew House	No	For	For	For
Nordic Entertainment Group AB	9.6	Approve Discharge of Board Member Kristina Schauman	No	For	For	For
Nordic Entertainment Group AB	9.7	Approve Discharge of Board Member Natalie Tydeman	No	For	For	For
Nordic Entertainment Group AB	9.8	Approve Discharge of CEO Anders Jensen	No	For	For	For
Nordic Entertainment Group AB	10	Approve Remuneration Report	No	For	For	For
Nordic Entertainment Group AB	11	Determine Number of Members (6) and Deputy Members (0) of Board	No	For	For	For
Nordic Entertainment Group AB	12	Approve Remuneration of Directors in the Amount of SEK 1.57 Million for Chairman and SEK 540,000 for Other Directors; Approve Remuneration for Committee Work; Approve Remuneration of Auditors	No	For	For	For
Nordic Entertainment Group AB	14	Elect Pernille Erenbjerg as Board Chairman	No	For	For	For
Nordic Entertainment Group AB	15	Determine Number of Auditors (1) and Deputy Auditors (0); Ratify KPMG as Auditors	No	For	For	For
Nordic Entertainment Group AB	16	Approve Nomination Committee Procedures	No	For	For	For
Nordic Entertainment Group AB	17	Authorize Share Repurchase Program	No	For	For	For
Nordic Entertainment Group AB	18	Change Company Name to Viaplay Group AB	No	For	For	For
Nordic Entertainment Group AB	21	Approve Equity Plan 2019 Financing Through Transfer of Class B Shares	No	For	For	For
Nordic Entertainment Group AB	13.a	Reelect Pernille Erenbjerg as Director	No	For	For	For
Nordic Entertainment Group AB	13.b	Reelect Anders Borg as Director	No	For	For	For
Nordic Entertainment Group AB	13.c	Reelectas Simon Duffy Director	No	For	For	For
Nordic Entertainment Group AB	13.d	Reelect Andrew House as Director	No	For	For	For
Nordic Entertainment Group AB	13.e	Reelect Kristina Schauman as Director	No	For	For	For
Nordic Entertainment Group AB	13.f	Reelect Natalie Tydeman as Director	No	For	For	For
Nordic Entertainment Group AB	19.a	Approve Performance Share Plan LTIP 2022 for Key Employees	No	For	For	For
Nordic Entertainment Group AB	19.b	Approve Equity Plan Financing Through Issuance of Class C Shares	No	For	For	For
Nordic Entertainment Group AB	19.c	Approve Equity Plan Financing Through Repurchase of Class C Shares	No	For	For	For
Nordic Entertainment Group AB	19.d	Approve Equity Plan Financing Through Transfer of Class B Shares	No	For	For	For
Nordic Entertainment Group AB	19.e	Approve Equity Swap Agreement as Alternative Equity Plan Financing	No	For	Against	For
Nordic Entertainment Group AB	20.a	Approve Equity Plan 2021 Financing Through Issuance of Class C Shares	No	For	For	For
Nordic Entertainment Group AB	20.b	Approve Equity Plan 2021 Financing Through Repurchase of Class C Shares	No	For	For	For
Nordic Entertainment Group AB	20.c	Approve Equity Plan 2021 Financing Through Transfer of Class B Shares	No	For	For	For
Nordnet AB	1	Elect Chairman of Meeting	No	For	For	For
Nordnet AB	2	Prepare and Approve List of Shareholders	No	For	For	For
Nordnet AB	3	Designate Inspector(s) of Minutes of Meeting	No	For	For	For



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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Nordnet AB	4	Acknowledge Proper Convening of Meeting	No	For	For	For
Nordnet AB	5	Approve Agenda of Meeting	No	For	For	For
Nordnet AB	6	Receive Financial Statements and Statutory Reports	Yes			
Nordnet AB	7	Accept Financial Statements and Statutory Reports	No	For	For	For
Nordnet AB	8	Approve Allocation of Income and Dividends of SEK 5.56 Per Share	No	For	For	For
Nordnet AB	13	Approve Nomination Committee Procedures	No	For	For	For
Nordnet AB	14	Amend Articles: Corporate Purpose; Annual General Meeting	No	For	For	For
Nordnet AB	15	Approve Remuneration Report	No	For	For	For
Nordnet AB	16	Authorize Share Repurchase Program	No	For	For	For
Nordnet AB	17	Approve Warrant Plan for Key Employees	No	For	For	For
Nordnet AB	10.a	Determine Number of Members (8) and Deputy Members of Board (0)	No	For	For	For
Nordnet AB	10.b	Determine Number of Auditors (1) and Deputy Auditors (0)	No	For	For	For
Nordnet AB	11.a1	Approve Remuneration of Directors in the Amount of SEK 450,000 for Chair and Other Directors	No	For	For	For
Nordnet AB	11.a2	Approve Remuneration for Risk and Compliance Committee	No	For	For	For
Nordnet AB	11.a3	Approve Remuneration for Audit Committee	No	For	For	For
Nordnet AB	11.a4	Approve Remuneration for IT Committee	No	For	For	For
Nordnet AB	11.a5	Approve Remuneration for Remuneration Committee	No	For	For	For
Nordnet AB	11.b	Approve Remuneration of Auditors	No	For	For	For
Nordnet AB	12.a1	Reelect Anna Back as Director	No	For	For	For
Nordnet AB	12.a2	Reelect Tom Dinkelspiel as Director	No	For	For	For
Nordnet AB	12.a3	Reelect Karitha Ericson as Director	No	For	For	For
Nordnet AB	12.a4	Reelect Christian Frick as Director	No	For	For	For
Nordnet AB	12.a5	Reelect Charlotta Nilsson as Director	No	For	For	For
Nordnet AB	12.a6	Reelect Per Widerstrom as Director	No	For	For	For
Nordnet AB	12.a7	Elect Gustaf Unger as New Director	No	For	For	For
Nordnet AB	12.b	Elect Tom Dinkelspiel as Board Chair	No	For	For	For
Nordnet AB	12.c	Ratify Deloitte AB as Auditors	No	For	For	For
Nordnet AB	9.a	Approve Discharge of Anna Back	No	For	For	For
Nordnet AB	9.b	Approve Discharge of Jan Dinkelspiel	No	For	For	For
Nordnet AB	9.c	Approve Discharge of Tom Dinkelspiel	No	For	For	For
Nordnet AB	9.d	Approve Discharge of Karitha Ericson	No	For	For	For
Nordnet AB	9.e	Approve Discharge of Christian Frick	No	For	For	For
Nordnet AB	9.f	Approve Discharge of Hans Larsson	No	For	For	For
Nordnet AB	9.g	Approve Discharge of Charlotta Nilsson	No	For	For	For
Nordnet AB	9.h	Approve Discharge of Per Widerstrom	No	For	For	For
Nordnet AB	9.i	Approve Discharge of CEO Lars-Ake Norling	No	For	For	For
Organo Corp.	1	Approve Allocation of Income, with a Final Dividend of JPY 88	No	For	For	For
Organo Corp.	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Organo Corp.	3.1	Elect Director Uchikura, Masaki	No	For	For	For
Organo Corp.	3.2	Elect Director Yamada, Masayuki	No	For	Against	For
Organo Corp.	3.3	Elect Director Nakayama, Yasutoshi	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Organo Corp.	3.4	Elect Director Suda, Nobuyoshi	No	For	For	For
Organo Corp.	3.5	Elect Director Honda, Tetsushi	No	For	For	For
Organo Corp.	3.6	Elect Director Sugata, Mitsutaka	No	For	For	For
Organo Corp.	3.7	Elect Director Nagai, Moto	No	For	For	For
Organo Corp.	3.8	Elect Director Terui, Keiko	No	For	For	For
Organo Corp.	3.9	Elect Director Hirai, Kenji	No	For	For	For
Organo Corp.	4.1	Appoint Alternate Statutory Auditor Ito, Tomoaki	No	For	For	For
Organo Corp.	4.2	Appoint Alternate Statutory Auditor Kodama, Hirohito	No	For	For	For
Patria Investments Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Patria Investments Limited	2	Elect Jennifer Anne Collins and Glen George Wigney as Directors	No	For	For	For
Prosegur Compania de Seguridad SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For	For
Prosegur Compania de Seguridad SA	2	Approve Allocation of Income and Dividends	No	For	For	For
Prosegur Compania de Seguridad SA	3	Approve Non-Financial Information Statement	No	For	For	For
Prosegur Compania de Seguridad SA	4	Approve Discharge of Board	No	For	For	For
Prosegur Compania de Seguridad SA	5	Reelect Helena Revoredo Delvecchio as Director	No	For	For	For
Prosegur Compania de Seguridad SA	6	Reelect Christian Gut Revoredo as Director	No	For	For	For
Prosegur Compania de Seguridad SA	7	Reelect Chantal Gut Revoredo as Director	No	For	For	For
Prosegur Compania de Seguridad SA	8	Reelect Fernando D'Ornellas Silva as Director	No	For	For	For
Prosegur Compania de Seguridad SA	9	Elect Isela Angelica Costantini as Director	No	For	For	For
Prosegur Compania de Seguridad SA	10	Advisory Vote on Remuneration Report	No	For	Against	Against
Prosegur Compania de Seguridad SA	11	Approve Remuneration Policy	No	For	Against	Against
Prosegur Compania de Seguridad SA	12	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For
Rotork Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Rotork Plc	2	Approve Final Dividend	No	For	For	For
Rotork Plc	3	Approve Remuneration Report	No	For	For	For
Rotork Plc	4	Re-elect Ann Andersen as Director	No	For	For	For
Rotork Plc	5	Re-elect Tim Cobbold as Director	No	For	For	For
Rotork Plc	6	Re-elect Jonathan Davis as Director	No	For	For	For
Rotork Plc	7	Re-elect Peter Dilnot as Director	No	For	For	For
Rotork Plc	8	Elect Kiet Huynh as Director	No	For	For	For
Rotork Plc	9	Re-elect Martin Lamb as Director	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Rotork Plc	10	Elect Karin Meurk-Harvey as Director	No	For	For	For
Rotork Plc	11	Re-elect Janice Stipp as Director	No	For	For	For
Rotork Plc	12	Reappoint Deloitte LLP as Auditors	No	For	For	For
Rotork Plc	13	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For
Rotork Plc	14	Authorise UK Political Donations and Expenditure	No	For	For	For
Rotork Plc	15	Authorise Issue of Equity	No	For	For	For
Rotork Plc	16	Approve Share Incentive Plan	No	For	For	For
Rotork Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Rotork Plc	18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For
Rotork Plc	19	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Rotork Plc	20	Authorise Market Purchase of Preference Shares	No	For	For	For
Rotork Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
RWS Holdings Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
RWS Holdings Plc	2	Approve Remuneration Report	No	For	For	For
RWS Holdings Plc	3	Approve Final Dividend	No	For	For	For
RWS Holdings Plc	4	Re-elect Andrew Brode as Director	No	For	Abstain	For
RWS Holdings Plc	5	Re-elect Desmond Glass as Director	No	For	For	For
RWS Holdings Plc	6	Re-elect Lara Boro as Director	No	For	For	For
RWS Holdings Plc	7	Re-elect Frances Earl as Director	No	For	For	For
RWS Holdings Plc	8	Re-elect David Clayton as Director	No	For	For	For
RWS Holdings Plc	9	Re-elect Gordon Stuart as Director	No	For	For	For
RWS Holdings Plc	10	Elect Ian El-Mokadem as Director	No	For	For	For
RWS Holdings Plc	11	Appoint Ernst & Young LLP as Auditors	No	For	For	For
RWS Holdings Plc	12	Authorise Board to Fix Remuneration of Auditors	No	For	For	For
RWS Holdings Plc	13	Authorise Issue of Equity	No	For	For	For
RWS Holdings Plc	14	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
RWS Holdings Plc	15	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For
RWS Holdings Plc	16	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Siegfried Holding AG	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Siegfried Holding AG	2.1	Approve Allocation of Income	No	For	For	For
Siegfried Holding AG	2.2	Approve CHF 14.2 Million Reduction in Share Capital via Reduction of Nominal Value and Repayment of CHF 3.20 per Share	No	For	For	For
Siegfried Holding AG	3	Approve Creation of CHF 14 Million Pool of Authorized Capital with or without Exclusion of Preemptive Rights	No	For	Against	Against
Siegfried Holding AG	4	Approve Discharge of Board of Directors	No	For	For	For
Siegfried Holding AG	5.1	Approve Remuneration of Directors in the Amount of CHF 1.9 Million	No	For	For	For
Siegfried Holding AG	6.3	Reelect Andreas Casutt as Board Chair	No	For	For	For
Siegfried Holding AG	7	Designate Rolf Freiermuth as Independent Proxy	No	For	For	For
Siegfried Holding AG	8	Ratify PricewaterhouseCoopers AG as Auditors	No	For	For	For
Siegfried Holding AG	9	Transact Other Business (Voting)	No	For	Against	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Siegfried Holding AG	5.2.1	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 4 Million for Fiscal Year 2023	No	For	For	For
Siegfried Holding AG	5.2.2	Approve Short-Term Performance-Based Remuneration of Executive Committee in the Amount of CHF 1.7 Million for Fiscal Year 2021	No	For	For	For
Siegfried Holding AG	5.2.3	Approve Long-Term Performance-Based Remuneration of Executive Committee in the Amount of CHF 4.3 Million for Fiscal Year 2022	No	For	For	For
Siegfried Holding AG	6.1.1	Reelect Isabelle Welton as Director	No	For	For	For
Siegfried Holding AG	6.1.2	Reelect Colin Bond as Director	No	For	For	For
Siegfried Holding AG	6.1.3	Reelect Wolfram Carius as Director	No	For	For	For
Siegfried Holding AG	6.1.4	Reelect Andreas Casutt as Director	No	For	For	For
Siegfried Holding AG	6.1.5	Reelect Martin Schmid as Director	No	For	For	For
Siegfried Holding AG	6.2.1	Elect Alexandra Brand as Director	No	For	For	For
Siegfried Holding AG	6.2.2	Elect Beat Walti as Director	No	For	For	For
Siegfried Holding AG	6.4.1	Reappoint Isabelle Welton as Member of the Compensation Committee	No	For	Against	For
Siegfried Holding AG	6.4.2	Reappoint Martin Schmid as Member of the Compensation Committee	No	For	Against	For
Siegfried Holding AG	6.4.3	Appoint Beat Walti as Member of the Compensation Committee	No	For	For	For
SimCorp A/S	1	Receive Report of Board	Yes			
SimCorp A/S	1	Amend Articles Re: Company's Shareholders Register	No	For	For	For
SimCorp A/S	2	Accept Financial Statements and Statutory Reports	No	For	For	For
SimCorp A/S	2	Amend Articles Re: Gender Neutrality	No	For	For	For
SimCorp A/S	3	Approve Allocation of Income and Dividends	No	For	For	For
SimCorp A/S	3	Other Business	Yes			
SimCorp A/S	4	Approve Remuneration Report (Advisory Vote)	No	For	Against	Against
SimCorp A/S	6	Ratify PricewaterhouseCoopers as Auditors	No	For	For	For
SimCorp A/S	8	Other Business	Yes			
SimCorp A/S	5.A	Reelect Peter Schutze (Chair) as Director	No	For	For	For
SimCorp A/S	5.B	Reelect Morten Hubbe (Vice Chair) as Director	No	For	For	For
SimCorp A/S	5.C	Reelect Simon Jeffreys as Director	No	For	For	For
SimCorp A/S	5.D	Reelect Susan Standiford as Director	No	For	For	For
SimCorp A/S	5.E	Reelect Adam Warby as Director	No	For	For	For
SimCorp A/S	5.F	Reelect Joan A. Binstock as Director	No	For	For	For
SimCorp A/S	7a.A	Approve Guidelines for Incentive-Based Compensation for Executive Management and Board	No	For	For	For
SimCorp A/S	7a.B	Approve Remuneration of Directors in the Amount of DKK 840,000 for Chair, DKK 560,000 for Vice Chair and 280,000 for Other Directors	No	For	For	For
SimCorp A/S	7a.C	Approve Remuneration of Technology Committee	No	For	For	For
SimCorp A/S	7b	Authorize Share Repurchase Program	No	For	For	For
SimCorp A/S	7c.A	Allow Shareholder Meetings to be Held by Electronic Means Only	No	For	Against	Against
SimCorp A/S	7c.B	Amend Articles Re: Share Registrar	No	For	For	For
SimCorp A/S	7c.C	Amend Articles Re: Gender Neutrality	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Investment Manager Vote
Sopra Steria Group SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For
Sopra Steria Group SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
Sopra Steria Group SA	3	Approve Allocation of Income and Dividends of EUR 3.20 per Share	No	For	For	For
Sopra Steria Group SA	4	Approve Compensation Report of Corporate Officers	No	For	For	For
Sopra Steria Group SA	5	Approve Compensation of Pierre Pasquier, Chairman of the Board	No	For	For	For
Sopra Steria Group SA	6	Approve Compensation of Vincent Paris, CEO	No	For	Against	Against
Sopra Steria Group SA	7	Approve Remuneration Policy of Chairman of the Board	No	For	For	For
Sopra Steria Group SA	8	Approve Remuneration Policy of CEO	No	For	For	For
Sopra Steria Group SA	9	Approve Remuneration Policy of Directors	No	For	For	For
Sopra Steria Group SA	10	Approve Remuneration of Directors in the Aggregate Amount of EUR 500,000	No	For	For	For
Sopra Steria Group SA	11	Reelect Andre Einaudi as Director	No	For	For	For
Sopra Steria Group SA	12	Reelect Michael Gollner as Director	No	For	For	For
Sopra Steria Group SA	13	Reelect Noelle Lenoir as Director	No	For	For	For
Sopra Steria Group SA	14	Reelect Jean-Luc Placet as Director	No	For	For	For
Sopra Steria Group SA	15	Elect Yves de Talhouet as Director	No	For	For	For
Sopra Steria Group SA	16	Renew Appointment of ACA Nexia as Auditor	No	For	For	For
Sopra Steria Group SA	17	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Sopra Steria Group SA	18	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For
Sopra Steria Group SA	19	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to 50 Percent of Issued Capital	No	For	For	For
Sopra Steria Group SA	20	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to 20 Percent of Issued Capital	No	For	For	For
Sopra Steria Group SA	21	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to 10 Percent of Issued Capital	No	For	For	For
Sopra Steria Group SA	22	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	No	For	For	For
Sopra Steria Group SA	23	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	No	For	For	For
Sopra Steria Group SA	24	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For	For
Sopra Steria Group SA	25	Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Exchange Offers	No	For	For	For
Sopra Steria Group SA	26	Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	No	For	For	For
Sopra Steria Group SA	27	Authorize up to 1.1 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	For	For
Sopra Steria Group SA	28	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For
Sopra Steria Group SA	29	Authorize Filing of Required Documents/Other Formalities	No	For	For	For
Spirent Communications Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Spirent Communications Plc	2	Approve Remuneration Report	No	For	For	For



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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Spirent Communications Plc	3	Approve Final Dividend	No	For	For	For
Spirent Communications Plc	4	Elect Maggie Buggie as Director	No	For	For	For
Spirent Communications Plc	5	Re-elect Paula Bell as Director	No	For	For	For
Spirent Communications Plc	6	Re-elect Gary Bullard as Director	No	For	For	For
Spirent Communications Plc	7	Re-elect Wendy Koh as Director	No	For	For	For
Spirent Communications Plc	8	Re-elect Edgar Masri as Director	No	For	For	For
Spirent Communications Plc	9	Re-elect Jonathan Silver as Director	No	For	For	For
Spirent Communications Plc	10	Re-elect Sir Bill Thomas as Director	No	For	For	For
Spirent Communications Plc	11	Re-elect Eric Updyke as Director	No	For	For	For
Spirent Communications Plc	12	Reappoint Deloitte as Auditors	No	For	For	For
Spirent Communications Plc	13	Authorise Board to Fix Remuneration of Auditors	No	For	For	For
Spirent Communications Plc	14	Authorise Issue of Equity	No	For	For	For
Spirent Communications Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Spirent Communications Plc	16	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Spirent Communications Plc	17	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
St. James's Place Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For
St. James's Place Plc	2	Approve Final Dividend	No	For	For	For
St. James's Place Plc	3	Re-elect Andrew Croft as Director	No	For	For	For
St. James's Place Plc	4	Re-elect Craig Gentle as Director	No	For	For	For
St. James's Place Plc	5	Re-elect Emma Griffin as Director	No	For	For	For
St. James's Place Plc	6	Re-elect Rosemary Hilary as Director	No	For	For	For
St. James's Place Plc	7	Re-elect Simon Jeffreys as Director	No	For	For	For
St. James's Place Plc	8	Re-elect Roger Yates as Director	No	For	For	For
St. James's Place Plc	9	Re-elect Lesley-Ann Nash as Director	No	For	For	For
St. James's Place Plc	10	Re-elect Paul Manduca as Director	No	For	For	For
St. James's Place Plc	11	Elect John Hitchins as Director	No	For	For	For
St. James's Place Plc	12	Approve Remuneration Report	No	For	For	For
St. James's Place Plc	13	Reappoint PricewaterhouseCoopers LLP (PwC) as Auditors	No	For	For	For
St. James's Place Plc	14	Authorise Board to Fix Remuneration of Auditors	No	For	For	For
St. James's Place Plc	15	Authorise Issue of Equity	No	For	For	For
St. James's Place Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
St. James's Place Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For	For
St. James's Place Plc	18	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For
Stabilus S.A.	1	Receive Management Board Report on Financial Statements and Statutory Reports (Non-Voting)	Yes			
Stabilus S.A.	1	Approve Conversion of the Company into European Public Limited liability Company (SE) Under the Name of Stabilus SE	No	For	For	For
Stabilus S.A.	2	Receive Supervisory Board Report on Financial Statements and Statutory Reports (Non-Voting)	Yes			
Stabilus S.A.	2	Approve Increase in Nominal Value Per Share from EUR 0.01 to EUR 1	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Stabilus S.A.	3	Receive Auditor's Reports	Yes			
Stabilus S.A.	3	Approve Amendment and Restatement of Articles of Association	No	For	For	For
Stabilus S.A.	4	Approve Financial Statements	No	For	For	For
Stabilus S.A.	4	Approve Mandates of the Current Members of the Supervisory Board	No	For	For	For
Stabilus S.A.	5	Approve Allocation of Income	No	For	For	For
Stabilus S.A.	5	Approve Mandate of the Appointed Independent Auditor	No	For	For	For
Stabilus S.A.	6	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
Stabilus S.A.	7	Approve Discharge of Michael Buchsner as Management Board Member	No	For	For	For
Stabilus S.A.	8	Approve Discharge of Mark Wilhelms as Management Board Member	No	For	For	For
Stabilus S.A.	9	Approve Discharge of Andreas Sievers as Management Board Member	No	For	For	For
Stabilus S.A.	10	Approve Discharge of Andreas Schroder as Management Board Member	No	For	For	For
Stabilus S.A.	11	Approve Discharge of Stephan Kessel as Supervisory Board Member	No	For	For	For
Stabilus S.A.	12	Approve Discharge of Joachim Rauhut as Supervisory Board Member	No	For	For	For
Stabilus S.A.	13	Approve Discharge of Ralf-Michael Fuchs as Supervisory Board Member	No	For	For	For
Stabilus S.A.	14	Approve Discharge of Dirk Linzmeier as Supervisory Board Member	No	For	For	For
Stabilus S.A.	15	Elect Inka Koljonen as Supervisory Board Member	No	For	For	For
Stabilus S.A.	16	Renew Appointment of KPMG Luxembourg as Auditor	No	For	For	For
Stabilus S.A.	17	Approve Remuneration Report	No	For	For	For
Stabilus S.A.	18	Amend Remuneration of Supervisory Board	No	For	For	For
Stabilus S.A.	19	Approve Remuneration Policy	No	For	For	For
		Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings				
Sugi Holdings Co., Ltd.	1	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	No	For	Against	Against
Sugi Holdings Co., Ltd.	2.1	Elect Director Sakakibara, Eiichi	No	For	For	For
Sugi Holdings Co., Ltd.	2.2	Elect Director Sugiura, Katsunori	No	For	For	For
Sugi Holdings Co., Ltd.	2.3	Elect Director Sugiura, Shinya	No	For	For	For
Sugi Holdings Co., Ltd.	2.4	Elect Director Kamino, Shigeyuki	No	For	For	For
Sugi Holdings Co., Ltd.	2.5	Elect Director Hayama, Yoshiko	No	For	For	For
Sugi Holdings Co., Ltd.	3	Appoint Statutory Auditor Yasuda, Kana	No	For	For	For
Sugi Holdings Co., Ltd.	4	Approve Restricted Stock Plan	No	For	For	For
Systema Corp.	1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Systema Corp.	2.1	Elect Director Hemmi, Yoshichika	No	For	For	For
Systema Corp.	2.2	Elect Director Miura, Kenji	No	For	For	For
Systema Corp.	2.3	Elect Director Taguchi, Makoto	No	For	For	For
Systema Corp.	2.4	Elect Director Fujii, Hiroyuki	No	For	For	For
Systema Corp.	2.5	Elect Director Hemmi, Shingo	No	For	For	For
Systema Corp.	2.6	Elect Director Kotani, Hiroshi	No	For	For	For
Systema Corp.	2.7	Elect Director Suzuki, Yukio	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Systema Corp.	2.8	Elect Director Ogawa, Koichi	No	For	For	For
Systema Corp.	2.9	Elect Director Ito, Mari	No	For	For	For
Tamburi Investment Partners SpA	1.1	Accept Financial Statements and Statutory Reports	No	For	For	For
Tamburi Investment Partners SpA	1.2	Approve Allocation of Income	No	For	For	For
Tamburi Investment Partners SpA	2.1	Fix Number of Directors	No	None	For	Against
Tamburi Investment Partners SpA	2.2	Approve Remuneration of Directors	No	None	For	Against
Tamburi Investment Partners SpA	2.4	Elect Giovanni Tamburi as Board Chair	No	None	Against	Against
Tamburi Investment Partners SpA	3	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	Against	Against
Tamburi Investment Partners SpA	4	Approve Director, Officer, and Internal Auditors Liability and Indemnity Insurance	No	For	For	For
Tamburi Investment Partners SpA	5	Approve Second Section of the Remuneration Report	No	For	Against	Against
Tamburi Investment Partners SpA	6	Approve 2022-2023 TIP Performance Share Plan	No	For	Against	For
Tamburi Investment Partners SpA	7	Approve Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For
Tamburi Investment Partners SpA	8	Appoint Marina Mottura as Alternate Internal Statutory Auditor	No	None	For	Abstain
Tamburi Investment Partners SpA	2.3.1	Slate 1 Submitted by Giovanni Tamburi, Lippiuno Srl, Alessandra Gritti, and Claudio Berretti	No	None	Against	Against
Tamburi Investment Partners SpA	2.3.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	No	None	For	For
Tamburi Investment Partners SpA	A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	No	None	Against	Against
Tate & Lyle Plc	1	Approve Special Dividend	No	For	For	For
Tate & Lyle Plc	2	Approve Share Consolidation and Share Sub-Division	No	For	For	For
Tate & Lyle Plc	3	Authorise Issue of Equity	No	For	For	For
Tate & Lyle Plc	4	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For
Tate & Lyle Plc	5	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For
Tate & Lyle Plc	6	Authorise Market Purchase of Ordinary Shares	No	For	For	For
Thule Group AB	1	Elect Chairman of Meeting	No	For	For	For
Thule Group AB	3	Prepare and Approve List of Shareholders	No	For	For	For
Thule Group AB	4	Approve Agenda of Meeting	No	For	For	For
Thule Group AB	5	Acknowledge Proper Convening of Meeting	No	For	For	For
Thule Group AB	8	Determine Number of Members (7) and Deputy Members (0) of Board	No	For	For	For
Thule Group AB	9	Approve Remuneration of Directors in the Amount of SEK 1.15 Million for Chairman and SEK 400,000 for Other Directors; Approve Remuneration for Committee Work	No	For	For	For
Thule Group AB	10.1	Reelect Hans Eckerstrom as Director	No	For	For	For
Thule Group AB	10.2	Reelect Mattias Ankarberg as Director	No	For	For	For
Thule Group AB	10.3	Reelect Helene Mellquist as Director	No	For	For	For
Thule Group AB	10.4	Reelect Therese Reutersward as Director	No	For	For	For
Thule Group AB	10.5	Reelect Helene Willberg as Director	No	For	Against	For
Thule Group AB	10.6	Elect Sarah McPhee as New Director	No	For	For	For
Thule Group AB	10.7	Elect Johan Westman as New Director	No	For	Against	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Thule Group AB	10.8	Elect Hans Eckerstrom as Board Chair	No	For	Against	For
Thule Group AB	11	Approve Remuneration of Auditors	No	For	For	For
Thule Group AB	12	Ratify PricewaterhouseCoopers as Auditors	No	For	For	For
Thule Group AB	13	Approve Remuneration Policy And Other Terms of Employment For Executive Management	No	For	For	For
Thule Group AB	2.a	Designate Hans Christian Bratterud as Inspector of Minutes of Meeting	No	For	For	For
Thule Group AB	2.b	Designate Carolin Forsberg as Inspector of Minutes of Meeting	No	For	For	For
Thule Group AB	6.a	Receive Financial Statements and Statutory Reports	Yes			
Thule Group AB	6.b	Receive Consolidated Accounts and Group Auditor's Report	Yes			
Thule Group AB	6.c	Receive Auditor's Report on Application of Guidelines for Remuneration for Executive Management	Yes			
Thule Group AB	6.d	Receive Board's Report	Yes			
Thule Group AB	7.a	Accept Financial Statements and Statutory Reports	No	For	For	For
Thule Group AB	7.b	Approve Allocation of Income and Dividends of SEK 13.00 Per Share	No	For	For	For
Thule Group AB	7.c1	Approve Discharge of Bengt Baron	No	For	For	For
Thule Group AB	7.c2	Approve Discharge of Mattias Ankartberg	No	For	For	For
Thule Group AB	7.c3	Approve Discharge of Hans Eckerstrom	No	For	For	For
Thule Group AB	7.c4	Approve Discharge of Helene Mellquist	No	For	For	For
Thule Group AB	7.c5	Approve Discharge of Therese Reutersward	No	For	For	For
Thule Group AB	7.c6	Approve Discharge of Helene Willberg	No	For	For	For
Thule Group AB	7.c7	Approve Discharge of CEO Magnus Welander	No	For	For	For
Thule Group AB	7.d	Approve Remuneration Report	No	For	For	For
Topdanmark A/S	1	Receive Report of Board	Yes			
Topdanmark A/S	2	Receive Financial Statements and Statutory Reports	Yes			
Topdanmark A/S	3	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of DKK 34.50 Per Share	No	For	For	For
Topdanmark A/S	4	Approve Remuneration Report (Advisory Vote)	No	For	For	For
Topdanmark A/S	7	Ratify KPMG as Auditors	No	For	For	For
Topdanmark A/S	8	Other Business	Yes			
Topdanmark A/S	5a	Approve Remuneration of Directors	No	For	For	For
Topdanmark A/S	5b	Require that Topdanmark Join the International Investor Coalition Net Zero Asset Owner Alliance	No	Against	Against	Against
Topdanmark A/S	6.a	Elect Maria Hjorth as Director	No	For	For	For
Topdanmark A/S	6.b	Elect Cristina Lage as Director	No	For	For	For
Topdanmark A/S	6.c	Elect Petri Niemisvirta as Director	No	For	For	For
Topdanmark A/S	6.d	Elect Morten Thorsrud as Director	No	For	For	For
Topdanmark A/S	6.e	Elect Ricard Wennerklint as Director	No	For	For	For
Topdanmark A/S	6.f	Elect Jens Aalose as Director	No	For	For	For
TOTVS SA	1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2021	No	For	For	For
TOTVS SA	1	Amend Articles 2 and 19	No	For	For	For
TOTVS SA	2	Approve Capital Budget	No	For	For	For

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TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
TOTVS SA	2	Amend Article 5 to Reflect Changes in Capital	No	For	For	For
TOTVS SA	3	Approve Allocation of Income and Dividends	No	For	For	For
TOTVS SA	3	Amend Article 19 Re: Granting Loans in Favor of Third Parties (Remove Item d of Paragraph xxi)	No	For	For	For
TOTVS SA	4	Fix Number of Directors at Seven	No	For	For	For
TOTVS SA	4	Amend Article 19 Re: Granting Loans in Favor of Third Parties (Add Paragraph xxii)	No	For	For	For
TOTVS SA	5	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	No	None	Abstain	Abstain
TOTVS SA	5	Amend Article 23	No	For	For	For
TOTVS SA	6	Remove Article 52	No	For	For	For
TOTVS SA	6.1	Elect Eduardo Mazzilli de Vassimon as Independent Director	No	For	For	For
TOTVS SA	6.2	Elect Gilberto Mifano as Independent Director	No	For	For	For
TOTVS SA	6.3	Elect Guilherme Stocco Filho as Independent Director	No	For	For	For
TOTVS SA	6.4	Elect Laercio Jose de Lucena Cosentino as Director	No	For	For	For
TOTVS SA	6.5	Elect Maria Leticia de Freitas Costa as Independent Director	No	For	For	For
TOTVS SA	6.6	Elect Sylvia de Souza Leao Wanderley as Independent Director	No	For	For	For
TOTVS SA	6.7	Elect Tania Sztamfater Chocolat as Independent Director	No	For	For	For
TOTVS SA	7	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	No	None	Abstain	Abstain
TOTVS SA	7	Amend Article 55	No	For	Against	For
TOTVS SA	8	Adjust References and Numbering of Articles	No	For	For	For
TOTVS SA	8.1	Percentage of Votes to Be Assigned - Elect Eduardo Mazzilli de Vassimon as Independent Director	No	None	Abstain	Abstain
TOTVS SA	8.2	Percentage of Votes to Be Assigned - Elect Gilberto Mifano as Independent Director	No	None	Abstain	Abstain
TOTVS SA	8.3	Percentage of Votes to Be Assigned - Elect Guilherme Stocco Filho as Independent Director	No	None	Abstain	Abstain
TOTVS SA	8.4	Percentage of Votes to Be Assigned - Elect Laercio Jose de Lucena Cosentino as Director	No	None	Abstain	Abstain
TOTVS SA	8.5	Percentage of Votes to Be Assigned - Elect Maria Leticia de Freitas Costa as Independent Director	No	None	Abstain	Abstain
TOTVS SA	8.6	Percentage of Votes to Be Assigned - Elect Sylvia de Souza Leao Wanderley as Independent Director	No	None	Abstain	Abstain
TOTVS SA	8.7	Percentage of Votes to Be Assigned - Elect Tania Sztamfater Chocolat as Independent Director	No	None	Abstain	Abstain
TOTVS SA	9	Approve Remuneration of Company's Management	No	For	For	For
TOTVS SA	9	Consolidate Bylaws	No	For	For	For
TOTVS SA	10	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	No	None	Abstain	Abstain
TOTVS SA	10	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	No	None	Abstain	Abstain



## B.1.a

TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
TOTVS SA	11	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	No	None	For	For
TOTVS SA	11	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	No	None	For	For
Toyo Gosei Co., Ltd.	1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Toyo Gosei Co., Ltd.	2.1	Elect Director Kimura, Yujin	No	For	For	For
Toyo Gosei Co., Ltd.	2.2	Elect Director Deki, Akira	No	For	For	For
Toyo Gosei Co., Ltd.	2.3	Elect Director Hirasawa, Satomi	No	For	For	For
Toyo Gosei Co., Ltd.	2.4	Elect Director Watase, Natsuo	No	For	For	For
Toyo Gosei Co., Ltd.	2.5	Elect Director Torii, Munetomo	No	For	For	For
Toyo Gosei Co., Ltd.	2.6	Elect Director Matsuo, Tokio	No	For	For	For
Toyo Gosei Co., Ltd.	3	Appoint Alternate Statutory Auditor Hagiwara, Shoichi	No	For	Against	For
Toyo Gosei Co., Ltd.	4	Approve Annual Bonus	No	For	For	For
Tri Chemical Laboratories Inc.	1	Approve Allocation of Income, with a Final Dividend of JPY 20	No	For	For	For
Tri Chemical Laboratories Inc.	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Tri Chemical Laboratories Inc.	3.1	Elect Director Takenaka, Jumpei	No	For	For	For
Tri Chemical Laboratories Inc.	3.2	Elect Director Tazuke, Kiyoshi	No	For	For	For
Tri Chemical Laboratories Inc.	3.3	Elect Director Jin, Takeshi	No	For	For	For
Tri Chemical Laboratories Inc.	3.4	Elect Director Ota, Shuji	No	For	For	For
Tri Chemical Laboratories Inc.	4	Appoint Statutory Auditor Takamatsu, Motoharu	No	For	For	For
Tri Chemical Laboratories Inc.	5.1	Appoint Alternate Statutory Auditor Nakagawa, Masakazu	No	For	For	For
Tri Chemical Laboratories Inc.	5.2	Appoint Alternate Statutory Auditor Sakakura, Koji	No	For	For	For
Valmet Corp.	1	Open Meeting	Yes			
Valmet Corp.	2	Call the Meeting to Order	Yes			
Valmet Corp.	3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Yes			
Valmet Corp.	4	Acknowledge Proper Convening of Meeting	Yes			
Valmet Corp.	5	Prepare and Approve List of Shareholders	Yes			
Valmet Corp.	6	Receive Financial Statements and Statutory Reports	Yes			
Valmet Corp.	7	Accept Financial Statements and Statutory Reports	No	For	For	For
Valmet Corp.	8	Approve Allocation of Income and Dividends of EUR 1.20 Per Share	No	For	For	For
Valmet Corp.	9	Approve Discharge of Board and President	No	For	For	For
Valmet Corp.	10	Approve Remuneration Report (Advisory Vote)	No	For	Against	For
Valmet Corp.	11	Approve Remuneration of Directors in the Amount of EUR 145,000 for Chairman, EUR 80,000 for Vice Chairman and EUR 64,000 for Other Directors; Approve Remuneration for Committee Work; Approve Meeting Fees	No	For	For	For
Valmet Corp.	12	Fix Number of Directors	No	For	For	For

## B.1.a

TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Valmet Corp.	13	Reelect Aaro Cantell (Vice Chair), Pekka Kemppainen, Monika Maurer, Mikael Makinen (Chair), Eriikka Soderstrom and Per Lindberg as Directors; Approve Conditional Election of Jaakko Eskola and Anu Hamalainen	No	For	For	For
Valmet Corp.	14	Approve Remuneration of Auditors	No	For	For	For
Valmet Corp.	15	Ratify PricewaterhouseCoopers as Auditors	No	For	For	For
Valmet Corp.	16	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	For	For
Valmet Corp.	17	Approve Issuance of up to 15 Million Shares without Preemptive Rights	No	For	For	For
Valmet Corp.	18	Approve Amendment to the Charter of the Nomination Committee	No	For	For	For
Valmet Corp.	19	Close Meeting	Yes			
Verallia SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For
Verallia SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For
Verallia SA	3	Approve Allocation of Income and Dividends of EUR 1.05 per Share	No	For	For	For
Verallia SA	4	Approve Auditors' Special Report on Related-Party Transactions	No	For	For	For
Verallia SA	5	Elect Patrice Lucas as Director	No	For	For	For
Verallia SA	6	Elect Didier Debrosse as Director	No	For	For	For
Verallia SA	7	Elect Mme Beatriz Peinado Vallejo as Representative of Employee Shareholders to the Board	No	For	Against	For
Verallia SA	8	Elect Matthieu Cantin as Representative of Employee Shareholders to the Board and Pedro Barandas as Alternate Representative of Employee Shareholders to the Board	No	None	For	For
Verallia SA	9	Approve Compensation Report of Corporate Officers	No	For	For	For
Verallia SA	10	Approve Compensation of Michel Giannuzzi, Chairman and CEO	No	For	Against	For
Verallia SA	11	Approve Remuneration Policy of Michel Giannuzzi, Chairman and CEO Until 11 May 2022	No	For	For	For
Verallia SA	12	Approve Remuneration Policy of Patrice Lucas, Vice-CEO Until 11 May 2022	No	For	For	For
Verallia SA	13	Approve Remuneration Policy of Patrice Lucas, CEO From 12 May 2022	No	For	For	For
Verallia SA	14	Approve Remuneration Policy of Michel Giannuzzi, Chairman of the Board From 12 May 2022	No	For	For	For
Verallia SA	15	Approve Remuneration Policy of Directors	No	For	For	For
Verallia SA	16	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For
Verallia SA	17	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For	For
Verallia SA	18	Authorize Capitalization of Reserves of Up to EUR 83 Million for Bonus Issue or Increase in Par Value	No	For	For	For
Verallia SA	19	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 206 Million	No	For	For	For

## B.1.a

TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Verallia SA	20	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights with a Binding Priority Right up to Aggregate Nominal Amount of EUR 83 Million	No	For	For	For
Verallia SA	21	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 40 Million	No	For	For	For
Verallia SA	22	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 40 Million	No	For	For	For
Verallia SA	23	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	No	For	For	For
Verallia SA	24	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above Under Items 19-22	No	For	For	For
Verallia SA	25	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	Against	For
Verallia SA	26	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For	For
Verallia SA	27	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries	No	For	For	For
Verallia SA	28	Amend Article 15 of Bylaws Re: Directors Length of Term	No	For	For	For
Verallia SA	29	Authorize Filing of Required Documents/Other Formalities	No	For	For	For
Viscofan SA	1	Approve Standalone Financial Statements	No	For	For	For
Viscofan SA	2	Approve Consolidated Financial Statements	No	For	For	For
Viscofan SA	3	Approve Non-Financial Information Statement	No	For	For	For
Viscofan SA	4	Approve Discharge of Board	No	For	For	For
Viscofan SA	5	Approve Allocation of Income and Dividends	No	For	For	For
Viscofan SA	6	Renew Appointment of PricewaterhouseCoopers as Auditor	No	For	For	For
Viscofan SA	7	Elect Cristina Henriquez de Luna Basagoiti as Director	No	For	For	For
Viscofan SA	8	Elect Andres Arizkorreta Garcia as Director	No	For	For	For
Viscofan SA	9	Reelect Jose Antonio Canales Garcia as Director	No	For	For	For
Viscofan SA	10	Reelect Laura Gonzalez Molero as Director	No	For	For	For
Viscofan SA	11	Reelect Jaime Real de Asua Arteché as Director	No	For	For	For
Viscofan SA	12	Reelect Agatha Echevarria Canales as Director	No	For	For	For
Viscofan SA	13	Reelect Jose Maria Aldecoa Sagastasoloa as Director	No	For	For	For
Viscofan SA	14.1	Amend Article 14 Re: Allow Shareholder Meetings to be Held in Virtual-Only Format	No	For	For	For
Viscofan SA	14.2	Amend Article 29 Re: Director Remuneration	No	For	For	For
Viscofan SA	14.3	Amend Article 35 Re: Financial Statements	No	For	For	For
Viscofan SA	15.1	Amend Article 5 of General Meeting Regulations Re: Competences of the General Meeting	No	For	For	For
Viscofan SA	15.2	Amend Article 7 of General Meeting Regulations Re: Allow Shareholder Meetings to be Held in Virtual-Only Format	No	For	For	For

## B.1.a

TimesSquare - Proxy Votes - January through June 2022 Compared to ISS Recommendations						
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote
Viscofan SA	15.3	Amend Article 16 of General Meeting Regulations Re: Revocation of the Representation by Telematic Means of the Representative	No	For	For	For
Viscofan SA	15.4	Amend Article 22 of General Meeting Regulations Re: Voting on Resolutions by Telematic Means	No	For	For	For
Viscofan SA	15.5	Amend Article 23 of General Meeting Regulations Re: Interventions by Telematic Means	No	For	For	For
Viscofan SA	15.6	Amend Article 24 of General Meeting Regulations Re: Presence of a Notary to Draft the Minutes of the Meeting	No	For	For	For
Viscofan SA	16	Advisory Vote on Remuneration Report	No	For	For	For
Viscofan SA	17	Approve Long Term Incentive Plan for Executives	No	For	For	For
Viscofan SA	18	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For
Yeahka Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For
Yeahka Limited	3	Approve PricewaterhouseCoopers as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For
Yeahka Limited	4	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against
Yeahka Limited	5	Authorize Repurchase of Issued Share Capital	No	For	For	For
Yeahka Limited	6	Authorize Reissuance of Repurchased Shares	No	For	Against	Against
Yeahka Limited	7	Adopt Third Amended and Restated Memorandum and Articles of Association	No	For	For	For
Yeahka Limited	2a1	Elect Tam Bing Chung Benson as Director	No	For	For	For
Yeahka Limited	2a2	Elect Yao Wei as Director	No	For	For	For
Yeahka Limited	2a3	Elect Yang Tao as Director	No	For	For	For
Yeahka Limited	2b	Authorize Board to Fix Remuneration of Directors	No	For	For	For
Zenkoku Hoshō Co., Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 133	No	For	For	For
Zenkoku Hoshō Co., Ltd.	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For	For
Zenkoku Hoshō Co., Ltd.	3.1	Elect Director Ishikawa, Eiji	No	For	For	For
Zenkoku Hoshō Co., Ltd.	3.2	Elect Director Yamaguchi, Takashi	No	For	For	For
Zenkoku Hoshō Co., Ltd.	3.3	Elect Director Aoki, Yuichi	No	For	For	For
Zenkoku Hoshō Co., Ltd.	3.4	Elect Director Asada, Keiichi	No	For	For	For
Zenkoku Hoshō Co., Ltd.	3.5	Elect Director Kamiyo, Masahito	No	For	For	For
Zenkoku Hoshō Co., Ltd.	3.6	Elect Director Nagashima, Yoshiro	No	For	For	For
Zenkoku Hoshō Co., Ltd.	3.7	Elect Director Imado, Tomoe	No	For	For	For

## B.1 Supplement

Artisan - Proxy Votes- July 2021 through June 2022 - Against ISS Recommendation							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	Rationale
argenx SE	3	Approve Remuneration Report	No	For	Against	For	We want the board and all of the employees of the company to receive equity awards b/c it incentivizes them to do better for ARGX and its shareholders. Furthermore, not awarding equity awards, will hinder recruitment of top talent as ARGX's peers use equity awards.
argenx SE	6	Reelect Peter K.M. Verhaeghe as Non-Executive Director	No	For	Against	For	Unfortunately, ARGX lost a female member on the board as she was appointed to CEO of another biotech company. ARGX is in transition of increasing diversity on the board with the goal of achieving 50% female membership.
argenx SE	3	Approve Remuneration Report	No	For	Against	For	We want the board and all of the employees of the company to receive equity awards b/c it incentivizes them to do better for ARGX and its shareholders. Furthermore, not awarding equity awards, will hinder recruitment of top talent as ARGX's peers use equity awards.
argenx SE	6	Reelect Peter K.M. Verhaeghe as Non-Executive Director	No	For	Against	For	Unfortunately, ARGX lost a female member on the board as she was appointed to CEO of another biotech company. ARGX is in transition of increasing diversity on the board with the goal of achieving 50% female membership.
Ascendis Pharma A/S	7b	Approve Warrant Plan	No	For	Against	For	Warrant plan helps recruit and retain top talent. Competitors employ similar incentives.
AVEVA Group Plc	7	Re-elect Olivier Blum as Director	No	For	Against	For	Per standard Artisan Policy, this item is routine and we have voted in favor of the proposal.
DSV Panalpina A/S	2.1	Approve Creation of DKK 48 Million Pool of Capital with Preemptive Rights; Approve Creation of DKK 48 Million Pool of Capital without Preemptive Rights; Maximum Increase in Share Capital under Both Authorizations up to DKK 48 Million	No	For	Against	For	Per standard Artisan Policy, this item is routine and we have voted in favor of the proposal.
Ferrovial SA	4.1	Reelect Rafael del Pino y Calvo-Sotelo as Director	No	For	Against	For	Per standard Artisan Policy, this item is routine and we have voted in favor of the proposal.



## B.1 Supplement

Artisan - Proxy Votes- July 2021 through June 2022 - Reasons for votes against ISS Recommendation							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	Rationale
							<p>We have reviewed both the ISS report and the Kinaxis board's response to this proposal around amending the share unit plan. We share the view of Kinaxis' board that the ISS comparator group is inappropriate for Kinaxis' business. ISS compares the share unit plan of Kinaxis only against Canadian companies, while in practice Kinaxis competes directly against U.S. and global technology companies both in terms of the market for their products in addition to their talent acquisition. Given that Kinaxis relies on recruiting, retaining, and incentivizing employees to compete effectively in their market, it is fair that they are benchmarked against a broader set of companies that are not included in the ISS evaluation.</p> <p>Kinaxis is seeking to expand its existing share unit equity pool reserve to accommodate the company's compensation needs as business momentum is accelerating. The expanded pool would help Kinaxis significantly increase the proportion of employees being issued equity on an annual basis from the current level of 10% to be more in line with their market peers. When ISS is evaluating Kinaxis' share unit plans they are effectively penalizing the company for not having raised capital since its IPO in 2014. Companies that have raised equity capital appear to have cheaper compensation plans because of their lower dilution rate, when in fact they have diluted shareholders in another more direct way.</p>
Kinaxis Inc.	3	Amend Share Unit Plan	No	For	Against	For	The share unit plans of Kinaxis are more shareholder-friendly than peers. Each company in the U.S. has a predominance
LVMH Moët Hennessy Louis Vuitton SE	8	Reelect Hubert Vedrine as Director	No	For	Against	For	Per standard Artisan Policy, this item is routine and we have voted in favor of the proposal.
Medacta Group SA	4.1	Reelect Alberto Siccardi as Director and Board Chair	No	For	Against	For	Per standard Artisan Policy, this item is routine and we have voted in favor of the proposal.
MMC Norilsk Nickel PJSC	5.2	Elect Sergei Batekhin as Director	Yes	None	Against	For	ISS is showing that this meeting is not able to be voted due to "Proxy service not offered". This is because of the ongoing sanctions against Russia.
MMC Norilsk Nickel PJSC	5.3	Elect Aleksei Bashkurov as Director	Yes	None	Against	For	ISS is showing that this meeting is not able to be voted due to "Proxy service not offered". This is because of the ongoing sanctions against Russia.
MMC Norilsk Nickel PJSC	5.4	Elect Andrei Bugrov as Director	Yes	None	Against	For	ISS is showing that this meeting is not able to be voted due to "Proxy service not offered". This is because of the ongoing sanctions against Russia.
MMC Norilsk Nickel PJSC	5.7	Elect Marianna Zakharova as Director	Yes	None	Against	For	ISS is showing that this meeting is not able to be voted due to "Proxy service not offered". This is because of the ongoing sanctions against Russia.
MMC Norilsk Nickel PJSC	5.9	Elect Stanislav Luchitskii as Director	Yes	None	Against	For	ISS is showing that this meeting is not able to be voted due to "Proxy service not offered". This is because of the ongoing sanctions against Russia.
MMC Norilsk Nickel PJSC	5.10	Elect Maksim Poletaev as Director	Yes	None	Against	For	ISS is showing that this meeting is not able to be voted due to "Proxy service not offered". This is because of the ongoing sanctions against Russia.
MMC Norilsk Nickel PJSC	5.12	Elect Egor Sheibak as Director	Yes	None	Against	For	ISS is showing that this meeting is not able to be voted due to "Proxy service not offered". This is because of the ongoing sanctions against Russia.

## B.1 Supplement

Artisan - Proxy Votes- July 2021 through June 2022 - Reasons for votes against ISS Recommendation							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Investment Manager Vote	Rationale
Toyota Industries Corp.	2.1	Elect Director Toyoda, Tetsuro	No	For	Against	For	Per standard Artisan Policy, this item is routine and we have voted in favor of the proposal.
Toyota Industries Corp.	2.2	Elect Director Onishi, Akira	No	For	Against	For	Per standard Artisan Policy, this item is routine and we have voted in favor of the proposal.

## B.1 Supplement

KBIGI Proxy Votes January to June 2022 - Against ISS Recommendations								
Company	SR No	Agenda Description	ISS Sustainability			ISS Benchmark		Rational
			Non-Voting Agenda	Mgmt Recommendation	Policy Recommendation	Investment Manager Vote	Policy Recommendation	
DIRTT Environmental Solutions Ltd.	1b	Elect Director Cory J. Mitchell	No	For	Withhold	For	Withhold	Dissident Shareholder proposed a new slate of Directors: As per ISS The dissident has presented a case for change; however, it has not met the threshold for majority change as it has not presented a clear go-forward plan or identified a management team. As such, support is warranted on the dissident slate FOR nominees English, Sanders, and Garden. However, KBI supported the slate of candidates proposed by the shareholder proposal as we agree with the case for change.
DIRTT Environmental Solutions Ltd.	1c	Elect Director Douglas A. Edwards	No	For	Withhold	For	Withhold	
DIRTT Environmental Solutions Ltd.	1e	Elect Director Scott L. Robinson	No	For	Withhold	For	Withhold	
DIRTT Environmental Solutions Ltd.	1f	Elect Director Scott C. Ryan	No	For	Withhold	For	Withhold	
Mueller Water Products, Inc.	1.2	Elect Director J. Scott Hall	No	For	For	Against	For	We voted against the CEO due to poor performance during his tenure, reflected in lagging earnings and total shareholder returns. We voted against the re-election of 4 board members to hold them accountable for significantly lagging stock performance, poor decisions and oversight of executive leadership, hallmark signs of entrenchment, and CEO compensation targets not reflective of shareholder value creation.
Mueller Water Products, Inc.	1.3	Elect Director Thomas J. Hansen	No	For	For	Against	For	
Mueller Water Products, Inc.	1.4	Elect Director Mark J. O'Brien	No	For	For	Against	For	
Mueller Water Products, Inc.	1.6	Elect Director Bernard G. Rethore	No	For	For	Against	For	
Mueller Water Products, Inc.	1.9	Elect Director Michael T. Tokarz	No	For	For	Against	For	See above Mueller Water Rationale

## B.1 Supplement

Morgan Stanley - Proxy Votes - January through June 2022 - Against ISS recommendation											
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Aristocrat Leisure Limited	2/24/2022	Management	5	Non-Salary Comp.	Approve Remuneration Report	For	For	Against	Yes	Yes	Concerns with the quantum of pay relative to peers and one-off executive special equity award
AstraZeneca Plc	4/29/2022	Management	12	Antitakeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend Against as the shortened notice period could disenfranchise shareholders
AXA SA	4/28/2022	Management	7	Non-Salary Comp.	Approve Remuneration Policy of CEO	For	Against	For	No	Yes	The Company has adequately aligned executive pay and corporate performance
Barrick Gold Corporation	5/3/2022	Management	1.11	Directors Related	Elect Director John L. Thornton	For	For	Withhold	Yes	Yes	Concerns include poor leadership as Chairman and 10 year tenure on the board
British American Tobacco plc	4/28/2022	Management	2	Non-Salary Comp.	Approve Remuneration Policy	For	For	Against	Yes	Yes	Recommended Against due to lack of ROCE performance metrics for the LTIP
British American Tobacco plc	4/28/2022	Management	3	Non-Salary Comp.	Approve Remuneration Report	For	For	Against	Yes	Yes	Recommended Against due to lack of ROCE performance metrics for the LTIP
British American Tobacco plc	4/28/2022	Management	20	Antitakeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend Against as the shortened notice period could disenfranchise shareholders
Cameco Corporation	5/10/2022	Management	C	Non-Salary Comp.	Advisory Vote on Executive Compensation Approach	For	For	Against	Yes	Yes	Concerns with the performance metrics and the poor disclosure of targets for the LTIP
Deutsche Post AG	5/6/2022	Management	10	Non-Salary Comp.	Approve Remuneration Report	For	For	Against	Yes	Yes	Concerns with the reliance of stock price as a performance metrics for the LTIP
Epiroc AB	4/25/2022	Management	12	Non-Salary Comp.	Approve Stock Option Plan 2022 for Key Employees	For	For	Against	Yes	Yes	Concerns with the LTIP and the use of options
Epiroc AB	4/25/2022	Management	10.a3	Directors Related	Reelect Johan Forssell as Director	For	For	Against	Yes	Yes	Nominee is over boarded as per MSIM policy
Epiroc AB	4/25/2022	Management	8.d	Non-Salary Comp.	Approve Remuneration Report	For	For	Against	Yes	Yes	Concerns with the LTIP and the use of options
Fresenius SE & Co. KGaA	5/13/2022	Management	6	Non-Salary Comp.	Approve Remuneration Report	For	For	Against	Yes	Yes	Concerns with the LTIP performance metrics
Grifols SA	6/9/2022	Management	12	Antitakeover Related	Authorize Company to Call EGM with 15 Days' Notice	For	For	Against	Yes	Yes	Recommend Against as the shortened notice period could disenfranchise shareholders
Heineken NV	4/21/2022	Management	4.b	Directors Related	Reelect J.A. Fernandez Carbajal to Supervisory Board	For	Against	For	No	Yes	Femsa is second largest shareholder in Heineken so believe board representation is required from leading Femsa executive
Hexagon AB	4/29/2022	Management	12	Non-Salary Comp.	Approve Remuneration Report	For	For	Against	Yes	Yes	Concerns with the LTIP performance metrics and the link to adjusted EPS
Imperial Brands Plc	2/2/2022	Management	20	Antitakeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend Against as the shortened notice period could disenfranchise shareholders
Kirin Holdings Co., Ltd.	3/30/2022	Management	6	Non-Salary Comp.	Approve Trust-Type Equity Compensation Plan and Phantom Stock Plan	For	Against	For	No	Yes	Engaged with the company and confirmed vesting period is 3 years
Legal & General Group Plc	5/26/2022	Management	23	Antitakeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend Against as the shortened notice period could disenfranchise shareholders
L'Oreal SA	4/21/2022	Management	10	Non-Salary Comp.	Approve Compensation of Jean-Paul Agon, Chairman and CEO from 1 January 2021 to 30 April 2021	For	Against	For	No	Yes	No significant compensation concerns highlighted
LVMH Moët Hennessy Louis Vuitton SE	4/21/2022	Management	5	Directors Related	Reelect Bernard Arnault as Director	For	Against	For	No	Yes	No issues with the combined Chairman CEO position
M&G Plc	5/25/2022	Management	21	Antitakeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend Against as the shortened notice period could disenfranchise shareholders
Moncler SpA	4/21/2022	Management	2.1	Non-Salary Comp.	Approve Remuneration Policy	For	For	Against	Yes	Yes	Concerns with the use of EPS as a performance metrics and poor disclosure of targets
MTU Aero Engines AG	5/5/2022	Management	8	Non-Salary Comp.	Approve Remuneration Report	For	For	Against	Yes	Yes	Concerns with the lack of ROCE element or return on capital based metrics

## B.1 Supplement

Morgan Stanley - Proxy Votes - January through June 2022 - Against ISS recommendation											
Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Prudential Plc	5/26/2022	Management	24	Antitakeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend Against as the shortened notice period could disenfranchise shareholders
Reckitt Benckiser Group Plc	5/20/2022	Management	24	Antitakeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend Against as the shortened notice period could disenfranchise shareholders
RELX Plc	4/21/2022	Management	20	Antitakeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend Against as the shortened notice period could disenfranchise shareholders
Sanofi	5/3/2022	Management	13	Non-Salary Comp.	Approve Compensation of Paul Hudson, CEO	For	For	Against	Yes	Yes	Concerns with the LTIP performance metrics
Sanofi	5/3/2022	Management	16	Non-Salary Comp.	Approve Remuneration Policy of CEO	For	For	Against	Yes	Yes	Concerns with the LTIP performance metrics
SAP SE	5/18/2022	Management	7	Non-Salary Comp.	Approve Remuneration Report	For	For	Against	Yes	Yes	Concerns with the structure of the LTIP
St. James's Place Plc	5/19/2022	Management	18	Antitakeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend Against as the shortened notice period could disenfranchise shareholders
Svenska Handelsbanken AB	3/23/2022	Management	18.1	Directors Related	Reelect Jon-Fredrik Baksaas as Director	For	Against	For	No	Yes	No issues with the nominee
Svenska Handelsbanken AB	3/23/2022	Management	18.5	Directors Related	Reelect Par Boman as Director	For	Against	For	No	Yes	Nominee is over boarded however considered an asset to the board
Svenska Handelsbanken AB	3/23/2022	Management	18.8	Directors Related	Reelect Ulf Riese as Director	For	Against	For	No	Yes	No issues with the nominee
Svenska Handelsbanken AB	3/23/2022	Management	19	Directors Related	Reelect Par Boman as Board Chair	For	Against	For	No	Yes	Nominee is over boarded however considered an asset to the board
Thales SA	5/11/2022	Management	6	Directors Related	Reelect Charles Edelstenne as Director	For	Against	For	No	Yes	Controlled company, recommend FOR in light of ownership structure
Thales SA	5/11/2022	Management	7	Directors Related	Reelect Eric Trappier as Director	For	Against	For	No	Yes	Controlled company, recommend FOR in light of ownership structure
Thales SA	5/11/2022	Management	8	Directors Related	Reelect Loik Segalen as Director	For	Against	For	No	Yes	Controlled company, recommend FOR in light of ownership structure
Thales SA	5/11/2022	Management	9	Directors Related	Reelect Marie-Francoise Walbaum as Director	For	Against	For	No	Yes	Controlled company, recommend FOR in light of ownership structure
Thales SA	5/11/2022	Management	10	Directors Related	Reelect Patrice Caine as Director	For	Against	For	No	Yes	No issues with the combined Chairman CEO position
Thales SA	5/11/2022	Management	17	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 159 Million	For	Against	For	No	Yes	Takeover is not a concern in light of ownership structure
Thales SA	5/11/2022	Management	18	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights with a Binding Priority Right up to Aggregate Nominal Amount of EUR 60 Million	For	Against	For	No	Yes	Takeover is not a concern in light of ownership structure
Thales SA	5/11/2022	Management	19	Capitalization	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 60 Million	For	Against	For	No	Yes	Takeover is not a concern in light of ownership structure
Thales SA	5/11/2022	Management	20	Capitalization	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	For	Against	For	No	Yes	Takeover is not a concern in light of ownership structure
Thales SA	5/11/2022	Management	21	Capitalization	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	For	Against	For	No	Yes	Takeover is not a concern in light of ownership structure



## B.1 Supplement

TimesSquare - Proxy Votes - January through June 2022 - Against ISS Recommendation					
Company	SR No	Agenda Description	ISS Recommendation	Investment Manager Vote	TSCM Rationale
Amplifon SpA	2.1	Fix Number of Directors	For	Against	TSCM's custom internal policy is to always vote AGAINST this type of proposal when there is no recommendation from management.
Amplifon SpA	3	Approve Remuneration of Directors	For	Against	This item warrants a vote AGAINST because: • Termination payments can be in excess of 24 months' pay. • The company can pay discretionary bonuses.
Befesa SA	8	Reelect Romeo Kreinberg as Non-Executive Director	Against	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)
Befesa SA	9	Reelect Wolf Lehmann as Executive Director	For	Against	A vote AGAINST the non-independent nominees Natalia Latorre Arranz, Jose Dominguez Abascal, Wolf Lehmann and Asier Zarraonandia Ayo is warranted, because the board lacks independence. A vote AGAINST the reelection of chairman of the nominating committee Romeo Kreinberg is warranted because the board composition is insufficiently diverse.
Befesa SA	12	Reelect Asier Zarraonandia Ayo as Executive Director	For	Against	A vote AGAINST the non-independent nominees Natalia Latorre Arranz, Jose Dominguez Abascal, Wolf Lehmann and Asier Zarraonandia Ayo is warranted, because the board lacks independence. A vote AGAINST the reelection of chairman of the nominating committee Romeo Kreinberg is warranted because the board composition is insufficiently diverse.
Bodycote Plc	14	Approve Remuneration Policy	Against	For	A vote AGAINST this item is considered warranted for the following reasons: The Company's practice of localising base salary increases and pension contribution rates by country of residence, which remains out of line with market standards and investor expectations, have now been explicitly enshrined in the updated policy. This approach is also not accompanied by any rationale and not supported by disclosure that would help shareholders assess its appropriateness.
Cargojet Inc.	A	The Undersigned Certifies The Shares Represented by this Proxy Are Owned And Controlled By: FOR = Canadian, AGT = Non-Canadian Holder Authorized To Provide Air Service, ABN = Non-Canadian Who Is Not A Non-Canadian Holder Authorized To Provide Air Service.	Refer	Abstain	TSCM abstained to vote on this proposal due to citizenship status. The response is dependent upon a shareholder's citizenship or residency status in Canada.
Fortnox AB	12.1	Reelect Anna Frick as Director	Against	For	We will vote against the remuneration report but will deviate from ISS and our internal policy by voting FOR Anna Frick. We agree she is over boarded but most of the other boards are with very small companies, most with a market cap of less than \$100M. We will vote for, but engage with the board of Fortnox to push for her to resign from one of the smaller boards. The risk of following ISS and our policy is that we lose a very good director to the benefit of companies we are not shareholders of.

## B.1 Supplement

TimesSquare - Proxy Votes - January through June 2022 Differing from ISS Recommendation					
Company	SR No	Agenda Description	ISS Recommendation	Investment Manager Vote	TSCM Rationale
Future Plc	7	Re-elect Mark Brooker as Director	Against	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False)The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False)The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False)The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False)The nominee sits on boards at more than '6' public companies. (False)There have been questionable transactions with conflicts of interest in the past. (False)There are records of abuses against minority shareholder interests. (False)There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False)The company failed to disclose adequate information on this proposal. (False)The name, occupation or affiliation of the nominee has not been provided. (False)The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)
Future Plc	9	Re-elect Rob Hattrell as Director	Against	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False)The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False)The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False)The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False)The nominee sits on boards at more than '6' public companies. (False)There have been questionable transactions with conflicts of interest in the past. (False)There are records of abuses against minority shareholder interests. (False)There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False)The company failed to disclose adequate information on this proposal. (False)The name, occupation or affiliation of the nominee has not been provided. (False)The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)
Future Plc	15	Authorise Issue of Equity	For	Against	A vote AGAINST is warranted because the stock that could be issued without preemptive rights represents more than '20%' of the current outstanding shares.
Interpump Group SpA	7	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	Against	For	Item 7: ISS would like share buy backs to be limited to 10% of capital, while the Italian market authority limited it at 20%. Interpump has used treasury shares in the past to pay incentive programs on newly acquired companies and they have an impeccable record when it comes to integrating acquisitions. Also if a share based transaction would come to the table, TSCM would be supportive of that. In summary, using Italian regulatory guidelines and given the track record of Interpump, TSCM will voted with management.

## B.1 Supplement

TimesSquare - Proxy Votes - January through June 2022 Differing from ISS Recommendation					
Company	SR No	Agenda Description	ISS Recommendation	Investment Manager Vote	TSCM Rationale
Interpump Group SpA	8	Elect Claudio Berretti as Director and Approve Director's Remuneration	Against	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)
Ipsos SA	4	Approve Auditors' Special Report on Related-Party Transactions	Against	For	Votes FOR the authorizations under Items 25-31 are warranted as their proposed volumes respect the recommended guidelines for issuances with /and without preemptive rights.
K Car Co., Ltd.	6	Approve Increase in Remuneration Pay of Executive Officers	Against	For	TSCM's custom internal policy is to always vote FOR this type of proposal unless the compensation has option repricing, stock options that lack performance conditions or if there are inadequate disclosures.
Kadokawa Corp.	6	Approve Trust-Type Equity Compensation Plan	For	Against	A vote AGAINST Item 6 and consistent with TSCM policy is warranted as: 1. The timing for share disposal is too quickly (0.2 years < 3-years), and 2. The dilution from the plan (3.2%) is significant.
Tamburi Investment Partners SpA	2.1	Fix Number of Directors	For	Against	TSCM's custom internal policy is to always vote AGAINST this type of proposal when there is no recommendation from management.
Nordic Entertainment Group AB	19.e	Approve Equity Swap Agreement as Alternative Equity Plan Financing	Against	For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)
Organo Corp.	3.2	Elect Director Yamada, Masayuki	Against	For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)

## B.1 Supplement

TimesSquare - Proxy Votes - January through June 2022 Differing from ISS Recommendation					
Company	SR No	Agenda Description	ISS Recommendation	Investment Manager Vote	TSCM Rationale
RWS Holdings Plc	4	Re-elect Andrew Brode as Director	Abstain	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False)The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False)The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False)The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False)The nominee sits on boards at more than '6' public companies. (False)There have been questionable transactions with conflicts of interest in the past. (False)There are records of abuses against minority shareholder interests. (False)There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False)The company failed to disclose adequate information on this proposal. (False)The name, occupation or affiliation of the nominee has not been provided. (False)The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)
Siegfried Holding AG	6.4.1	Reappoint Isabelle Welton as Member of the Compensation Committee	Against	For	TSCM's custom internal policy is to always vote FOR this type of proposal unless the board member has been unresponsive or in instances of overboarded members.
Siegfried Holding AG	6.4.2	Reappoint Martin Schmid as Member of the Compensation Committee	Against	For	TSCM's custom internal policy is to always vote FOR this type of proposal unless the board member has been unresponsive or in instances of overboarded members.
momo.com, Inc.	6	Approve Amendments to Procedures Governing the Acquisition or Disposal of Assets	Against	For	ISS recommended against this item because they believe that the proposed increase of caps in securities investment may expose the company to unnecessary risks and because no compelling rationale was provided for such changes. TSCM's custom voting policy and practice emphasizes areas that we believe have the most direct impact on shareholder value creation. This focus compliments the significance we place on management quality as part of our investment process. When the appropriate management and structural mechanisms are in place, we are comfortable following management recommendations on resolutions where their more nuanced understanding of the item is beneficial, and where the item may have more limited impact on shareholder value over the near term. TSCM will continue to review its policy with regard to these resolutions and may change them in the future if evidence of negative management practice arises.
Tamburi Investment Partners SpA	6	Approve 2022-2023 TIP Performance Share Plan	Against	For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:1.08) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:2.44) The performance period or vesting period for restricted stock grants is less than '3' years. (False) Plan awards lack performance conditions. (False)
Siegfried Holding AG	9	Transact Other Business (Voting)	Against	For	ISS recommended against this item because it concerns additional instructions from the shareholder to the proxy in case new voting items or counterproposals are introduced, and the content of any new voting items or counterproposals is not known. TSCM's custom voting policy and practice emphasizes areas that we believe have the most direct impact on shareholder value creation. This focus compliments the significance we place on management quality as part of our investment process. When the appropriate management and structural mechanisms are in place, we are comfortable following management recommendations on resolutions where their more nuanced understanding of the item is beneficial, and where the item may have more limited impact on shareholder value over the near term. TSCM will continue to review its policy with regard to these resolutions, and may change them in the future if evidence of negative management practice arises.
Tamburi Investment Partners SpA	2.2	Approve Remuneration of Directors	For	Against	This item warrants a vote AGAINST because of the short-term incentive is not capped. The composition of the remuneration committee is also not in line with good market practice.
Tamburi Investment Partners SpA	8	Appoint Marina Mottura as Alternate Internal Statutory Auditor	For	Abstain	This item warrants a vote AGAINST due to the lack of disclosure on the proposed nominee.

## B.1 Supplement

TimesSquare - Proxy Votes - January through June 2022 Differing from ISS Recommendation					
Company	SR No	Agenda Description	ISS Recommendation	Investment Manager Vote	TSCM Rationale
Thule Group AB	10.5	Reelect Helene Willberg as Director	Against	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)
Thule Group AB	10.7	Elect Johan Westman as New Director	Against	For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)
Thule Group AB	10.8	Elect Hans Eckerstrom as Board Chair	Against	For	The names and occupations or affiliations of nominees are not provided (False). There have been questionable transactions with conflicts of interest in the past (False). There are records of abuses against minority shareholder interests (False). There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities (False). The company failed to disclose adequate information on this proposal (False).
TOTVS SA	7	Amend Article 55	Against	For	ISS recommended against this item because shareholders are being asked to expand the potential beneficiaries of a broad indemnification provision, but lacks additional key information. TSCM's custom voting policy and practice emphasizes areas that we believe have the most direct impact on shareholder value creation. This focus compliments the significance we place on management quality as part of our investment process. When the appropriate management and structural mechanisms are in place, we are comfortable following management recommendations on resolutions where their more nuanced understanding of the item is beneficial, and where the item may have more limited impact on shareholder value over the near term. TSCM will continue to review its policy with regard to these resolutions, and may change them in the future if evidence of negative management practice arises.



## B.1 Supplement

TimesSquare - Proxy Votes - January through June 2022 Differing from ISS Recommendation					
Company	SR No	Agenda Description	ISS Recommendation	Investment Manager Vote	TSCM Rationale
Toyo Gosei Co., Ltd.	3	Appoint Alternate Statutory Auditor Hagiwara, Shoichi	Against	For	ISS recommended against this item because they believe that the outside statutory auditor nominee's affiliation with the company could compromise independence. TSCM's custom voting policy and practice emphasizes areas that we believe have the most direct impact on shareholder value creation. This focus compliments the significance we place on management quality as part of our investment process. When the appropriate management and structural mechanisms are in place, we are comfortable following management recommendations on resolutions where their more nuanced understanding of the item is beneficial, and where the item may have more limited impact on shareholder value over the near term. TSCM will continue to review its policy with regard to these resolutions, and may change them in the future if evidence of negative management practice arises.
Valmet Corp.	10	Approve Remuneration Report (Advisory Vote)	Against	For	<p>After engagement with Valmet, we feel we have a better understanding of Valmet's structuring of its long term awards program. Specifically:</p> <ul style="list-style-type: none"> <li>- The three-year vesting period for awards is consistent with best practice.</li> <li>-While Valmet aims to create long term incentives for value creation, it also wants to reward immediate progress toward long-term goals: "if we set a three-year goal, we want management to roll up its sleeves and start to work on it on day one." While this approach is philosophically different than what is considered best practice, we do not find it highly problematic.</li> <li>-Management points out that three-year plans often have shorter-term goals built in, making them very similarly structured to their package. There is a degree of "window dressing" performed in order to receive a favorable recommendation; we agree with this point.</li> <li>- Overall compensation aligns well with TSR.</li> <li>- We learned that the strategic performance measures in the long term plan are all tied to ESG, which we initially view favorably (while certainly questioning why this isn't disclosed and wanting more detail).</li> </ul> <p>The factors above tilt us in favor the remuneration package. That said, we do see significant room for Valmet improvement in key areas:</p> <ol style="list-style-type: none"> <li>1) Their remuneration report failed to get majority support last year, which should have signaled to management the need for more proactive communication ahead of the AGM this year.</li> <li>2) They should more proactively disclose the role ESG metrics play in executive comp. We are taking a leap of faith that these will incentivize favorable long-term actions, and would appreciate better understanding the plan.</li> </ol>
Verallia SA	7	Elect Mme Beatriz Peinado Vallejo as Representative of Employee Shareholders to the Board	Against	For	<p>TSCM's custom internal policy is to always vote in line with management for this type of proposal. Further details are as follows: Items 5 and 6: The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False)</p> <p>The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False)</p> <p>The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False)</p> <p>The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False)</p> <p>The nominee sits on boards at more than '6' public companies. (False)</p> <p>There have been questionable transactions with conflicts of interest in the past. (False)</p> <p>There are records of abuses against minority shareholder interests. (False)</p> <p>There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False)</p> <p>The company failed to disclose adequate information on this proposal. (False)</p> <p>The name, occupation or affiliation of the nominee has not been provided. (False)</p> <p>The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)</p> <p>The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)</p>

## B.1 Supplement

### TimesSquare - Proxy Votes - January through June 2022 Differing from ISS Recommendation

Company	SR No	Agenda Description	ISS Recommendation	Investment Manager Vote	TSCM Rationale
Verallia SA	10	Approve Compensation of Michel Giannuzzi, Chairman and CEO	Against	For	<p>A vote FOR approving compensation of Michel Giannuzzi, Chairman and CEO goes against our own TSCM policy, but in our opinion this action is merited for the following reasons:</p> <p>(1) One of ISS' main concerns is relative compensation vs the peer group in their analysis. However, that peer group is mainly comprised of packaging companies that we don't think are the best peers for the company. While we don't have a clear picture of how the CEO's compensation compares vs peers, we're uncomfortable with voting against a high-performing CEO on a *binding* resolution based on an inadequate peer group.</p> <p>(2) Michel's comp jumped 412% in 2021- mainly through the addition of EUR3.2 million in L-T incentives. We note that these come after below-peer comp and not earning any such incentives since 2019. 80% of comp remains performance based, which is a favorable change in mix. Comp over the past two years was more heavily weighed toward non performance-based pay.</p> <p>(3) Shareholder support for compensation for the past two years has been over 90% - this is not a company with a history of problematic pay practices. Also, we agree with ISS' assessment that compensation practices have followed an improving trend.</p> <p>(4) We agree with ISS in that some of the compensation practices fall short of best practice, but view these as areas of engagement with the company versus an Against vote at this time. Areas for improvement include: disclosure of vesting levels for all criteria in the LTIP plan, and disclosure as to whether the CEO/Chairman will still benefit from the full LTIP 2021-2022 and 2021-2023 when becoming the company's Chairman.</p> <p>(5) ISS flags that the granting of the 2nd tranche LTIP was disproportionate to performance criteria and share price. This is true: the company achieved 70.6% of the established goal during the performance period, yet it granted the CEO 87% of the shares available for award, thereby raising LTIP comp. While not desirable, we do note this grant comes after no granting of long-term incentives for the past two years.</p> <p>(6) There are elements of the comp structure that we view favorably. The performance conditions in the LTI program include EBITDA, emission reductions, gender diversity improvements, ROCE, and relative TSR performance. We find these conditions to contain a good mix of near and long-term value producing incentives.</p> <p>(7) Overall, the company's corporate governance profile is solid, and indicates a good</p>
Verallia SA	25	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	Against	For	<p>Item 23 warrants a vote FOR as the maximum discount allowed remains in line with the acceptable limit of 10 percent.</p>

Board Statistics Report

B.1.b



Parameters Used:  
Location(s): All locations  
Account Group(s): All account groups  
Institution Account(s): Dimensional Fund Advisors  
Custodian Account(s): All custodian accounts  
Reporting Period: 1/1/22 to 6/30/22

Meeting Overview

Category	Number	Percentage
Number of votable meetings	1,005	
Number of meetings voted	1,005	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	227	22.59%

Ballot Overview

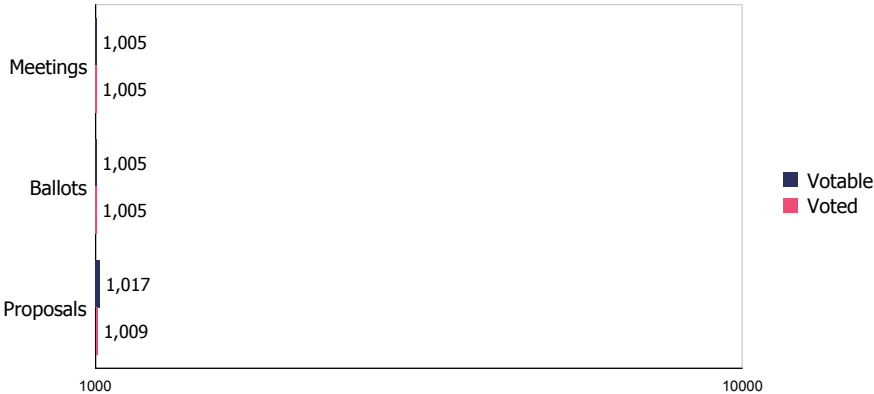
Category	Number	Percentage
Number of votable ballots	1,005	
Number of ballots voted	1,005	100.00%

Proposal Overview

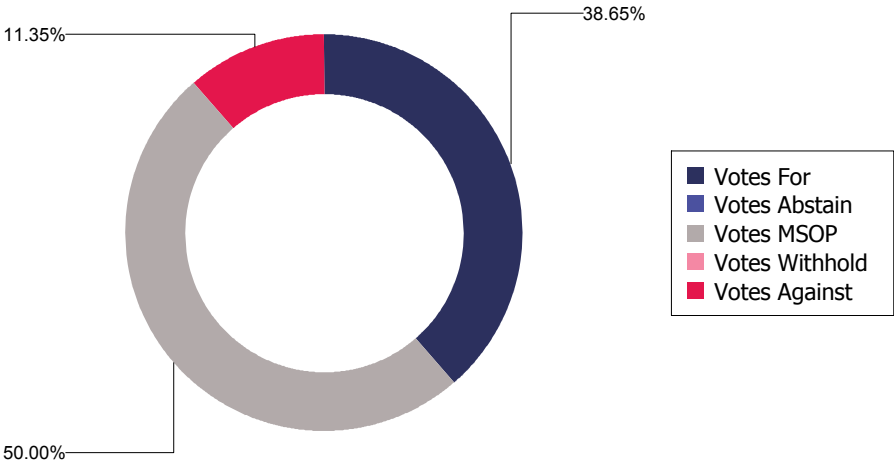
Category	Number	Percentage
Number of votable items	1,017	
Number of items voted	1,009	99.21%
Number of votes FOR	780	77.30%
Number of votes AGAINST	229	22.70%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP	1,009	100.00%
Number of votes One Year	0	0.00%
Number of votes Two Years	0	0.00%
Number of votes Three Years	0	0.00%
Number of votes With Policy	1,009	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	782	77.50%
Number of votes Against Mgmt	227	22.50%
Number of votes on Shareholder Proposals	0	0.00%

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

Voting Statistics

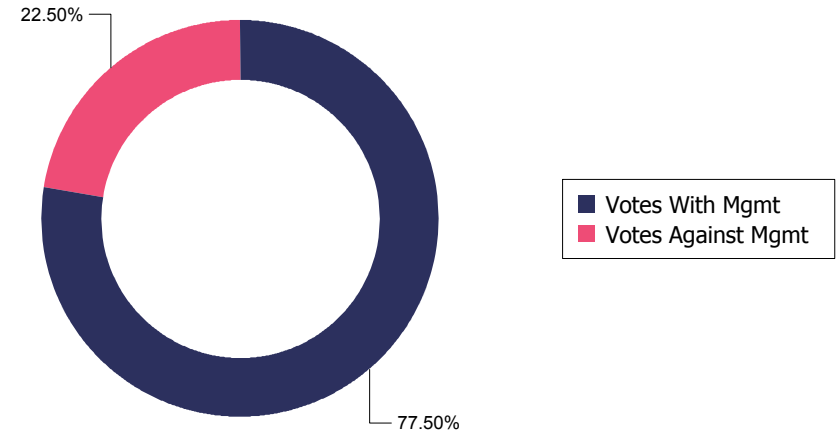


Vote Cast Statistics

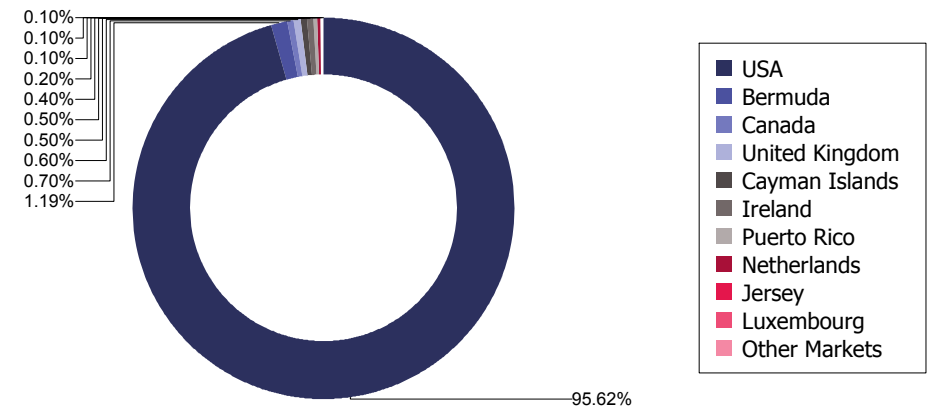


**Vote Alignment with Policy**

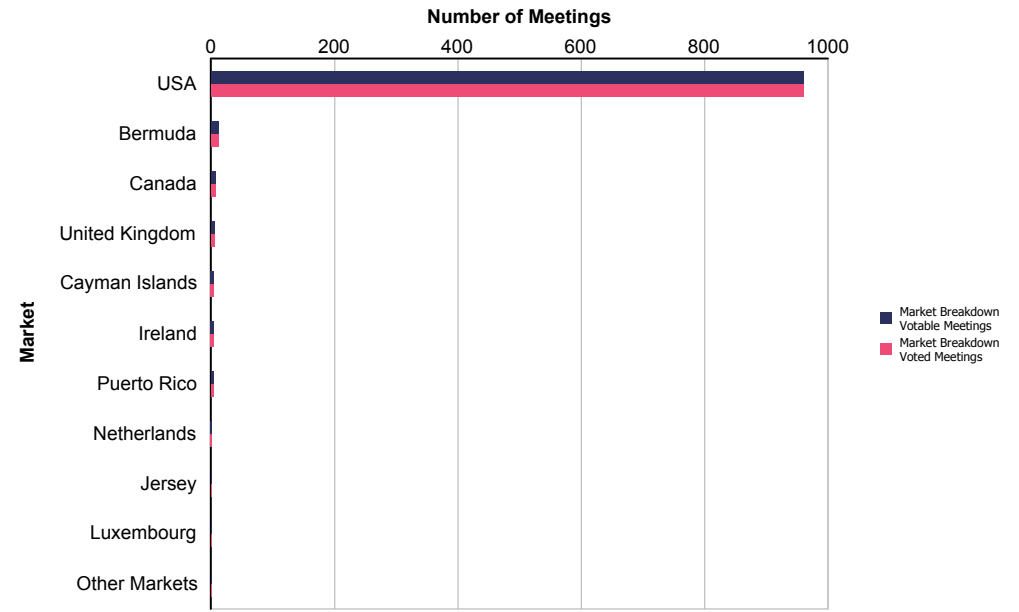
No graphical representation provided.

**Vote Alignment with Management****Market Breakdown**

Market	Votable Meetings	Voted Meetings	Percentage
USA	961	961	100.00%
Bermuda	12	12	100.00%
Canada	7	7	100.00%
United Kingdom	6	6	100.00%
Cayman Islands	5	5	100.00%
Ireland	5	5	100.00%
Puerto Rico	4	4	100.00%
Netherlands	2	2	100.00%
Jersey	1	1	100.00%
Luxembourg	1	1	100.00%
Marshall Isl	1	1	100.00%

**Meetings Voted by Market**

## Market Voting Statistics





## Analysis of Votes: AGAINST/ABSTAIN/WITHHOLD

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Zurn Water Solutions Corporation	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Landmark Bancorp, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ocean Bio-Chem, Inc.	03-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Upland Software, Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
KB Home	07-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PROG Holdings, Inc.	24-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Universal Electronics Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
G-III Apparel Group, Ltd.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Deciphera Pharmaceuticals, Inc.	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Planet Fitness, Inc.	02-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Clean Harbors, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Organon & Co.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DXP Enterprises, Inc.	10-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Welbilt, Inc.	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Airgain, Inc.	22-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Home BancShares, Inc.	21-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
HMN Financial, Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cadence Bank	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Perficient, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SolarWinds Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Associated Capital Group, Inc.	03-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CSP Inc.	08-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TransMedics Group, Inc.	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Intra-Cellular Therapies, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ferroglobe PLC	30-Jun-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Remuneration Report	1
Silicon Laboratories Inc.	21-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
iHeartMedia, Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CONSOL Energy Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Yext, Inc.	14-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Acuity Brands, Inc.	05-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BellRing Brands, Inc.	11-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Team, Inc.	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NeoGenomics, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Origin Bancorp, Inc.	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TechnipFMC Plc	29-Apr-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
FS Bancorp, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
ARKO Corp.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Community Trust Bancorp, Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Flowserve Corporation	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cinemark Holdings, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Vishay Intertechnology, Inc.	24-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Nabors Industries Ltd.	07-Jun-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
INTELLICHECK, INC.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Harley-Davidson, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NL Industries, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Maiden Holdings, Ltd.	04-May-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Summit Financial Group, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Employers Holdings, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Smith Micro Software, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The RMR Group Inc.	10-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SJW Group	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kohl's Corporation	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Lexicon Pharmaceuticals, Inc.	20-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NV5 Global, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Texas Capital Bancshares, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Acme United Corporation	25-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Children's Place, Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Arconic Corporation	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kennedy-Wilson Holdings, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tronox Holdings Plc	12-May-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
SUPERIOR GROUP OF COMPANIES, INC.	13-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
UFP Technologies, Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Jefferies Financial Group Inc.	29-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BCB Bancorp, Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Mirati Therapeutics, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
H&E Equipment Services, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
FARO Technologies, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Palomar Holdings, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ambarella, Inc.	07-Jun-22	Cayman Islands	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Beacon Roofing Supply, Inc.	18-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CTS Corporation	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
American National Bankshares Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hawthorn Bancshares, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Dime Community Bancshares, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Goodyear Tire & Rubber Company	11-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cambridge Bancorp	16-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sterling Bancorp, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Viking Therapeutics, Inc.	24-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kura Oncology, Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TFS Financial Corporation	24-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Medpace Holdings, Inc.	20-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Bankwell Financial Group, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Capitol Federal Financial, Inc.	25-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NCR Corporation	06-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
XPO Logistics, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BlueLinx Holdings Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Innodata Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RGC Resources, Inc.	24-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
MACOM Technology Solutions Holdings, Inc.	03-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
United States Steel Corporation	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Winmark Corporation	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The First Bancshares, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Alteryx, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Carrols Restaurant Group, Inc.	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Guess?, Inc.	22-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Penns Woods Bancorp, Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Alaska Air Group, Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PacWest Bancorp	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Flushing Financial Corporation	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
First BanCorp (Puerto Rico)	20-May-22	Puerto Rico	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1



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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
The Simply Good Foods Company	20-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Pinnacle Financial Partners, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TechnipFMC Plc	29-Apr-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Directors' Remuneration Report	1
Century Casinos, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Safeguard Scientifics, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hingham Institution for Savings	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Realogy Holdings Corp.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Nicolet Bankshares, Inc.	09-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sierra Bancorp	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hudson Technologies, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
GTY Technology Holdings Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ducommun Incorporated	20-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Heritage Commerce Corp.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SailPoint Technologies Holdings, Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Orrstown Financial Services, Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Investar Holding Corporation	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ranpak Holdings Corp.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Fresh Del Monte Produce Inc.	02-Jun-22	Cayman Islands	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Mersana Therapeutics, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Axis Capital Holdings Limited	05-May-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Peoples Bancorp of North Carolina, Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Consolidated Water Co. Ltd.	23-May-22	Cayman Islands	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Turning Point Therapeutics, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Travel + Leisure Co.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Beasley Broadcast Group, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Assembly Biosciences, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
WW International, Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NGM Biopharmaceuticals, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Concentrix Corporation	22-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Barnes Group Inc.	06-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
EnPro Industries, Inc.	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CONMED Corporation	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ecovyst Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Vanda Pharmaceuticals Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DLH Holdings Corp.	10-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Materion Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
F.N.B. Corporation	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Eagle Bancorp, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Griffon Corporation	17-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Evercore Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Taylor Morrison Home Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Titan International, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Talos Energy Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
MGE Energy, Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kronos Worldwide, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Chefs' Warehouse, Inc.	13-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
First Internet Bancorp	16-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
MasTec, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tempur Sealy International, Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Great Southern Bancorp, Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
VAALCO Energy, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cargurus, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kontoor Brands, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CBIZ, Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Investors Title Company	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PC Connection, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Xerox Holdings Corporation	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Casella Waste Systems, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Natural Gas Services Group, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Mid Penn Bancorp, Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Tronox Holdings Plc	12-May-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Remuneration Report	1
Mr. Cooper Group Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Rhythm Pharmaceuticals, Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ranger Oil Corporation	02-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RBB Bancorp	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Middlesex Water Company	23-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Vector Group Ltd.	28-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Prosperity Bancshares, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
United States Lime & Minerals, Inc.	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NMI Holdings, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sage Therapeutics, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
WidePoint Corporation	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Timberland Bancorp, Inc.	25-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Enzo Biochem, Inc.	08-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Terminix Global Holdings, Inc.	23-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ambac Financial Group, Inc.	24-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
EMCOR Group, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
HCI Group, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Playtika Holding Corp.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Mednax, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Southern First Bancshares, Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Quotient Technology Inc.	29-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Altair Engineering Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Karuna Therapeutics, Inc.	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Lakeland Bancorp, Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Venator Materials Plc	06-Jun-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Remuneration Report	1
The ONE Group Hospitality, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Academy Sports and Outdoors, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Party City Holdco Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SeaWorld Entertainment, Inc.	13-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NextDecade Corporation	22-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Movado Group, Inc.	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cowen Inc.	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Select Medical Holdings Corporation	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cathay General Bancorp	16-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Upwork Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Switch, Inc.	10-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Universal Display Corporation	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Heritage-Crystal Clean, Inc.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tutor Perini Corporation	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1



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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
First Busey Corporation	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Travelzoo	25-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Stratus Properties Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
California Water Service Group	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CompX International Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Yellow Corporation	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Aware, Inc.	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Spirit AeroSystems Holdings, Inc.	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
USANA Health Sciences, Inc.	09-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
InterDigital, Inc.	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Resideo Technologies, Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IMAX Corporation	09-Jun-22	Canada	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Xperi Holding Corporation	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kemper Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IDACORP, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Enstar Group Limited	01-Jun-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Usio, Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Jack in the Box Inc.	04-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
ACNB Corporation	03-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
nLIGHT, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
City Holding Company	12-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Simmons First National Corporation	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
GrafTech International Ltd.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Enovis Corporation	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NetSol Technologies, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Amphastar Pharmaceuticals, Inc.	10-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Natus Medical Incorporated	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NanoString Technologies, Inc.	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Argan, Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

**Analysis of Votes Against Policy**

There are no votes against policy.

**Analysis of Votes Against Management**

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Zurn Water Solutions Corporation	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Landmark Bancorp, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ocean Bio-Chem, Inc.	03-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Upland Software, Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
KB Home	07-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
PROG Holdings, Inc.	24-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Universal Electronics Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
G-III Apparel Group, Ltd.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Deciphera Pharmaceuticals, Inc.	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Planet Fitness, Inc.	02-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Clean Harbors, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Organon & Co.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DXP Enterprises, Inc.	10-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Welbilt, Inc.	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Airgain, Inc.	22-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Home BancShares, Inc.	21-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
HMN Financial, Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cadence Bank	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Perficient, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SolarWinds Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Associated Capital Group, Inc.	03-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CSP Inc.	08-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TransMedics Group, Inc.	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Intra-Cellular Therapies, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ferroglobe PLC	30-Jun-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Remuneration Report	1
Silicon Laboratories Inc.	21-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
iHeartMedia, Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CONSOL Energy Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Yext, Inc.	14-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Acuity Brands, Inc.	05-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BellRing Brands, Inc.	11-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Team, Inc.	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NeoGenomics, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Origin Bancorp, Inc.	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TechnipFMC Plc	29-Apr-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
FS Bancorp, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
ARKO Corp.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Community Trust Bancorp, Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Flowserve Corporation	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cinemark Holdings, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Vishay Intertechnology, Inc.	24-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Nabors Industries Ltd.	07-Jun-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
INTELLICHECK, INC.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Harley-Davidson, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NL Industries, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Maiden Holdings, Ltd.	04-May-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Summit Financial Group, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Employers Holdings, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Smith Micro Software, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The RMR Group Inc.	10-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1



## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
SJW Group	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Lexicon Pharmaceuticals, Inc.	20-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NV5 Global, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Texas Capital Bancshares, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Acme United Corporation	25-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Children's Place, Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Arconic Corporation	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kennedy-Wilson Holdings, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tronox Holdings Plc	12-May-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SUPERIOR GROUP OF COMPANIES, INC.	13-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
UFP Technologies, Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Jefferies Financial Group Inc.	29-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BCB Bancorp, Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Mirati Therapeutics, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
H&E Equipment Services, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
FARO Technologies, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Palomar Holdings, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ambarella, Inc.	07-Jun-22	Cayman Islands	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Beacon Roofing Supply, Inc.	18-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CTS Corporation	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
American National Bankshares Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hawthorn Bancshares, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Dime Community Bancshares, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Goodyear Tire & Rubber Company	11-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cambridge Bancorp	16-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sterling Bancorp, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Viking Therapeutics, Inc.	24-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kura Oncology, Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TFS Financial Corporation	24-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Medpace Holdings, Inc.	20-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Bankwell Financial Group, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Capitol Federal Financial, Inc.	25-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NCR Corporation	06-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
XPO Logistics, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BlueLinx Holdings Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Innodata Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RGC Resources, Inc.	24-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
MACOM Technology Solutions Holdings, Inc.	03-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
United States Steel Corporation	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Winmark Corporation	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The First Bancshares, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Alteryx, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Carrols Restaurant Group, Inc.	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Penns Woods Bancorp, Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Alaska Air Group, Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
PacWest Bancorp	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Flushing Financial Corporation	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
First BanCorp (Puerto Rico)	20-May-22	Puerto Rico	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Simply Good Foods Company	20-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Pinnacle Financial Partners, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TechnipFMC Plc	29-Apr-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Directors' Remuneration Report	1
Century Casinos, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Safeguard Scientifics, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hingham Institution for Savings	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Realogy Holdings Corp.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Nicolet Bankshares, Inc.	09-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sierra Bancorp	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hudson Technologies, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
GTY Technology Holdings Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ducommun Incorporated	20-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Heritage Commerce Corp.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SailPoint Technologies Holdings, Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Orrstown Financial Services, Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Investar Holding Corporation	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ranpak Holdings Corp.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Fresh Del Monte Produce Inc.	02-Jun-22	Cayman Islands	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Mersana Therapeutics, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Axis Capital Holdings Limited	05-May-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Peoples Bancorp of North Carolina, Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Consolidated Water Co. Ltd.	23-May-22	Cayman Islands	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Turning Point Therapeutics, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Travel + Leisure Co.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Beasley Broadcast Group, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Assembly Biosciences, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
WW International, Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1



## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
NGM Biopharmaceuticals, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Concentrix Corporation	22-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Barnes Group Inc.	06-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
EnPro Industries, Inc.	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CONMED Corporation	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ecovyst Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Vanda Pharmaceuticals Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DLH Holdings Corp.	10-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Materion Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
F.N.B. Corporation	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Eagle Bancorp, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Evercore Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Taylor Morrison Home Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Titan International, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Talos Energy Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
MGE Energy, Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kronos Worldwide, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Chefs' Warehouse, Inc.	13-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
First Internet Bancorp	16-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
MasTec, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tempur Sealy International, Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Great Southern Bancorp, Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
VAALCO Energy, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cargurus, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kontoor Brands, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CBIZ, Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Investors Title Company	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PC Connection, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Xerox Holdings Corporation	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Casella Waste Systems, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Natural Gas Services Group, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Mid Penn Bancorp, Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tronox Holdings Plc	12-May-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Remuneration Report	1
Mr. Cooper Group Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Rhythm Pharmaceuticals, Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ranger Oil Corporation	02-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RBB Bancorp	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Middlesex Water Company	23-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Vector Group Ltd.	28-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Prosperity Bancshares, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
United States Lime & Minerals, Inc.	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NMI Holdings, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sage Therapeutics, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
WidePoint Corporation	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Timberland Bancorp, Inc.	25-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Enzo Biochem, Inc.	08-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Terminix Global Holdings, Inc.	23-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ambac Financial Group, Inc.	24-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
EMCOR Group, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
HCI Group, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Playtika Holding Corp.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Mednax, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Southern First Bancshares, Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Quotient Technology Inc.	29-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Altair Engineering Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Karuna Therapeutics, Inc.	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Lakeland Bancorp, Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
American Vanguard Corporation	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Venator Materials Plc	06-Jun-22	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Remuneration Report	1
The ONE Group Hospitality, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Academy Sports and Outdoors, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Party City Holdco Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SeaWorld Entertainment, Inc.	13-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NextDecade Corporation	22-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Movado Group, Inc.	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cowen Inc.	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Select Medical Holdings Corporation	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cathay General Bancorp	16-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Upwork Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Switch, Inc.	10-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Universal Display Corporation	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Heritage-Crystal Clean, Inc.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tutor Perini Corporation	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
First Busey Corporation	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Travelzoo	25-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1



## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Stratus Properties Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
California Water Service Group	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CompX International Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Yellow Corporation	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Aware, Inc.	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Spirit AeroSystems Holdings, Inc.	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
USANA Health Sciences, Inc.	09-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
InterDigital, Inc.	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Resideo Technologies, Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IMAX Corporation	09-Jun-22	Canada	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Xperi Holding Corporation	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kemper Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IDACORP, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Enstar Group Limited	01-Jun-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Usio, Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

**Analysis of Votes Against Management (Continued)**

<b>Company Name</b>	<b>Meeting Date</b>	<b>Market</b>	<b>Proposal Code Description</b>	<b>Proposal Type Category</b>	<b>Proposal Text</b>	<b># of items voted AGST Mgmt</b>
Jack in the Box Inc.	04-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
ACNB Corporation	03-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
nLIGHT, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
City Holding Company	12-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Simmons First National Corporation	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
GrafTech International Ltd.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Enovis Corporation	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NetSol Technologies, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Amphastar Pharmaceuticals, Inc.	10-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Natus Medical Incorporated	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NanoString Technologies, Inc.	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Argan, Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
AAON, Inc.	05/12/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Abercrombie & Fitch Co.	06/08/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time	No	No	No
ABM Industries Incorporated	03/23/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Academy Sports and Outdoors, Inc.	06/02/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided the CEO excessive corporate aircraft perquisite and paid significant tax gross-ups on the CEO's perquisites.	Yes	Yes	No
Acadia Healthcare Company, Inc.	05/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
ACADIA Pharmaceuticals Inc.	06/07/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time	No	No	No
ACCO Brands Corporation	05/17/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
ACI Worldwide, Inc.	06/01/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Acme United Corporation	04/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
ACNB Corporation	05/03/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus awards; * The company maintains employment agreements with certain executives that provide for excise tax gross-ups and modified single-trigger cash severance; and * Equity awards provide for automatic accelerated vesting upon a change in control.	Yes	Yes	No
Acuity Brands, Inc.	01/05/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company failed to demonstrate adequate responsiveness to last year's say-on-pay vote, despite receiving less than majority support for the second year in a row. While the company engaged with investors following the annual meeting, shareholders' feedback is disclosed only in vague terms. In addition, it is not clear that the company has made any changes to address the concerns underlying the failed 2021 vote. Pay-for-performance concerns are mitigated in light of recent improvements to the company's incentive programs. The weight of the individual performance component in the annual incentive program was reduced from 50 percent to 20 percent, and a concerning secondary funding mechanism was removed. Further, the grant date value of the CEO's equity awards was lower in 2021 compared to 2020. Finally, beginning in 2022 the CEO will participate in the ordinary long-term incentive program.	Yes	No	No
Adams Resources & Energy, Inc.	05/10/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Addus HomeCare Corporation	06/15/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ADTRAN, Inc.	05/11/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Advanced Emissions Solutions, Inc.	05/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Advanced Energy Industries, Inc.	05/09/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Advansix Inc.	06/15/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Adverum Biotechnologies, Inc.	06/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.	No	No	No
Aeglea BioTherapeutics, Inc.	06/07/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Affiliated Managers Group, Inc.	05/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The newly implemented total incentive assessment scorecard is predominantly based on quantified and objective goals with disclosed targets. While the significant number of metrics and lack of disclosed threshold goals warrants continued monitoring, the new scorecard provides significantly more transparency into pay decisions compared to the separate STI and LTI assessments utilized in prior years, each of which relied heavily on committee discretion. Transparency is further enhanced by the introduction target incentive opportunities and pre-set formula for cash and equity awards. In addition, LTI awards are majority based on clearly disclosed multi-year goals, target and maximum LTI goals increased, and the percentage of the award that vests for threshold performance was reduced without a reduction in the threshold goal. Continued monitoring of the pay program structure is warranted, given the significant changes in incentive program structure and metric selection.	No	No	No

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Agios Pharmaceuticals, Inc.	06/21/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentives are primarily based on pre-set, objective metrics, a concern is noted regarding target setting, as the revenue goal was set below the prior year's actual performance with a corresponding reduction in a target bonus opportunity for executives. Furthermore, the strategic goal targets are not clearly disclosed. These issues are compounded as the executive chairman's base salary and target bonus opportunity each exceed the CEO's. These concerns are mitigated for the year in review, however. Although the mix of performance-contingent equity was reduced 10 percentage points in 2021, LTI awards remained majority performance-based and require a long-term improvement in book value and relative TSR outperformance for target payout. Moreover, performance-contingent equity will revert to a 75 percent mix for the 2022 LTI award, and a closing cycle performance equity award vested below target, which was in line with company performance. Continued monitoring of STI goal setting and the executive chairman's pay are warranted.	No	No	No
Air Lease Corporation	05/04/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Though annual incentives are primarily based on pre-set, objective metrics, a concern is noted regarding target setting, as the revenue goal was set below the prior year's actual performance with a corresponding reduction in a target bonus opportunity for executives. Furthermore, the strategic goal targets are not clearly disclosed. These issues are compounded as the executive chairman's base salary and target bonus opportunity each exceed the CEO's. These concerns are mitigated for the year in review, however. Although the mix of performance-contingent equity was reduced 10 percentage points in 2021, LTI awards remained majority performance-based and require a long-term improvement in book value and relative TSR outperformance for target payout. Moreover, performance-contingent equity will revert to a 75 percent mix for the 2022 LTI award, and a closing cycle performance equity award vested below target, which was in line with company performance. Continued monitoring of STI goal setting and the executive chairman's pay are warranted.	No	No	No
Air Transport Services Group, Inc.	05/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the compensation committee made certain adjustments to the financial results with respect to the three-year performance award ending in FY2021, such concern is mitigated at this time given that the final payout was earned at a threshold level. In addition, CEO pay is reasonably aligned with performance.	No	No	No
Airgain, Inc.	06/22/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. CEO pay was elevated due to outsized equity awards which are entirely time-vesting.	Yes	No	No
Akero Therapeutics, Inc.	06/02/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although equity awards were delivered entirely in the form of stock options which are considered to be more strongly-performance-based at clinical-stage biotechnology companies than in other industries as they are less susceptible to outside market influences, concerns are raised with respect to the magnitude of CEO pay. Specifically, CEO pay remains elevated due to sizable equity awards which the company grants every year. In addition, while half of the stock options will vest only upon the achievement of certain milestones, concerns are raised by the lack of clarity regarding the milestones.	No	No	No
Alamo Group Inc.	05/05/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Alarm.com Holdings, Inc.	06/02/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Alaska Air Group, Inc.	05/05/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft and life insurance.	Yes	Yes	No
Albany International Corp.	05/20/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Alcoa Corporation	05/05/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Alector, Inc.	06/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Allegiance Bancshares, Inc.	04/28/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Allegiant Travel Company	06/22/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern was noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ALLETE, Inc.	05/10/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Allied Motion Technologies Inc.	05/04/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The company modified "in-flight" LTI grants but this did not result in a pay-for-performance misalignment. Shareholders should continue to monitor the company's executive compensation program.	No	No	No
Allison Transmission Holdings, Inc.	05/04/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Allscripts Healthcare Solutions, Inc.	06/21/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Alpha Metallurgical Resources, Inc.	05/03/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Alta Equipment Group Inc.	06/09/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Altair Engineering Inc.	05/11/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted considering the excessive personal utilization of corporate aircraft-related perquisite. Additionally, the plan lacks risk mitigators and long-term performance metrics for the most recent fiscal year.	Yes	Yes	No

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Alteryx, Inc.	05/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The company introduced performance-conditioned equity awards, which is a positive change, but there are noted design and magnitude concerns. The CEO's total equity award value was large, driving relatively large total pay for the year in review, on the backdrop of poor short- and long-term TSR performance. The new performance awards utilize a relatively short two-year period and share a metric in the STI program. There are also concerns around the disclosure of goals for sizable sign-on equity awards, which utilized a short-term measurement period. Moreover, while the STI program is predominantly based on a financial metric, there is poor disclosure around individual performance factors. In light of these factors, a vote AGAINST this proposal is warranted.	Yes	No	No
Altra Industrial Motion Corp.	04/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Amalgamated Financial Corp.	04/27/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance concerns are mitigated at this time. CEO pay was elevated due to a substantial equity award and a sign-on bonus granted in connection with her hiring. Further, annual incentives were based primarily on pre-set objective measures and the company's equity compensation program provides for equity awards that are 50 percent performance-based.	No	No	No
Ambac Financial Group, Inc.	05/24/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a pay-for-performance misalignment. Although the annual bonus plan appears to be reasonably linked to quantifiable performance measures, concerns persist regarding the directional misalignment between realizable pay and three-year TSR and the size of the CEO's equity awards, which was more than double the median total pay of Public Fund Advisory Services-selected peer CEOs.	Yes	No	No
Ambarella, Inc.	06/07/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain excise tax gross-up provisions.	Yes	Yes	No
AMC Networks Inc.	06/16/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
American Equity Investment Life Holding Company	06/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
American National Bankshares Inc.	05/17/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company recently entered into an amended employment agreement with the CEO that provides for excessive severance payout basis.	Yes	No	No
American Public Education, Inc.	05/20/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
American States Water Company	05/24/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
American Vanguard Corporation	06/01/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
American Vanguard Corporation	06/01/2022	Management	Yes	26	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	For	For	A vote FOR this proposal is warranted. Certain concerns are raised regarding the potential impact of committee discretion for individual bonus allocations and goal disclosure for incentive pay. However, the CEO's increased annual bonus is aligned with improved pretax income, and equity awards are half performance-based using a multi-year measurement period. Further, CEO pay and company performance are reasonably aligned for the year in review.	Yes	No	No
Ameris Bancorp	06/09/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
AMERISAFE, Inc.	06/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
AmeriServ Financial, Inc.	04/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
AMN Healthcare Services, Inc.	05/06/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.	No	No	No
Amneal Pharmaceuticals, Inc.	05/09/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ampco-Pittsburgh Corporation	05/05/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Amphastar Pharmaceuticals, Inc.	06/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to following: * The company provided a large automobile-related perquisite to the CEO. * Equity award arrangements provide for single-trigger vesting acceleration upon a change-in-control. * Equity awards to the CEO in the most recent fiscal year lack performance vesting conditions.	Yes	Yes	No
Armtex Systems, Inc.	03/02/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ANI Pharmaceuticals, Inc.	04/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Anika Therapeutics, Inc.	06/08/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Antero Midstream Corporation	06/07/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Antero Resources Corporation	06/07/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
API Group Corporation	06/15/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Apogee Enterprises, Inc.	06/22/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No



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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
AppFolio, Inc.	06/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ArcBest Corporation	04/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Archrock, Inc.	04/28/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Arconic Corporation	05/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as a former NEO received sizable severance upon a termination that the proxy described as a resignation. The payment of severance upon a voluntary resignation is generally viewed as inappropriate, as severance is intended for cases of involuntary job loss.	Yes	No	No
Arcosa, Inc.	05/03/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Arcutis Biotherapeutics, Inc.	06/01/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Argan, Inc.	06/21/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that provide for a single trigger severance payment. Further, equity award arrangements provide for automatic accelerated vesting upon a change-in-control.	Yes	Yes	No
ARKO Corp.	06/07/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision.	Yes	Yes	No
Armstrong World Industries, Inc.	06/16/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Arrow Financial Corporation	05/04/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ARTIVION, INC.	05/18/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Asbury Automotive Group, Inc.	04/20/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
ASGN Incorporated	06/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ashland Global Holdings Inc.	01/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Aspen Aerogels, Inc.	06/02/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Concerns are highlighted regarding the limited disclosure of bonus plan goals as well as the discretion applied to increase bonus payouts. The main driver of the year-over-year increase in CEO pay, however, was the grant of one-time performance-based stock awards. Such awards are subject to rigorous stock price goals and sufficiently mitigate pay-for-performance concerns at this time. As such, support FOR this proposal is warranted.	No	No	No
Assembly Biosciences, Inc.	05/25/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. While short-term incentives are based on corporate objectives, a majority of equity awards lack performance criteria.	Yes	No	No
Associated Banc-Corp	04/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns about the pay-for-performance misalignment are mitigated as the bulk of the time-based equity awards is part of the new CEO's inducement package and is not expected to recur, annual incentives are based on pre-set objective measures, and PRSUs utilize a three-year performance period.	No	No	No
Associated Capital Group, Inc.	06/03/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the lack of any performance-vesting requirements for CEO equity awards in the most recent fiscal year, single-trigger vesting of equity upon a change in control, and absence of compensation risk mitigating policies.	Yes	Yes	No
Assured Guaranty Ltd.	05/04/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The magnitude of CEO pay warrants continued close monitoring, although some mitigating weight is placed on the company's difficulty in selecting comparable peers. While investors would benefit from disclosure of STI threshold and maximum goals, the annual program is predominantly based on objective goals that appear reasonably rigorous. Further, the majority of LTI awards are earned based on clearly disclosed multi-year goals, with a relative TSR metric that targets outperformance and a cap on vesting in the event absolute TSR is negative.	No	No	No
Astec Industries, Inc.	04/28/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
AstroNova, Inc.	06/14/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Asure Software, Inc.	05/31/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Atkore International Group Inc.	01/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Atlantic American Corporation	05/24/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Atlantic Union Bankshares Corporation	05/03/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Atlas Air Worldwide Holdings, Inc.	05/31/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
AtriCure, Inc.	05/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Autoliv, Inc.	05/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Avanos Medical, Inc.	04/28/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as the quantitative disconnect is mitigated for the year under review. In particular, the STI plan was based on pre-set, objective measures, and below target payouts were aligned with performance. Moreover, the committee reintroduced performance-contingent equity for the 2021 LTI awards and closing cycle PRSUs were forfeited, consistent with negative shareholder outcomes over the longer-term.	No	No	No
AVEO Pharmaceuticals, Inc.	06/07/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Avient Corporation	05/12/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Avista Corporation	05/12/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Aware, Inc.	06/15/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the unmitigated pay-for-performance misalignment. The CEO's pay was high due to outsized awards which were entirely time-vesting.	Yes	No	No
Axalta Coating Systems Ltd.	06/08/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Axcelis Technologies, Inc.	05/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Axis Capital Holdings Limited	05/05/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received an excessive housing-related perquisite and related gross ups.	Yes	Yes	No
Axonics, Inc.	05/25/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time	No	No	No
AXT, Inc.	05/19/2022	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Azenta, Inc.	01/24/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Badger Meter, Inc.	04/29/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Balchem Corporation	06/23/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Banc of California, Inc.	05/12/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Bank of Hawaii Corporation	04/29/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Bank of Marin Bancorp	05/10/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Bank OZK	05/16/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified at this time.	No	No	No
BankFinancial Corporation	05/27/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The 2021 say-on-pay proposal received low support from shareholders. The company failed to provide details regarding its engagement with shareholders and shareholder feedback; however, meaningful changes were made in the executive compensation program. As such, the compensation committee demonstrated limited responsiveness following last year's low say-on-pay support. Accordingly, a cautionary vote FOR this proposal is warranted.	No	No	No
Bankwell Financial Group, Inc.	05/25/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, the pay-for-performance misalignment is not mitigated given that there is poor disclosure under the bonus plan and equity awards lack disclosed performance criteria. Concerns are also raised with respect to the excessive severance provision in the CEO's employment agreement, as well as the provision for single-trigger vesting of equity upon a change in control.	Yes	No	No
Banner Corporation	05/18/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Bar Harbor Bankshares	05/17/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No

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Barnes Group Inc.	05/06/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives were earned above target against financial metrics that were set below last year's actual performance. While investors are generally understanding of lower year-over-year targets, given the pandemic's unexpected effect on 2020 target-setting, some may question why FY21 targets were set below performance actually achieved in 2020. This is particularly concerning for the year in review because the metrics accounted for 80 percent of the annual incentive payout, and both were earned at maximum. Lastly, the committee also increased the CEO's long-term incentive opportunity, amidst long-term TSR underperformance, with limited rationale.	Yes	No	No
Barrett Business Services, Inc.	06/07/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Bassett Furniture Industries, Incorporated	03/09/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
BCB Bancorp, Inc.	04/28/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control severance arrangements with its CEO that are payable without requiring a qualifying termination (i.e. single trigger), the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives, and the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year. In addition, On Dec. 29, 2021, BCB Community Bank (the "Bank"), wholly owned banking subsidiary of the company, implemented a defined benefit supplemental executive retirement plan (the "SERP") for the benefit of Thomas Coughlin (president and CEO).	Yes	Yes	No
Beacon Roofing Supply, Inc.	02/18/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.	Yes	Yes	No
Beasley Broadcast Group, Inc.	05/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. Moreover, the company lacks several risk-mitigators and does not disclose any pre-set criteria for incentive compensation.	Yes	Yes	No
Beazer Homes USA, Inc.	02/02/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Belden Inc.	05/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
BellRing Brands, Inc.	02/11/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid a significant tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No
Benchmark Electronics, Inc.	05/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Benefitfocus, Inc.	06/09/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. While a concern is raised with respect to performance awards vesting based on annual performance goals, a new CEO was appointed during fiscal 2021 and his pay primarily consisted of initial equity awards which are not expected to recur. In addition, short-term incentives are entirely performance based and half of long-term awards are performance-based.	No	No	No
Berkshire Hills Bancorp, Inc.	05/18/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
BJ's Wholesale Club Holdings, Inc.	06/16/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Black Hills Corporation	04/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Blackbaud, Inc.	06/09/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
BlackLine, Inc.	05/12/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Bluegreen Vacations Holding Corporation	05/18/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
BlueLinx Holdings Inc.	05/19/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount for the CEO's aggregate perquisites. In addition, there is a lack of performance metrics for long-term awards in the most recent fiscal year.	Yes	Yes	No
Blueprint Medicines Corporation	06/21/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Boise Cascade Company	05/05/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
BOK Financial Corporation	05/03/2022	Management	Yes	24	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Bread Financial Holdings, Inc.	05/24/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the granting of one-time "gap" awards to NEOs raises some concern given that the awards lack performance conditions, regular annual and long-term incentives are sufficiently performance-based and pay and performance are reasonably aligned at this time.	No	No	No
Bright Horizons Family Solutions Inc.	06/22/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Brightcove Inc.	05/11/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Brighthouse Financial, Inc.	06/08/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Brightsphere Investment Group Inc.	06/07/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
BrightView Holdings, Inc.	03/08/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Brookdale Senior Living Inc.	06/21/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Brunswick Corporation	05/04/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Build-A-Bear Workshop, Inc.	06/09/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Business First Bancshares, Inc.	06/23/2022	Management	Yes	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
BWX Technologies, Inc.	05/03/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
C&F Financial Corporation	04/19/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted.	No	No	No
Cabot Corporation	03/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cactus, Inc.	05/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cadence Bank	04/27/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual and long-term programs are predominately performance-based, there are concerns surrounding the lack of disclosed forward-looking goals for retention and integration awards granted to two NEOs in connection with a recent merger. In addition, although the weighting of PSUs significantly increased year-over-year, the increase in PSU weighting was effectuated through a significant increase to the CEO's target LTI opportunity, which comes amid long-term TSR underperformance and for which a compelling rationale is not disclosed in the proxy. In addition, the company entered into a problematic consulting agreement with the vice chair, which provides for a sizable consulting fee in exchange for a minimal monthly work requirement.	Yes	No	No
Caleres, Inc.	05/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
California Water Service Group	05/25/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Callon Petroleum Company	05/25/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concern is raised by the annualized performance periods for the FY21 long-term performance award, the LTI program remained primarily performance based, and some improvements to the structure of the award will occur in FY22. In addition, a closing-cycle LTI grant vested below target, which was largely in line with performance, while the annual incentive awards were primarily based on pre-set, objective metrics.	No	No	No
Cambridge Bancorp	05/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Concerns are raised with respect to the rigor of the goals used for long-term incentive awards as awards may be earned at median performance. In addition, the lack of disclosure on the actual results with respect to the metrics used in prior cycle awards is concerning, especially since awards were earned above target. Furthermore, the company maintains agreements with the CEO that contain a modified single trigger change in control provision.	Yes	No	No
Camden National Corporation	04/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cannae Holdings, Inc.	06/22/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company is externally managed and has provided sufficient information regarding compensation arrangements between the NEOs and the external manager. The company provides the portion of the management fee allocated to NEOs compensated by the manager, the breakdown of fixed and variable pay, and indicates that the manager uses discretion in determining the NEOs' variable pay. This information enables shareholders to make a reasonable assessment of executive pay.	No	No	No
Capitol Federal Financial, Inc.	01/25/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance, and maintains several problematic change-in-control provisions in legacy agreements.	Yes	Yes	No
CapStar Financial Holdings, Inc.	04/21/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Cargurus, Inc.	06/07/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The pre-set goals and actual results are not disclosed for the annual incentive, which impedes shareholders' ability to assess the merit of payouts and rigor of goals. In addition, no rationale for the payout structure of the annual bonus was disclosed, which may guarantee certain payments to executives if full-year performance targets are not met. Finally, the committee's decision to remove the performance vesting conditions for equity awards is viewed as egregious. This concern is compounded when considering the CEO's 2021 awards were front-loaded, essentially locking-in his awards to be entirely time-based for the covered four-year period.	Yes	No	No
Carriage Services, Inc.	05/17/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Carrols Restaurant Group, Inc.	06/17/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's financial planning prerequisites. In addition, there is a lack of long-term performance metrics for the awards granted in the most recent fiscal year.	Yes	Yes	No
Carter's, Inc.	05/18/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Casella Waste Systems, Inc.	06/02/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide tax gross-up relating to the CEO's car allowance prerequisite. Moreover, concerns are raised with respect to the inclusion of multiple outsized peers for pay benchmarking and the presence of excise tax gross-up provision in certain existing agreements.	Yes	Yes	No
Cass Information Systems, Inc.	04/19/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The CEO's total pay is of significant magnitude, largely due to continuous increases to base salary, which has a ratcheting effect on the target bonus opportunity as well as the LTI grant value. However, both the annual bonus as well as closing cycle PSUs were earned below target for the year in review, which is in line with overall company performance. Furthermore, the STI was based entirely on a pre-set, financial metric and LTI awards are majority performance-based with forward-looking goals. Continued monitoring of the pay program is warranted to ensure that pay outcomes align with company performance.	No	No	No
Cathay General Bancorp	05/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains problematic modified single-trigger severance and excise tax gross-up in existing agreements. In addition, equity award arrangements provide for automatic accelerated vesting upon a change-in-control.	Yes	Yes	No
CBIZ, Inc.	05/10/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provides excessive perquisites and associated tax gross-ups to the CEO.	Yes	Yes	No
CECO Environmental Corp.	06/08/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Centennial Resource Development, Inc.	04/27/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Positive changes to the annual incentive program in FY21 included the introduction of a more formulaic approach to annual incentives, with a majority of annual incentives based on quantitative metrics. The proxy also demonstrated improved program disclosure for qualitative metrics and above-target payouts under the program appear aligned with the company's strong performance in FY21. A majority of the CEO's long-term incentives are also performance-based and the most recent vesting cycle was forfeited, in line with TSR underperformance over the period.	No	No	No
Central Pacific Financial Corp.	04/21/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns regarding a decrease in the CEO's PSU weighting amid a larger than normal grant, lack of complete LTI goal disclosure and LTI goal rigor. However, the company expects the weighting of the CEO's FY22 PSUs to increase, and the value of his award to return to a more typical size. In addition, annual incentives are predominately based on objective financial metrics with disclosed goals, PSUs are capped at target if absolute TSR is negative, and outstanding PSUs are currently tracking below target, which is aligned with long-term share price underperformance. On balance of these factors, a vote FOR this proposal is warranted, with caution. Given the concerns noted above, close continued monitoring of LTI awards and payouts is warranted.	No	No	No
Central Valley Community Bancorp	05/18/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Century Aluminum Company	06/13/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Century Casinos, Inc.	06/09/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains employment agreements with certain executives that contain modified single-trigger and excise tax gross-up change in control provisions. Concerns are also raised with respect to the lack of performance goals disclosure under the company's incentive plans, as well as the large automobile-related prerequisite provided to the co-CEOs.	Yes	Yes	No
Century Communities, Inc.	05/04/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CEVA, Inc.	06/02/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time	No	No	No
ChampionX Corporation	05/11/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
ChannelAdvisor Corporation	05/13/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No



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Chase Corporation	02/01/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are based on objectively measured financial performance, with clearly disclosed metrics and targets. However, both incentive programs set financial targets at or below actual performance in the prior year, without making commensurate adjustments to payouts opportunities. While concerns regarding the pay-for-performance misalignment are mitigated for the year in review, continued monitoring of goal setting is warranted.	No	No	No
Chemed Corporation	05/16/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ChemoCentryx, Inc.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Chemung Financial Corporation	06/07/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Chicago Rivet & Machine Co.	05/10/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.	No	No	No
Chimerix, Inc.	06/23/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Chinook Therapeutics, Inc.	05/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Choice Hotels International, Inc.	05/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cinemark Holdings, Inc.	05/19/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Pay-for-performance concerns such as limited STI disclosure and LTI lacking performance criteria are not sufficiently mitigated by the disclosed changes to the company's performance metrics and goals for FY2022. In addition, the FY2022 LTI program will utilize annual performance periods and it is unclear whether a majority of equity awards will be based on performance.	Yes	No	No
Citizens & Northern Corporation	04/21/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
City Holding Company	04/12/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain modified single trigger severance payment and excise tax gross-up provisions. In addition, equity awards contain a provision for single trigger vesting upon a change in control event.	Yes	Yes	No
Civeo Corporation	05/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as a review of the company's executive pay program does not raise significant concerns at this time.	No	No	No
Civista Bancshares, Inc.	04/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted given that pay and performance are reasonably aligned at this time.	No	No	No
Civitas Resources, Inc.	06/01/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Clean Energy Fuels Corp.	05/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay was elevated due to additional performance-based awards. The pay-for-performance misalignment is mitigated at this time given that short- and long-term incentives were primarily performance-based. A significant portion of the performance-based equity awards vest based on goals that appear rigorous.	No	No	No
Clean Harbors, Inc.	05/25/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Clearwater Paper Corporation	05/16/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Clearway Energy, Inc.	04/28/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
CNB Financial Corporation	04/19/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Codorus Valley Bancorp, Inc.	05/17/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Coeur Mining, Inc.	05/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned and no significant concerns are identified at this time.	No	No	No
Cogent Communications Holdings, Inc.	05/04/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified at this time.	No	No	No
Cohen & Steers, Inc.	05/05/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Cohu, Inc.	05/04/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Columbia Financial, Inc.	06/22/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The NEOs' annual incentives were predominantly based on pre-set, objective metrics. Concern is noted about the entirely time-based equity awards granted to an incoming NEO; however, the other NEOs were not granted equity awards in 2021 following front-loaded equity grants made in 2019.	No	No	No
Columbia Sportswear Company	06/01/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Comfort Systems USA, Inc.	05/17/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Commercial Metals Company	01/12/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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CommScope Holding Company, Inc.	05/06/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.	No	No	No
Community Bank System, Inc.	05/18/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. However, investors should monitor pay levels next year when the company plans to implement a new long-term incentive program comprising annual grants of PSUs, RSUs, and stock options.	No	No	No
Community Trust Bancorp, Inc.	04/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision and lacks risk-mitigating features such as a clawback policy, stock ownership guidelines, and stock holding period requirements. In addition, equity awards to the CEO lack any performance-contingent pay elements.	Yes	Yes	No
Computer Programs and Systems, Inc.	05/12/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CompX International Inc.	05/25/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each non-employee NEO, in addition to compensation paid to NEO employees, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.	Yes	No	No
comScore, Inc.	06/15/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Concentrix Corporation	03/22/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.	Yes	Yes	No
Concert Pharmaceuticals, Inc.	06/09/2022	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Conduent Incorporated	05/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CONMED Corporation	05/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. While annual incentive awards are reasonably performance-based, equity awards are entirely time-vesting and lack performance conditions. Furthermore, CEO pay increased substantially for the year in review without a disclosed rationale.	Yes	No	No
ConnectOne Bancorp, Inc.	05/24/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
CONSOL Energy Inc.	04/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company recently amended the CEO's employment agreement to provide for multi-year guaranteed cash bonuses. In addition, the CEO's bonus opportunity is relatively high compared to peers and the company provided limited disclosure on how the quarterly payments of annual incentives were made. Further, long-term incentives utilize annual performance measurement periods.	Yes	No	No
Consolidated Communications Holdings, Inc.	05/02/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Consolidated Water Co. Ltd.	05/23/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. In addition, the performance goals for the company's incentive awards are also not disclosed.	Yes	Yes	No
Covenant Logistics Group, Inc.	05/18/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance concerns are mitigated at this time. CEO pay was elevated primarily due to sizable option grants that are purely performance-conditioned, a portion of which requires significant stock price appreciation to vest. Further, annual incentives are based largely on the achievement of performance measures.	No	No	No
Covetrus, Inc.	05/11/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cowen Inc.	06/23/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The compensation committee demonstrated sufficient responsiveness to a certain degree following last year's low say-on-pay support. However, a vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's relatively high pay consists of a high base salary, an outsized discretionary bonus, and equity awards which were primarily time-vesting. While it is recognized that the equity awards are deferred and based on prior year performance under the bonus program, such program is largely discretionary and there is no specific rationale regarding the size of the deferred awards.	Yes	No	No
Crane Co.	05/16/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Crocs, Inc.	06/14/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cross Country Healthcare, Inc.	05/17/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
CSP Inc.	02/08/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company maintains agreements that contain a single trigger change in control provision;" Equity awards allow for auto-accelerated vesting upon a change-in-control event; and" The CEO's equity awards lack any performance-contingent pay elements.	Yes	Yes	No

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CTS Corporation	05/12/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Cullen/Frost Bankers, Inc.	04/27/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cumulus Media Inc.	05/03/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
CURO Group Holdings Corp.	06/15/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Curtiss-Wright Corporation	05/05/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Cutera, Inc.	06/15/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CyberOptics Corporation	05/12/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CytomX Therapeutics, Inc.	06/15/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The company adjusted the performance goals under its annual incentive plan leading to a near target bonus. That notwithstanding, pay and performance appear to be reasonably aligned at this time.	No	No	No
Dana Incorporated	04/20/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. In response to the impact of the COVID-19 pandemic, the company adjusted the financial measurement under its FY2019 long-term incentive plan. However, such concern is mitigated at this time given that the final payout under the FY2019 LTIP was earned below target, and CEO pay is reasonably aligned with company performance.	No	No	No
Darling Ingredients Inc.	05/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Dave & Buster's Entertainment, Inc.	06/16/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Deciphera Pharmaceuticals, Inc.	06/23/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual incentive is based on pre-set goals, objectives are described in primarily qualitative terms with limited disclosure of achieved results. Further concerns are raised by the entirely time-vesting long-term incentive awards. Although stock options for clinical-stage biopharmaceutical companies may be considered more performance-conditioned compared to other industries, many investors may expect the company to grant a portion of awards in performance shares given both that the company has reported positive revenue for several years and the CEO receives equity awards based on an above-median benchmark.	Yes	No	No
Delek US Holdings, Inc.	05/03/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on pre-set objective measures and no payouts were made when the goals were not met. In addition, half of the equity awards are performance-conditioned and utilize a multi-year performance period. Shareholders should note that the relative metric utilized for the performance awards targets merely median performance and it does not appear payouts are capped in the event absolute TSR is negative over the performance period.	No	No	No
Delta Apparel, Inc.	02/10/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Deluxe Corporation	04/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Denbury Inc.	06/01/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DHI Group, Inc.	04/27/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Diamond Hill Investment Group, Inc.	04/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Digi International Inc.	01/28/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Dime Community Bancshares, Inc.	05/26/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the magnitude of one-time cash and equity grants made in conjunction with a merger transaction which lack performance conditions.	Yes	No	No
Diodes Incorporated	05/25/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DLH Holdings Corp.	03/10/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single-trigger change-in-control provision and lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
DMC Global Inc.	05/11/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Dorman Products, Inc.	05/25/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Douglas Dynamics, Inc.	04/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022

B.1.b

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Dril-Quip, Inc.	05/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance misalignment concerns are sufficiently mitigated at this time in light of the fact that most of former CEO DeBerry's 2021 compensation consisted of accelerated equity values (\$3.4 million) and contractual severance (\$1.4 million). The new CEO pay's package does not raise concerns at this time although it will be analyzed again next year when all components of his FY2022 compensation are disclosed in the company's proxy statement.	No	No	No
Ducommun Incorporated	04/20/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were aligned for the year in review, the company paid severance to an NEO upon her retirement. The payment of severance upon a voluntary retirement is not a common market practice, as severance is intended as a protection against involuntary job loss.	Yes	No	No
Duluth Holdings Inc.	06/14/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DURECT Corporation	06/15/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
DXP Enterprises, Inc.	06/10/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions and lacks risk-mitigating provisions.	Yes	Yes	No
Dycom Industries Inc.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Eagle Bancorp, Inc.	05/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The STI and half of LTI awards are based on objective metrics, and the LTI utilizes multi-year goals that target outperformance. However, there are unmitigated concerns regarding the CEO's high target and maximum STI opportunities and STI program disclosure. The CEO's target STI opportunity is considerably larger than the median opportunity of peers, and her large maximum payout under the program contributed to a quantitative pay-for-performance misalignment. Further, the proxy does not clearly disclose maximum STI goals on a per-metric basis, or how NEOs can achieve payouts above "target plus" opportunities, which is particularly concerning given that maximum payouts were earned in 2021 even though results for three of five metrics were achieved below target. Lastly, for the LTIP, the proxy does not disclose a vesting cap for negative absolute TSR. In light of the concerns noted above, a vote AGAINST this proposal is warranted.	Yes	No	No
Ecovyst Inc.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Majority of equity awards are time-vesting and the special equity awards vested in full after one year. Further, specific goals with respect to the performance-based portion of the equity awards are not disclosed. In addition, the company provided severance payments to the CEO upon a voluntary resignation. The payment of severance for a voluntary resignation is not a common market practice, as severance is intended as a protection against involuntary job loss.	Yes	No	No
Edgewell Personal Care Company	02/04/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance concerns for the year in review are sufficiently mitigated, as executive compensation is reasonably performance-based. While there are concerns regarding performance equity goal rigor, disclosure of forward-looking performance goals improved, a majority of granted equity included performance conditions, and annual incentives were based entirely on objective financial metrics.	No	No	No
Eiger BioPharmaceuticals, Inc.	06/16/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
El Pollo Loco Holdings, Inc.	06/07/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Element Solutions Inc	06/07/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
EMCOR Group, Inc.	06/02/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains change-in-control agreements with certain executives that provide for excise tax gross-up payment. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company provided sizable perquisites and significant tax gross-ups on perks to the CEO.	Yes	Yes	No
EMCORE Corporation	03/11/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned.	No	No	No
Emergent BioSolutions Inc.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While CEO pay and company performance are reasonably aligned for the year in review, there are noted pay program design concerns. Further, shareholders are advised to closely monitor ongoing inquiries related to quality challenges at one of its facilities, to make sure that compensation arrangements going forward account for the outcome of those probes.	No	No	No
Employers Holdings, Inc.	05/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation benefits.	Yes	Yes	No
Enanta Pharmaceuticals, Inc.	03/03/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Encompass Health Corporation	05/05/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Energizer Holdings, Inc.	01/31/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Enerpac Tool Group Corp.	01/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No

B.1b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Enova International, Inc.	05/10/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Enovis Corporation	06/07/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	* Clayton Perfall and Rajiv Vinnakota are non-independent members of a key board committee. * The significant pledging activity at the company persists and it represents a material risk to shareholders. * The company has retained the same audit firm in excess of seven years. * The company provided an excessively inordinate amount of personal use of corporate aircraft perquisites to the CEO. * The equity granted to the named executives during the last fiscal year is excessive.	Yes	Yes	No
EnPro Industries, Inc.	04/29/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Enstar Group Limited	06/01/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Furthermore, concerns are raised with respect to the single-trigger provision in change-in-control agreements and the auto-accelerated vesting of equity upon a change in control event.	Yes	No	No
Enterprise Financial Services Corp	05/03/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Envestnet, Inc.	05/18/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Envista Holdings Corporation	05/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Enzo Biochem, Inc.	04/08/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's failed say-on-pay vote; * The company maintains legacy agreements that contain excise tax gross-up provisions; * Excessive amounts of life insurance perquisites were provided to executives; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	No	No
EQT Corporation	04/20/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Equitrans Midstream Corporation	04/26/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Equity Bancshares, Inc.	04/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. While a majority of the CEO's equity awards were time-vesting and a performance target under the bonus program was set below prior year actual performance without a sufficient rationale, these concerns are somewhat mitigated. The bonus program remains primarily based on pre-set performance goals and NEOs forfeited prior cycle PSUs when goals were not met.	No	No	No
Escalade, Incorporated	04/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ESCO Technologies Inc.	02/03/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ESSA Bancorp, Inc.	03/03/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Essent Group Ltd.	05/04/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal.	No	No	No
Euronet Worldwide, Inc.	05/18/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Evans Bancorp, Inc.	05/03/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Evercore Inc.	06/16/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains an employment agreement with an executive that provides for excise tax gross-ups on change-in-control severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards.	Yes	Yes	No
EVERTEC, Inc.	05/20/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
EVO Payments, Inc.	06/08/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	While the CEO's short- and long-term incentives are primarily performance-based, concerns are raised with the CEO's relatively high bonus opportunity and the long-term performance goals not being particularly rigorous given that they only required 10 percent stock price appreciation over a performance period of five years. In addition, the other NEOs received solely time-vesting awards. However, these concerns are somewhat mitigated given that in 2022 half of all NEO awards will be performance-based, and the awards will be subject to more rigorous performance goals. As such, a cautionary vote FOR this proposal is warranted.	No	No	No
Evolent Health, Inc.	06/09/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No



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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Evoqua Water Technologies Corp.	02/16/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although annual LTI awards remained entirely time-based, the company will move to a 50 percent performance-based LTI grant in FY22. Further, CEO Keating's retention grant was majority performance-based, with rigorous goals, a multi-year vesting period, and clear committee rationale, including shareholder feedback. However, continued monitoring is warranted to ensure future long-term incentives are reasonable.	No	No	No
Exelixis, Inc.	05/25/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
eXp World Holdings, Inc.	06/20/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Exponent, Inc.	06/02/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Expro Group Holdings N.V.	05/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
F.N.B. Corporation	05/10/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Farmers National Banc Corp.	04/21/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
FARO Technologies, Inc.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company accelerated the vesting of an NEO's equity awards upon her departure from the company.	Yes	No	No
FB Financial Corporation	05/19/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Federal Signal Corporation	04/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ferroglobe PLC	06/30/2022	Management	Yes	4	Approve Remuneration Report	For	Against	Against	Against	A vote AGAINST this resolution is warranted because: * Long-term incentive awards granted to executive directors during the year feature a vesting period of less than three years; and * The CEO was granted a 33% salary increase, without any explanation from the company.	Yes	No	No
Fiesta Restaurant Group, Inc.	06/16/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Financial Institutions, Inc.	06/14/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
First American Financial Corporation	05/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.	No	No	No
First BanCorp (Puerto Rico)	05/20/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a single trigger change in control provision and excessive severance payout basis.	Yes	Yes	No
First Bancorp	05/05/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned.	No	No	No
First Bank	04/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Busey Corporation	05/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up and modified single-trigger change-in-control provisions.	Yes	Yes	No
First Business Financial Services, Inc.	04/29/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Citizens BancShares, Inc.	04/26/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
First Commonwealth Financial Corporation	04/26/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
First Community Bankshares, Inc.	04/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Financial Bankshares, Inc.	04/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Financial Corporation	04/20/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Short-term incentives were based solely on pre-set objective measure and long-term incentives are entirely performance-based.	No	No	No
First Financial Northwest, Inc.	06/08/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Foundation Inc.	06/07/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
First Hawaiian, Inc.	04/20/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
First Horizon Corporation	04/26/2022	Management	Yes	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Internet Bancorp	05/16/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision.	Yes	Yes	No
First Merchants Corporation	05/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned.	No	No	No

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Company Name	Meeting	Proponent	Votable	Proposal	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against	Vote	Vote
	Date			Proposal		Sequence Number	Recommendation	Recommendation	Recommendation		Instruction	Management	Against ISS
First Northwest Bancorp	05/24/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.	No	No	No
First United Corporation	05/12/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
FirstCash Holdings, Inc.	06/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Flagstar Bancorp, Inc.	05/24/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted because pay and performance are reasonably aligned at this time.	No	No	No
Flowserve Corporation	05/12/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company's regular annual and long-term incentive programs appear to be strongly performance-based, with the entire annual incentive and half of the long-term incentive tied to objective and quantifiable performance measures, and below-target payouts under both programs were aligned with the company's performance. However, one-time retention equity grants made to all of the NEOs in FY21 raise significant concerns given that none of the grants are tied to performance conditions, and the grants were in addition to regular LTI awards. Further, the CEO's retention grant significantly elevated his total pay at a time when performance lagged comparators and shareholders experienced losses.	Yes	No	No
Flushing Financial Corporation	05/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements with certain executives that contain a modified single trigger change in control provision, and the auto-accelerated vesting of equity upon a change in control.	Yes	Yes	No
FONAR Corporation	05/23/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Forestar Group Inc.	01/24/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Forma Therapeutics Holdings, Inc.	06/08/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
FormFactor, Inc.	05/27/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Forrester Research, Inc.	05/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Forum Energy Technologies, Inc.	05/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance misalignment concerns are sufficiently mitigated at this time given that a substantial portion of the short-term and long-term incentive programs consist of performance-conditioned awards.	No	No	No
Forward Air Corporation	05/10/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Certain factors have been identified that mitigate a quantitative pay-for-performance misalignment for the year under review. Annual and long-term incentives are overall predominantly tied to objective performance measures, and the primary annual incentive metric appears rigorous. Payouts under both the annual and long-term incentive programs are supported by the company's strong TSR and financial performance. Continued monitoring of the CEO's pay outcomes is warranted given his relatively high pay opportunities.	No	No	No
Fox Factory Holding Corp.	05/06/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Franchise Group, Inc.	05/17/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal given that pay and performance are reasonably aligned.	No	No	No
Franklin Covey Co.	01/14/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Franklin Electric Co., Inc.	05/06/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Fresh Del Monte Produce Inc.	06/02/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted: * The company maintains agreements that contain excise tax gross-up provisions and excessive severance basis; and * The company provided a large life insurance perquisite to the CEO.	Yes	Yes	No
Frontdoor, Inc.	05/11/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
FRP Holdings, Inc.	05/11/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
FS Bancorp, Inc.	05/26/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's change-in-control agreements with certain executives provide for single-trigger cash severance payment. Furthermore, equity awards to the CEO in the most recent fiscal year lack performance vesting conditions.	Yes	Yes	No
FTI Consulting, Inc.	06/01/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
FULTON FINANCIAL CORPORATION	05/17/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
G-III Apparel Group, Ltd.	06/09/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's failed say-on-pay vote, the committee demonstrated only limited responsiveness to shareholder concerns, with changes to the compensation program failing to address the major shareholder concerns regarding the structure and magnitude of annual bonuses and total compensation for CEO Goldfarb and NEO Aaron. Further concerns are raised by the pay program for the year in review. Although the committee implemented formulaic bonuses for two NEOs, disclosure of metric goals and payout formulas was incomplete, and CEO Goldfarb and NEO Aaron earned significantly outsized annual bonuses paid partially in fully-vested stock subject to relatively short holding periods. Although the committee modified FY22 long-term incentive awards from entirely time-vesting to half performance-based, forward-looking metrics were not disclosed. Lastly, concerns remain with respect to the large life insurance perquisite provided to the CEO.	Yes	No	No
Garrett Motion Inc.	05/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A review of the company's executive pay program does not raise significant concerns at this time. Therefore, support FOR this proposal is warranted.	No	No	No
GCP Applied Technologies Inc.	05/03/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted and pay and performance are reasonably aligned at this time. Shareholders should note that the compensation committee determined to remove the 2021 AIP's gateway performance metric in light of raw material and logistic costs due to inflation and the global pandemic, but capped bonus payouts at 40 percent of target. In addition, the company accelerated bonus payments and payout of equity awards to take advantage of tax planning opportunities, in anticipation of the company's acquisition later this year. However, they are subject to repayment if the NEOs' employment is terminated for cause/without good reason prior to the date that these otherwise would have been settled.	No	No	No
Genasys Inc.	03/15/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Genco Shipping & Trading Limited	05/16/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Gentex Corporation	05/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Gentherm Incorporated	06/02/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The company reverted to its pre-pandemic annual incentive program. Although the adjustments caused an overachievement, the compensation committee exercised its discretion to limit the payout to target level. In addition, pay and performance are reasonably aligned at this time.	No	No	No
Genworth Financial, Inc.	05/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. There are some concerns regarding STI program structure, LTI goal rigor and severance disclosure, which warrant continued monitoring. However, pay and performance are reasonably aligned for the year in review. In addition, the CEO's equity awards were delivered entirely in performance shares earned based on clearly disclosed multi-year goals.	No	No	No
Genworth Financial, Inc.	05/19/2022	Management	Yes	23	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Geospace Technologies Corporation	02/02/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Gibraltar Industries, Inc.	05/04/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Glacier Bancorp, Inc.	04/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Glatfelter Corporation	05/05/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Glaukos Corporation	06/02/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The CEO's annual incentive awards were entirely based on pre-set objective goals, although the proxy does not disclose the threshold and maximum goals for the operating expense metric. Half of the CEO's long-term incentive awards were performance based. The company introduced a multi-year measurement period with the 2021 PRSUs, where awards are earned based on receipt of regulatory approvals for designated pipeline products within a four-year period. Concern exists that half of the 2021 PRSUs were earned less than one year from date of grant. However, the grant-date value of the portion of the award that vested is not excessive, and the earned awards are subject to additional vesting criteria. Additionally, previously granted PRSUs were earned below target, and realizable pay outcomes aligned to shareholder returns over the most recent three-year period. Nevertheless, continued monitoring of the pay programs is warranted.	No	No	No
Global Blood Therapeutics, Inc.	06/14/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The committee was sufficiently responsive to last year's failed say-on-pay vote, committing not to grant off-cycle LTI awards to NEOs unless there are extraordinary circumstances, and implementing additional changes for the 2021 and 2022 compensation plans. However, continued monitoring of pay levels is warranted, to ensure equity values normalize, and also with regard to the annual-cycle long-term incentive awards, which were entirely time based, but are expected to include a performance-based component in 2022.	No	No	No
Globus Medical, Inc.	06/02/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
GlycoMimetics, Inc.	05/18/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns are raised given that a majority of equity awards are time-vesting, the pay-for-performance misalignment is mitigated at this time. The new CEO's pay consists primarily of new hire grants and the short-term incentive program is entirely based on corporate objectives.	No	No	No
Gold Resource Corporation	05/19/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
GoPro, Inc.	06/07/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
GrafTech International Ltd.	05/12/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the following: * The CEO's equity awards in the most recent fiscal year lack performance-vesting conditions; * Equity award arrangements provide for single-trigger accelerated vesting upon a change in control; and * The company lacks compensation risk-mitigating policies such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Grand Canyon Education, Inc.	06/09/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Graphic Packaging Holding Company	05/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Great Lakes Dredge & Dock Corporation	05/04/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Great Southern Bancorp, Inc.	05/11/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Support for this proposal is not warranted. Shareholders expressed a certain level of dissatisfaction with respect to the company's executive compensation practices. While the company did not disclose shareholder engagement efforts or their specific feedback, the company amended the pay program to address concerns reflected in the low vote result. However, several other concerns are highlighted with respect to the company's compensation practices. Equity award arrangements provide for automatic accelerated vesting upon a change-in-control, the company has legacy arrangements with Chairman W. Turner and CEO J. Turner that provide for a severance payment that exceeds three-times the sum of an executive's base salary and target bonus (the upper parameter of reasonable amounts under current market norms), the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives, and the company does not condition the vesting of long-term awards on achievement of performance goals.	Yes	Yes	No
Green Dot Corporation	05/19/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to a certain degree to shareholder concerns following last year's low say-on-pay support. Concerns are raised with the executive compensation program, such as discretionary bonuses being paid when the gateway metric was not achieved, performance-based awards utilizing annual measurement periods, and the CEO's one-time award being entirely time-vesting. These concerns are somewhat mitigated given that no one-time awards will be made (except for new hires and promotions), future performance-based awards will incorporate a three-year performance period, and the 2022 bonus program does not appear to allow for upwards discretion.	No	No	No
Green Plains Inc.	05/04/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Greenhill & Co., Inc.	04/27/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Griffon Corporation	02/17/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	A vote AGAINST the proposal is warranted. Following a third consecutive low say-on-pay vote result, the company engaged with shareholders and disclosed certain feedback received from these discussions. However, the only disclosed change to the pay program was relatively minor and, given the year-over-year decline in support, investors likely expected a more robust response. Additionally, pay-for-performance concerns persist within the executive pay program. Although there are positive features within the short- and long-term programs, the magnitude of the annual long-term compensation to the CEO is outsized compared to peers. On top of high annual pay, the company granted the CEO a sizeable one-time award that consists entirely of time-vested equity.	No	No	No
Griffon Corporation	02/17/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Against	Against	A vote AGAINST the proposal is warranted. Following a third consecutive low say-on-pay vote result, the company engaged with shareholders and disclosed certain feedback received from these discussions. However, the only disclosed change to the pay program was relatively minor and, given the year-over-year decline in support, investors likely expected a more robust response. Additionally, pay-for-performance concerns persist within the executive pay program. Although there are positive features within the short- and long-term programs, the magnitude of the annual long-term compensation to the CEO is outsized compared to peers. On top of high annual pay, the company granted the CEO a sizeable one-time award that consists entirely of time-vested equity.	No	No	No
Grocery Outlet Holding Corp.	06/06/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
GTY Technology Holdings Inc.	06/21/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The pay-for-performance misalignment is not mitigated given that a majority of equity awards are time-vesting and the goals for the performance awards were not disclosed. In addition, the company has not yet determined the size of NEO bonuses for fiscal 2021, making it more difficult to assess pay and performance. Furthermore, the company amended the CEO's employment agreement to provide for multi-year guaranteed time-vesting equity awards, which is a problematic pay practice.	Yes	No	No
Guess?, Inc.	04/22/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	The board's 2018 investigation was insufficient, there is a credible risk to the Guess brand posed by Paul Marciano's continued involvement with the company, and the board has been unable to separate him from the company despite a growing chorus of public allegations of sexual misconduct. As removal of the Marcianos appears to be the only course available to begin a clean break in this long and sordid thread in the company's history, shareholders should WITHHOLD support for both Paul and Maurice Marciano by voting on the dissident card. Cautionary support is warranted FOR Anthony Chidoni, a member of the 2018 special committee that investigated the previous round of allegations against Paul Marciano. Support is merited FOR Cynthia Livingston.	No	No	No
Guess?, Inc.	04/22/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Against	Against	There are significant concerns regarding pay quantum and equity award design. Both the CEO and CCO have significant base salaries and relatively large target annual incentive opportunities. In the case of the CCO, the amount is augmented by a second bonus opportunity. Further, some investors may object to magnitude of the CEO's one-time award made in connection with the extension of his employment agreement, particularly when the company has not realized superior shareholder returns. There are also design concerns identified for performance equity awards, including a short sustainment requirement period for stock price goals, and certain awards utilizing an annual performance measurement period. In light of these concerns, a vote AGAINST this proposal is warranted.	No	No	No
Gulf Island Fabrication, Inc.	05/19/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
H&E Equipment Services, Inc.	05/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company lacks disclosure on performance goals for its long-term incentive programs; * Equity award arrangements provide for automatic accelerated vesting upon a change-in control; and * The company does not disclose a compensation clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
H.B. Fuller Company	04/07/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Hallmark Financial Services, Inc.	06/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Halozyme Therapeutics, Inc.	05/05/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Hamilton Beach Brands Holding Company	05/17/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Hancock Whitney Corporation	04/27/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Hanger, Inc.	05/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned at this time.	No	No	No
Hanmi Financial Corporation	05/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Harley-Davidson, Inc.	05/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee made changes to compensation programs in response to investor feedback; however, concerns regarding the structure and magnitude of pay remain, particularly as the CEO's compensation nearly doubled year-over-year. The CEO's base salary remained high, even after the anticipated reduction for FY22. However, more concerning were actions taken in the long-term incentive program. The committee reduced the performance period for annual cycle long-term incentives from a multi-year measurement period to annually measured performance goals, limiting the long-term focus of the program. Further, the CEO's RSUs vest after just one year and his performance option grant does not require that the stock price achievements be sustained beyond the initial 10-day average.	Yes	No	No
Harrow Health, Inc.	06/09/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Harsco Corporation	04/20/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Hawaiian Electric Industries, Inc.	05/06/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Hawthorn Bancshares, Inc.	06/07/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain excise tax gross-up provisions, and lacks risk mitigating provisions. In addition, the company provided an excessive amount for the CEO's aggregate perquisites.	Yes	Yes	No
Haynes International, Inc.	02/22/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No



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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
HCI Group, Inc.	06/02/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a pay-for-performance misalignment. A majority of the CEO's equity awards lack performance criteria.	Yes	No	No
HealthStream, Inc.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Heartland Express, Inc.	05/12/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A former NEO received severance consisting of fully vested shares upon retirement. Given that the number of shares granted were relatively small and the severance does not include any cash payment, cautionary support FOR this proposal is warranted.	No	No	No
Heartland Financial USA, Inc.	06/15/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time, and no significant concerns were identified at this time.	No	No	No
Hecla Mining Company	05/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Heidrick & Struggles International, Inc.	05/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Helios Technologies, Inc.	06/07/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Helmerich & Payne, Inc.	03/01/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	No	No	No
Herbalife Nutrition Ltd.	04/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Herc Holdings Inc.	05/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned at this time.	No	No	No
Heritage Commerce Corp.	05/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's low say-on-pay vote result, the committee did not disclose any shareholder engagement efforts, feedback received, or meaningful changes to the compensation program. As such, the compensation committee demonstrated poor responsiveness to shareholder concerns underlying the low vote result. In addition, the company does not condition vesting of long-term awards on achievement of performance goals, equity award arrangements provide for automatic accelerated vesting upon a change-in-control, and the company has legacy arrangements with certain executives that provide for CIC excise tax gross-up payments.	Yes	No	No
Heritage Financial Corporation	05/03/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Heritage Insurance Holdings, Inc.	06/23/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. Annual bonuses were based largely on quantitative goals and half of the equity awards are performance-conditioned.	No	No	No
Heritage-Crystal Clean, Inc.	05/04/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee has demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Furthermore, the company maintains the CEO's employment agreement which provides for an excise tax gross-up payment upon a change in control and multi-year guaranteed time-based equity awards. Moreover, the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	No	No
HF Sinclair Corporation	06/08/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Hillenbrand, Inc.	02/10/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Hilton Grand Vacations Inc.	05/04/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted at this time as pay and performance are reasonable aligned, and no significant concerns were identified at this time.	No	No	No
Hingham Institution for Savings	04/28/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for the following reasons: * Equity awards contain a provision for single-trigger vesting upon a change in control event; * The company maintains employment agreements with executives that contain excessive severance provisions; and * The company lacks all of the following risk-mitigating features: a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
HMN Financial, Inc.	04/26/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The CEO's long-term equity awards lack performance vesting conditions; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Home BancShares, Inc.	04/21/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the company maintains change-in-control agreements that contain a single trigger severance provision; * equity awards allow for auto-accelerated vesting upon a change-in-control event; and * the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
HomeStreet, Inc.	05/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Hooker Furnishings Corporation	06/07/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Hope Bancorp, Inc.	05/19/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Horace Mann Educators Corporation	05/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Horizon Bancorp, Inc.	05/05/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time	No	No	No
Hostess Brands, Inc.	06/08/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Hub Group, Inc.	05/24/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Hudson Technologies, Inc.	06/09/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the following: * The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. * The company maintains an employment agreement with the CEO that provides for modified single-trigger change-in-control cash severance. * Equity award arrangements allow automatic accelerated vesting upon a change-in-control. * Equity awards to the CEO in the most recent fiscal year lack performance vesting conditions. * The company provides a large life insurance-related perquisite to the CEO.	Yes	No	No
Huntsman Corporation	03/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Huntsman Corporation	03/25/2022	Management	Yes	26	Advisory Vote to Ratify Named Executive Officers' Compensation	None	For	For	For	A vote FOR this proposal is warranted. While annual incentive opportunities returned to normal levels following a COVID-related reduction in FY20, most financial targets also were set at more challenging levels. Further, CEO pay and performance were reasonably aligned for the year in review.	No	No	No
Hurco Companies, Inc.	03/10/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Huron Consulting Group Inc.	05/06/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted with caution. Concerns are raised by majority of LTI awards lacking performance criteria, implementation of annual performance periods for PSUs, and the approval of long-term retention cash bonuses for all NEOs. The company disclosed that these changes were made in response to the impact of the COVID-19 pandemic on its business. However, annual incentives are primarily based on preset measures and are capped at target if the company's absolute TSR is negative. Lastly, closing cycle PSUs were not modified and were earned below target in line with performance.	No	No	No
Huttig Building Products, Inc.	05/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Hyster-Yale Materials Handling, Inc.	05/10/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
IAA, Inc.	06/15/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
ICF International, Inc.	06/02/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to last year's low say-on-pay vote. Additionally, pay and performance are reasonably aligned at this time.	No	No	No
Ichor Holdings, Ltd.	05/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
ICU Medical, Inc.	05/17/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
IDACORP, Inc.	05/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. Moreover, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
IES Holdings, Inc.	02/24/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
iHeartMedia, Inc.	05/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
IMAX Corporation	06/09/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as: * The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. * The company maintains agreements that contain a single trigger change in control provision.	Yes	No	No
Immersion Corporation	05/23/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While bonuses were discretionary, the pay-for-performance misalignment is mitigated at this time given that the new CEO's pay was significantly lower than his predecessor.	No	No	No
Inari Medical, Inc.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Independence Contract Drilling, Inc.	06/08/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as a review of the company's executive pay program does not raise significant concerns at this time.	No	No	No
Independent Bank Corporation	04/19/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Information Services Group, Inc.	04/28/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
InfuSystem Holdings, Inc.	05/17/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ingevity Corporation	04/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted.	No	No	No

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Ingles Markets, Incorporated	02/15/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ingredion Incorporated	05/20/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Innodata Inc.	06/09/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides for single-trigger equity vesting acceleration upon a change-in-control event. The company has not adopted risk-mitigating features that may benefit shareholders. Further, equity awards to the CEO lack any performance-contingent pay elements.	Yes	Yes	No
Innospec Inc.	05/04/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although a concern is raised given that the corporate free cash flow target was set below the prior year's target and actual achieved performance without a clear explanation, annual incentives were based on pre-set objective measures. In addition, the long-term incentive awards are predominantly performance-conditioned and are subject to a multi-year vesting period.	No	No	No
Innoviva, Inc.	04/25/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.	No	No	No
Inogen, Inc.	06/08/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The increase in FY21 pay reflected the transition to a new CEO, who received new-hire related compensation. While there is some concern about the annualized performance period in the long-term program, half of the CEO's annual-cycle equity grants consisted of performance awards, and the annual incentives were entirely performance based.	No	No	No
Inotiv, Inc.	03/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Insight Enterprises, Inc.	05/18/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Insperty, Inc.	05/23/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Installed Building Products, Inc.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Insteel Industries Inc.	02/15/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Integra LifeSciences Holdings Corporation	05/13/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
INTELLICHECK, INC.	05/04/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO received a sizable discretionary bonus and equity awards that are subject solely to time-based vesting. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	No	No
InterDigital, Inc.	06/01/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the CEO's new hire and annual LTI awards are majority performance-based, there are significant concerns regarding equity award structure and disclosure. The CEO's new hire performance awards are based on undisclosed milestones that may be achieved at any point through 2026, and 150 percent of the target award was deemed earned merely six months after grant. Similar disclosure concerns are identified in the annual LTI program, and the majority of other NEOs' equity awards are time-based. Further, the company made adjustments to outstanding equity awards in the final year of the interim measurement period, resulting in near-target vesting, which marks at least the second time in three years in which outstanding awards have been adjusted. In addition, only 20 percent of the STI program is based on quantified financial metrics with disclosed threshold, target and maximum goals, with the remainder based on individual performance or goals which appear to incorporate a significant degree of subjectivity. Additionally, the CEO received excessive gross-ups related to relocation benefits.	Yes	No	No
Interface, Inc.	05/16/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
International Bancshares Corporation	05/16/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified, and pay and performance are reasonably aligned at this time.	No	No	No
inTEST Corporation	06/22/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Intevac, Inc.	05/18/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance misalignment concerns are sufficiently mitigated at this time. Although the bonus plan places significant weight on individual performance, payouts were well below target and aligned with performance. In addition, a majority of equity awards were subject to performance conditions. All of former CEO Blonigan's 2021 equity grants were canceled in connection with his termination.	No	No	No
Intra-Cellular Therapies, Inc.	06/09/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single-trigger change-in-control provision; * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and * The company lacks a compensation clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Intrepid Potash, Inc.	05/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022

B.1.b

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Invacare Corporation	05/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. In addition, the pay-for-performance misalignment is mitigated at this time given that the short- and long-term incentive programs were entirely performance-based, and bonuses and performance awards were forfeited when goals were not met.	No	No	No
Investar Holding Corporation	05/18/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives are based on pre-set objective measures, there is limited disclosure surrounding the annual incentive program, making it difficult to assess the rigor of the overall program. Moreover, equity awards lack objective performance criteria.	Yes	No	No
Investors Title Company	05/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single-trigger change-in-control provision, lacks preset performance criteria for the CEO's bonus, and lacks risk-mitigating measures such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Ionis Pharmaceuticals, Inc.	06/02/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Iovance Biotherapeutics, Inc.	06/10/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
IRADIMED CORPORATION	06/10/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
iRhythm Technologies, Inc.	05/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Iridium Communications Inc.	05/17/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
J & J Snack Foods Corp.	02/16/2022	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Jabil Inc.	01/20/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Jack in the Box Inc.	03/04/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-up related to relocation benefits.	Yes	Yes	No
Janus Henderson Group Plc	05/04/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Jefferies Financial Group Inc.	03/29/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following the second consecutive year of low support for the say-on-pay proposal, the company disclosed details of its shareholder engagement efforts and certain feedback received. However, disclosure of certain expressed concerns is vague, and shareholders may question whether the transition to a new pay program that places a greater emphasis on discretion fully addresses their concerns. Disclosure around these issues needs improvement, and the committee has demonstrated only a limited degree of responsiveness to low say-on-pay support. The new pay program's reliance on committee discretion to determine NEO pay raises concerns, and incomplete disclosure of target goals, per-metric weightings, and target pay opportunities for certain NEOs inhibits investors' ability to fully assess the pay-for-performance linkage. Further, although half of FY21 performance year equity awards are based on clearly disclosed multi-year goals, the transition awards granted to the CEO and President in FY21 lack pre-set, multi-year performance criteria and vest solely over time. The magnitude of compensation opportunities for the CEO and President exacerbates structural concerns. In light of the company's limited responsiveness to last year's say-on-pay vote result and an unmitigated pay-for-performance misalignment, a vote AGAINST this proposal is warranted.	Yes	No	No
JELD-WEN Holding, Inc.	04/28/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the compensation committee made certain adjustments to the financial results with respect to the three-year performance award ending in FY2021, such concern is mitigated at this time given that the final payout was earned below target. In addition, CEO pay is reasonably aligned with performance.	No	No	No
JetBlue Airways Corporation	05/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
John Bean Technologies Corporation	05/13/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Johnson Outdoors Inc.	02/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kadant Inc.	05/18/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kaman Corporation	04/20/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Above-target payouts under the annual incentive were aligned with improved financial performance in FY21 and target goals were set well above prior year's actual results. Moreover, though the relative TSR target goal merely targets median performance, the vast majority of the CEO's LTI awards are performance-conditioned and subject to multi-year performance periods.	No	No	No

## Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
KAR Auction Services, Inc.	06/02/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were entirely based on pre-set objective measures, while the annual-cycle long-term incentive awards were primarily performance based, although concern is noted about the lack of disclosure of the forward-looking targets for the PRSUs. The NEOs' front-loaded equity grants were also primarily performance based and are intended to serve as half of their entire long-term incentive compensation for the next three years.	No	No	No
Karuna Therapeutics, Inc.	06/15/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO pay was again elevated for the year in review, and equity grant values increased year-over-year. Long-term incentives remain entirely delivered as time-vesting options, which do not require the achievement of performance criteria in order to vest. The company also benchmarks long-term incentive values at the 75th percentile of the peer group, a practice which is generally disfavored by investors and which can lead to increased compensation without requiring a link to performance. Further, annual incentives were earned above target based on the committee's subjective assessment of performance, with limited disclosure of specific targets and achievements considered.	Yes	No	No
KB Home	04/07/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Kemper Corporation	05/04/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Notwithstanding a year-over-year decrease in annual incentive payouts, there are concerns raised with the structure of the annual incentive program. The annual incentive pool is funded as a percentage of adjusted net income, which does not require year-over-year growth in order for pool funding to occur, and individual payout determinations are discretionarily determined. Further, although the majority of the CEO's long-term incentives are delivered in performance shares earned based on clearly disclosed multi-year goals, there are concerns regarding goal rigor under the LTI program, as the relative TSR PSUs merely target median performance and there is no disclosed cap in the event of negative absolute TSR.	Yes	No	No
Kennedy-Wilson Holdings, Inc.	06/09/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company returned to a more formulaic STI structure in 2021, a significant portion of the program was based on a discretionary assessment of strategic objectives. In addition, there are concerns regarding high base salaries and target STI opportunities for the CEO and certain NEOs, which resulted in large maximum payouts for the year in review. Further, although the weighting of performance shares under the annual LTI program increased, the value of the CEO's annual-cycle LTI awards also increased significantly without a clearly disclosed rationale, when the value of a special, off-cycle award granted in 2020 is excluded. Moreover, the relative TSR LTI metric targets merely the index, and the proxy does not disclose a cap on vesting if absolute TSR is negative for the performance period. Lastly, concerns remain with respect to the large life insurance and aircraft-related perquisites, as well as the problematic change in control provisions in existing agreements with executives.	Yes	No	No
Kforce Inc.	04/18/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kirby Corporation	04/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kodiak Sciences Inc.	06/07/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. The NEOs received substantial front-loaded option awards which were previously approved by shareholders at an October 2021 special meeting and comprise the majority of 2021 compensation. The front-loaded option awards are purely performance-conditioned and require rigorous stock price goals to vest. In addition, annual incentives are sufficiently performance-based.	No	No	No
Kohl's Corporation	05/11/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Kohl's Corporation	05/11/2022	Management	Yes	28	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides an inordinate amount of personal use of corporate aircraft and sizeable financial planning/tax planning-related perquisite to the CEO.	No	Yes	No
Kontoor Brands, Inc.	04/19/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides tax gross-up payment for the CEO's financial planning perquisite.	Yes	Yes	No
Koppers Holdings Inc.	05/05/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Kosmos Energy Ltd.	06/09/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Kratos Defense & Security Solutions, Inc.	06/14/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While a significant portion of the annual incentive is based on poorly disclosed strategic metrics and the committee retains the discretion to grant bonuses at target despite actual performance, payouts are capped at target and no discretionary adjustments were made to FY21 awards. Further, although the CEO's FY21 LTI grant value was of significant magnitude, LTI awards are half performance-based with a multi-year performance period, and earned shares are also capped at target. Continued monitoring is warranted regarding the magnitude of long-term incentive awards.	No	No	No



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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Kronos Worldwide, Inc.	05/18/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the proxy does indicate the amount of compensation each NEO receives from the parent, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	No	No
Krystal Biotech, Inc.	05/20/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted with caution. Concerns such as the lack of performance criteria for LTI awards and the significant increase in overall CEO compensation are somewhat mitigated as majority of LTI awards, which was the primary driver of the increase in CEO pay, were delivered in time-vesting stock options.	No	No	No
KULICKE AND SOFFA INDUSTRIES, INC.	03/03/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Kura Oncology, Inc.	06/21/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company continues to use above-median benchmarking; * Equity awards for the CEO lack any performance-contingent pay elements; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
L.B. Foster Company	06/02/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Lakeland Bancorp, Inc.	05/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain excise tax gross-up change-in-control provisions as well as equity award arrangements that provide for automatic accelerated vesting upon a change-in-control event.	Yes	Yes	No
Lakeland Industries, Inc.	06/15/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Landmark Bancorp, Inc.	05/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for problematic pay practices, including * Modified single trigger change in control provision in agreements with executives; * The lack of performance-based equity awards to the CEO; and * The lack of risk mitigating features in the executive compensation program.	Yes	Yes	No
Landstar System, Inc.	05/11/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Lantheus Holdings, Inc.	04/28/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Laredo Petroleum, Inc.	05/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support is warranted FOR this proposal. Annual incentives are primarily based on an objective scorecard and the committee simplified the program for FY21. Further, while the annual incentive payouts may be modified by subjectively determined strategic performance, the committee did not adjust the corporate score for the year in review. Long-term incentives are half performance-based with a multi-year performance period and clearly disclosed forward-looking goals. While the CEO's grant value increased year-over-year, he received fewer underlying shares, somewhat mitigating windfall risk. However, the committee intends to increase components of CEO pay in FY22, so investors should monitor overall pay levels next year.	No	No	No
Lattice Semiconductor Corporation	05/06/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	No	No	No
Laureate Education, Inc.	05/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Lazard Ltd	05/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While the company adjusted metrics for 2020 to neutralize the unanticipated impact of COVID-19 on financial results, which resulted to incremental award values in 2021, this did not result in a pay-for-performance misalignment at this time. Shareholders should continue to monitor the company's executive compensation program.	No	No	No
LCI Industries	05/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's failed say-on-pay vote, the company engaged with shareholders, disclosed specific concerns regarding the pay programs, and made certain improvements to address those concerns. In addition, pay and performance are reasonably aligned at this time.	No	No	No
LCNB Corp.	04/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
LeMaitre Vascular, Inc.	06/01/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
LendingClub Corporation	06/02/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Lexicon Pharmaceuticals, Inc.	05/20/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. There is limited disclosure under the bonus program and equity awards are entirely time-vesting.	Yes	No	No
Lifetime Brands, Inc.	06/23/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ligand Pharmaceuticals Incorporated	06/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022

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Company Name	Meeting Date	Proponent	Votable Proposal	Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Light & Wonder, Inc.	06/08/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted given that the compensation committee demonstrated only limited responsiveness to shareholder concerns following last year's low say-on-pay support.	No	No	No
Limbach Holdings, Inc.	06/22/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Limoneira Company	03/22/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Lincoln Educational Services Corporation	05/05/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Lincoln Electric Holdings, Inc.	04/21/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Lindsay Corporation	01/04/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Littelfuse, Inc.	04/28/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
LL Flooring Holdings, Inc.	05/18/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance is reasonably aligned, and no significant concerns were identified.	No	No	No
Louisiana-Pacific Corporation	04/27/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
LSB Industries, Inc.	05/12/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Luna Innovations Incorporated	05/10/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Luxfer Holdings PLC	06/08/2022	Management	Yes	6	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR is warranted.	No	No	No
Luxfer Holdings PLC	06/08/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
M.D.C. Holdings, Inc.	04/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual and long-term incentives for the CEO and executive chairman are entirely tied to quantitative performance goals that are well-disclosed and appear to be rigorous, although concern is noted that incentive programs for the other NEOs lack a strong connection to objective performance metrics. Although high pay opportunities and CEO-level pay for both the CEO and executive chairman remain ongoing concerns at the company, their incentive payouts appear to be aligned with the company's strong TSR and financial performance.	No	No	No
Macatawa Bank Corporation	05/03/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
MACOM Technology Solutions Holdings, Inc.	03/03/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The compensation committee has demonstrated responsiveness to shareholder concerns contributing to the low vote for the 2021 say-on-pay proposal and implemented positive changes to the pay program to address their feedback. However, votes AGAINST this proposal are warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
MacroGenics, Inc.	05/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Macy's, Inc.	05/20/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of the annual incentive awards are based on objective financial performance metrics, and the relative TSR metric is being made more rigorous in FY2022, with above median performance required for the target number of shares to vest.	No	No	No
Madrigal Pharmaceuticals, Inc.	06/15/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
MagnaChip Semiconductor Corporation	04/21/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.	No	No	No
Maiden Holdings, Ltd.	05/04/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Bonuses are discretionary and equity awards vested immediately upon grant. In addition, the company maintains a co-CEO structure, effectively doubling CEO pay. Finally, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	No	No
Mammoth Energy Services, Inc.	06/29/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ManpowerGroup Inc.	05/06/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	No	No	No
Marcus & Millichap, Inc.	05/03/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Marinus Pharmaceuticals, Inc.	05/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Marriott Vacations Worldwide Corporation	05/13/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Marten Transport, Ltd.	05/03/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Masonite International Corporation	05/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No

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						Recommendation	Recommendation	Recommendation	Instruction				
MasTec, Inc.	05/19/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company provided a large automobile perquisite to CEO. " The company maintains employment agreements with certain executives that contain problematic change-in-control severance arrangements. " Equity awards to the CEO in the most recent fiscal year lack any performance-vesting conditions. " Equity award arrangements provide for automatic accelerated vesting upon a change-in-control.	Yes	Yes	No
Mastech Digital, Inc.	05/11/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Materion Corporation	05/04/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Mattel, Inc.	05/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Matthews International Corporation	02/17/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as mitigating factors have been identified for the pay-for-performance misalignment. The annual incentive program was based solely on pre-set financial metrics. In addition, half of equity awards are performance-conditioned, with goals measured over multi-year periods.	No	No	No
Maximus, Inc.	03/15/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MaxLinear, Inc.	05/26/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
McGrath RentCorp	06/08/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MDU Resources Group, Inc.	05/10/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Medifast, Inc.	06/15/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Mednax, Inc.	05/12/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The annual incentive was earned above target against lowered goals without sufficient rationale. Further, the long-term incentive continues to utilize a single annual performance period that achieved a near-maximum payout against lowered goals.	Yes	No	No
Medpace Holdings, Inc.	05/20/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Shareholder engagement efforts and investor feedback following the low vote result are only vaguely disclosed. The committee disclosed its actions and considerations specifically with respect to equity grants for 2021 and certain other positive changes to the pay program, however, it is unclear whether these adequately address shareholders' concerns given that there's no disclosure on specific shareholder feedback. As such, the compensation committee demonstrated only limited responsiveness to shareholder concerns.	Yes	No	No
Mercantile Bank Corporation	05/26/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Mercer International Inc.	05/31/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Meridian Bioscience, Inc.	01/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Merit Medical Systems, Inc.	05/19/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Meritor, Inc.	01/27/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Mersana Therapeutics, Inc.	06/09/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The annual bonus was based on pre-set metrics with a reasonable maximum payout cap, though a concern is noted regarding the disclosure of metric weightings and how actual performance relates to final payout. Of major concern, however, is the increase in the CEO's target equity grant value, increasing over 300 percent year-over-year. The proxy does not disclose any rationale for such a significant increase.	Yes	No	No
Meta Financial Group, Inc.	02/22/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, but with caution. The company established an LTI program for the CEO and CFO in the year under review that will expand to include all NEOs in FY22. There is concern regarding the rigor of the relative TSR metric under the new LTI program and the committee's decision to remove a financial metric from the CFO's in-progress FY21 PSUs. However, the STI is predominately based on pre-set objective goals, and the awards granted under the new LTI program were entirely performance-based. Further, the removal of one metric from mid-cycle PSUs only affects one NEO and doesn't appear motivated by a desire to increase payouts, as performance under the eliminated metric was achieved at maximum for FY21. Continued monitoring of the new LTI program structure and resulting outcomes is warranted, given the concerns noted above.	No	No	No
MGE Energy, Inc.	05/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains severance agreements that contain a modified single-trigger change-in-control provision.	Yes	Yes	No

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022

B.1.b

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
MGIC Investment Corporation	04/28/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Mid Penn Bancorp, Inc.	05/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * Single-trigger vesting acceleration of equity awards upon a change-in-control; * The lack of any pre-set performance criteria for the CEO's bonus and equity awards; and * The lack of risk-mitigating features under the executive pay program.	Yes	Yes	No
Middlesex Water Company	05/23/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements with executives that contain excise tax gross-up provisions and excessive severance basis.	Yes	Yes	No
Midland States Bancorp, Inc.	05/02/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
MidWestOne Financial Group, Inc.	04/28/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Minerals Technologies Inc.	05/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Mirati Therapeutics, Inc.	05/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.	Yes	Yes	No
MISTRAS Group, Inc.	05/23/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ModivCare Inc.	06/14/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Momentive Global Inc.	06/07/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MoneyGram International, Inc.	05/05/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Morphic Holding, Inc.	06/08/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Movado Group, Inc.	06/23/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted in light of the unmitigated pay-for-performance misalignment. Although the funding pool is based on a pre-set financial metric, annual bonus payouts are determined at the discretion of the committee and the CEO received a bonus award of relatively significant magnitude. In addition, long-term incentive awards remained entirely time-vesting, resulting in a compensation program for which pay is predominantly not linked to objective performance measures. The CEO's large life insurance perquisite and the provision that allows for single-trigger vesting of equity upon a change in control raise further concerns.	Yes	No	No
Mr. Cooper Group Inc.	05/19/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While CEO pay and company performance were aligned for the year in review, a former NEO received a sizable severance payout for voluntary termination of employment.	Yes	No	No
MRC Global Inc.	05/05/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The pay-for-performance misalignment is mitigated at this time given that the short-term incentive program is entirely performance-based and the long-term incentive program is targeted to be half performance-based. In addition, there is a cap on LTI payouts when TSR is negative, the company placed a cap on STI payouts when it lowered performance goals compared to prior year actual performance, and prior cycle performance awards were forfeited when goals were unmet.	No	No	No
MSA Safety Incorporated	05/13/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Cautionary support FOR this proposal is warranted. The company modified its annual incentive plan in response to the impact of the COVID-19 pandemic on company operation, which resulted in above-target payouts. Nevertheless, CEO pay is still reasonably aligned with company performance at this time	No	No	No
Mueller Water Products, Inc.	02/07/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Murphy USA Inc.	05/05/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal as pay and performance are reasonably aligned.	No	No	No
MVB Financial Corp.	05/17/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Myers Industries, Inc.	04/28/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
MYR Group Inc.	04/21/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Myriad Genetics, Inc.	06/02/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

## Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022

B.1.b

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Nabors Industries Ltd.	06/07/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Despite additional supplemental disclosure, the committee demonstrated only limited responsiveness following last year's failed say-on-pay vote. Further, pay-for-performance concerns are again raised for the year in review. While annual incentives were entirely based on a financial metric, annual bonuses were paid out above target despite the financial target being set lower than FY20's achieved performance. Further, although long-term incentives are entirely performance-based, with improved disclosure of performance targets, the majority of awards use just a one-year performance period. The awards also lack disclosure of threshold and maximum goals, limiting investors' ability to assess the potential performance and vesting ranges. This portion of the grants was then earned near maximum level. Moreover, concerns are raised with respect to change-in-control arrangements that provide for a modified single trigger severance and automatic equity vesting acceleration, and the absence of several risk mitigators in the company's executive pay program.	Yes	No	No
NACCO Industries, Inc.	05/18/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted at this time.	No	No	No
NanoString Technologies, Inc.	06/17/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following adjustments made last year to the FY19 equity grants, the committee then also adjusted goals for the FY20-21 grants. While the changes to goals for the FY19 awards cited both the COVID-19 pandemic and a corporate transaction, adjustments made in FY21 were only pandemic-related. Investors may question the decision to make consecutive adjustments to long-term incentive awards, particularly as those adjustments have contributed to a pay-for-performance misalignment for the year in review. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	No	No
National Bank Holdings Corporation	05/03/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
National Bankshares, Inc.	05/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although half of the other NEOs' annual incentives continues to be based on individual performance and the company has not provided a rationale for its decision to not utilize a long-term incentive program, the CEO's annual incentive remains to be based pre-dominantly on a pre-set financial metric, and payouts were earned below target aligned with company performance.	No	No	No
National Fuel Gas Company	03/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
National Instruments Corporation	05/10/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.	No	No	No
Natural Gas Services Group, Inc.	06/16/2022	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal. In addition, the pay-for-performance misalignment is mitigated at this time. The CEO's salary and target bonus were relatively high, but concerns with respect to equity awards have been addressed for fiscal 2022. However, a vote AGAINST this proposal is warranted because of a problematic pay practice. The company will pay sizable severance to the CEO next year upon his retirement, that does not appear to be involuntary.	Yes	No	No
Nature's Sunshine Products, Inc.	05/04/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Natus Medical Incorporated	06/15/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The payment of severance and equity award vesting acceleration upon the former CEO's separation, which was described as a resignation, is problematic. Severance is appropriate only for involuntary or constructive job loss. Investors expect clear and forthright disclosure around the nature of an executive's termination and how the board determined to pay severance.	Yes	No	No
NBT Bancorp Inc.	05/17/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
NCR Corporation	05/06/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Neenah, Inc.	05/19/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Nektar Therapeutics	06/08/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The annual incentive and equity awards were largely based on performance measures, though certain disclosures could be improved. In addition, base salaries for certain NEOs remain high relative to peer company CEOs.	No	No	No
Nelnet, Inc.	05/19/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
NeoGenomics, Inc.	06/02/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the company's adjustment of its annual incentive calculation resulted to below-target average executive payouts, the replacement of one-time PSUs with larger time-vesting restricted stock awards is cause for concern.	Yes	No	No
NetSol Technologies, Inc.	06/07/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: * The company maintains employment agreements with certain executives that provide for excessive severance multiple and excise tax gross-ups on change in control severance. * The company provided sizable perquisites to the CEO. * The company lacks risk mitigating features such as a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No





Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Northwest Pipe Company	06/16/2022	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
NOV Inc.	05/24/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Novanta Inc.	05/12/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
NOW Inc.	05/25/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Nu Skin Enterprises, Inc.	06/02/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
NuVasive, Inc.	05/11/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
NV5 Global, Inc.	06/09/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided sizable miscellaneous perquisites to CEO; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * Equity awards to the CEO lack any performance contingent pay elements.	Yes	Yes	No
nVent Electric Plc	05/13/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Oasis Petroleum Inc.	04/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ocean Bio-Chem, Inc.	06/03/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted considering single-trigger equity vesting acceleration, a lack of risk mitigators, and a lack of preset performance criteria.	Yes	Yes	No
Oceaneering International, Inc.	05/27/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concern is raised regarding the disclosure of actual performance for annual incentives and closing-cycle long-term incentives, both programs are largely performance-based, with clear disclosure of forward-looking goals and the payout formula. The TSR portion of closing-cycle LTI was capped because of negative TSR, while the committee used discretion to reduce the earnout for the EBITDA portion following a change to the definition of adjusted EBITDA. Nevertheless, investors should monitor long-term incentive values going forward, as the company increased the RSU grant value to the CEO without compelling rationale.	No	No	No
OceanFirst Financial Corp.	05/25/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance misalignment concerns are sufficiently mitigated at this time in light of the following factors. Bonus plan goals were set above 2021 actual achievements and while payouts were earned above target, the committee exercised negative discretion to reduce the size of bonus payouts. Although the annual performance measurement periods under the performance-based restricted stock awards continue to be a concern, actual achievement with respect to the annual goals has historically been below target (except 2021). Furthermore, the company intends to implement a three-year cliff-vesting performance period for performance awards granted in 2022.	No	No	No
Ocwen Financial Corporation	05/25/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support for this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
OFG Bancorp	04/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Oil States International, Inc.	05/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Old National Bancorp	05/18/2022	Management	Yes	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Old Republic International Corporation	05/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Old Second Bancorp, Inc.	05/17/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Olin Corporation	04/28/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ollie's Bargain Outlet Holdings, Inc.	06/16/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Olympic Steel, Inc.	05/06/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Omnicell, Inc.	05/24/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The CEO earned an above target bonus, which is aligned with the company's strong performance, and the long-term metric awards executives for good performance relative to peers.	No	No	No
OneSpan Inc.	06/08/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Onto Innovation, Inc.	05/10/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Ooma, Inc.	06/01/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Oportun Financial Corporation	06/14/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

B.1b

Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022						Management	ISS	Policy	Vote				
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Recommendation	Recommendation	Recommendation	Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Optical Cable Corporation	03/29/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns and compensation practices appear reasonable at this time.	No	No	No
Option Care Health, Inc.	05/18/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
OraSure Technologies, Inc.	05/17/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Organon & Co.	06/07/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid significant tax gross-ups related to relocation expense prerequisites to certain executives.	Yes	Yes	No
Origin Bancorp, Inc.	04/27/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an excessive amount of life insurance prerequisite to an NEO; * Single-trigger vesting of equity awards is permitted; and * There is a lack of long-term performance metrics under the executive pay program.	Yes	Yes	No
Orion Engineered Carbons S.A.	06/30/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Orion Group Holdings, Inc.	05/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Orrstown Financial Services, Inc.	04/26/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that the company has legacy arrangements with the CEO that provide for excise tax gross-up payments and automatic accelerated vesting of equity awards upon a change-in-control.	Yes	Yes	No
Orthofix Medical Inc.	06/06/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Otonomy, Inc.	06/21/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Otter Tail Corporation	04/11/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Overseas Shipholding Group, Inc.	06/01/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Owens & Minor, Inc.	04/29/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned and no significant concerns are identified at this time.	No	No	No
Pacific Premier Bancorp, Inc.	05/23/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
PacWest Bancorp	05/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated only a limited degree of responsiveness to shareholders' concerns that led to a failed say-on-pay vote last year. While the company provides enhanced disclosure surrounding the CEO's retention award and other aspects of the compensation program and CEO succession planning, the actions taken by the committee do not meaningfully address all of shareholders' expressed concerns, which is paramount following a failed vote. In addition, concerns with respect to goal rigor under the annual and long-term incentive programs underscore a pay-for-performance misalignment. In the wake of shareholder feedback expressing concern regarding goal rigor, some shareholders may find the lowering of certain annual incentive goals concerning given payouts well above target. In addition, relative metrics under the LTI program target the median of peers, which is not considered particularly rigorous. Lastly, concerns are also raised with regards to the tax gross-up paid for the CEO's personal use of aircraft prerequisites.	Yes	No	No
Palomar Holdings, Inc.	05/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Actual performance results and payout formulas for the annual incentive are not disclosed. Although annual-cycle long-term incentives introduced performance-based equity, these awards remained predominantly time-vesting, PSUs utilize only a single annual performance period, and disclosure surrounding PSU metrics was poor. Further, the CEO and multiple NEOs received special retention awards of significant magnitude without sufficiently compelling rationale.	Yes	No	No
Papa John's International, Inc.	04/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance were reasonably aligned and no significant concerns were identified for the year in review.	No	No	No
Park National Corporation	04/25/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Party City Holdco Inc.	06/08/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO and NEOs received excessive gross-ups related to relocation benefits and there is a lack of long-term performance metrics in most recent FY.	Yes	Yes	No
Patrick Industries, Inc.	05/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Patterson-UTI Energy, Inc.	06/02/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
PBF Energy Inc.	05/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The annual bonus was largely based on pre-set financial metrics, and concerns regarding disclosure are mitigated for the year in review due to the compensation committee's discretion, significantly decreasing payout. The LTI program is predominately based on performance-conditioned equity and utilizes a multi-year performance period, though a concern is noted regarding relative TSR target setting. Continued monitoring of the CEO's relatively large base salary is warranted.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
PC Connection, Inc.	05/18/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to single-trigger equity vesting acceleration, lack of risk mitigators, and lack of long-term performance metrics under the company's executive pay program.	Yes	Yes	No
PCTEL, Inc.	05/25/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
PDC Energy, Inc.	05/25/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted. Following last year's low say-on-pay vote result, the company disclosed shareholder engagement efforts, specific feedback received, and pay program changes in response to feedback. Based on these actions, the compensation committee's responsiveness to shareholder concerns is determined to have been sufficient.	No	No	No
PDF Solutions, Inc.	06/14/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Peapack-Gladstone Financial Corporation	05/03/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Penns Woods Bancorp, Inc.	04/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated only limited responsiveness to consecutive years of low say-on-pay support. In addition, the CEO's base salary is excessive, equity awards are entirely time-vesting, and the connection between bonus payout and company performance remains unclear.	Yes	No	No
Penske Automotive Group, Inc.	05/12/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Peoples Bancorp Inc.	04/28/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Peoples Bancorp of North Carolina, Inc.	05/05/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following reasons: * The company maintains employment agreements with executives that provide for excise tax gross-ups on change in control severance and excessive severance payout basis; and * The company lacks risk-mitigating measures, including a compensation clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Perdoceo Education Corporation	05/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Perficient, Inc.	05/25/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: * Equity awards to the CEO in the most recent fiscal year lack performance-vesting conditions. * Equity award arrangements provide for single-trigger vesting upon a change-in-control. * The company provided sizable miscellaneous perquisite to the CEO. * The company uses above-median benchmarking for named executives' total pay.	Yes	Yes	No
Perma-Pipe International Holdings, Inc.	06/22/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Perrigo Company plc	05/06/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although forward-looking goals and retroactive goals and performance for adjusted operating income PSUs are not disclosed, LTI awards are majority performance-based and the annual incentive is primarily based on pre-set objective metrics. Further, incentive payouts appear reasonably aligned with performance for the period under review. Shareholders may wish to continue monitoring the disclosure of PSU metric targets and actual results.	No	No	No
PGT Innovations, Inc.	06/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Photronics, Inc.	03/10/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
PHX Minerals Inc.	03/02/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time	No	No	No
Pieris Pharmaceuticals, Inc.	06/22/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Pilgrim's Pride Corporation	04/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ping Identity Holding Corp.	05/03/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Pinnacle Financial Partners, Inc.	04/19/2022	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Pitney Bowes Inc.	05/02/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as executive pay and company performance are reasonably aligned at this time.	No	No	No
Pixelworks, Inc.	05/12/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
PJT Partners Inc.	04/28/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
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Planet Fitness, Inc.	05/02/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that significant concerns regarding the structure of the pay program were identified for the year under review. In particular, although the annual incentive for the CEO is generally based on pre-set, objective measures, the STI plan provides for additional payouts if the bonus funding pool is not fully utilized. For FY21, the application of this practice under the STI plan resulted in the CEO's receiving a significant increase in his bonus payments outside of the formulaic determination of 1H 2021 and 2H 2022 performance outcomes. Furthermore, the committee granted entirely time-vesting equity in FY21 and supplanted in-flight PSU awards that were unlikely to be earned with time-vesting grants. These actions are not generally viewed as a reasonable reaction to account for the impact of the COVID-19 pandemic.	Yes	No	No
Playa Hotels & Resorts N.V.	05/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.	No	No	No
Playtika Holding Corp.	06/09/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While NEOs did not receive equity awards in FY2021, NEO pay continued to be very high and with concerning features. The NEOs continue to participate in bonus plans that provide for an uncapped, outsized bonus opportunities and outsized annual retention bonuses which appear to be guaranteed. These payments will be made annually from 2021 through 2024. Despite the positive changes to the executive compensation program beginning in FY2022, the proxy does not disclose if the current problematic bonus arrangements will be discontinued. Lastly, the CEO was provided with a security perquisite in an amount that is considered excessive.	Yes	No	No
Plexus Corp.	02/16/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
PNM Resources, Inc.	05/10/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Popular, Inc.	05/12/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this resolution are warranted at this time.	No	No	No
Portland General Electric Company	04/22/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.	No	No	No
Powell Industries, Inc.	02/16/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Power Integrations, Inc.	05/20/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
PRA Group, Inc.	06/09/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Preferred Bank	05/17/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Premier Financial Corp.	04/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
PriceSmart, Inc.	02/03/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Primerica, Inc.	05/11/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Primis Financial Corp.	05/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The compensation committee appears to have utilized significant discretion with respect to the payout determination under the annual incentive program and the specific performance goals under the long-term incentive program are not disclosed. However, such concerns are somewhat mitigated at this time given that the annual incentive program utilizes pre-set objective measures, and the payouts were earned at target. In addition, long-term incentive awards were pre-dominantly performance-conditioned and utilize a multi-year performance period. In light of this, support FOR this proposal is warranted, with caution. Shareholders should continue to monitor the company's pay programs.	No	No	No
ProAssurance Corporation	05/24/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
PROG Holdings, Inc.	05/24/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.	Yes	Yes	No
Progress Software Corporation	05/12/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
ProPetro Holding Corp.	04/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Prosperity Bancshares, Inc.	04/19/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements with certain executives that provide for single trigger cash severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company provided an excessive amount for the CEO's life insurance perquisite.	Yes	Yes	No
Protagonist Therapeutics, Inc.	05/26/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Prothena Corporation plc	05/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Proto Labs, Inc.	05/18/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Provident Financial Services, Inc.	04/28/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No



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						Recommendation	Recommendation	Recommendation	Instruction				
Pure Cycle Corporation	01/12/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
PVH Corp.	06/16/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely based on financial performance, and half of the CEO's equity is performance conditioned. In addition, total CEO pay decreased as compared to compensation for the prior CEO in 2020, and PSUs tied to 2019-2021 performance were forfeited when the threshold goals were not met. However, continued monitoring of long-term incentives is warranted in light of the one-year measurement period for a portion of 2021 PSUs, and given that NEOs' equity awards are primarily time-based.	No	No	No
OCR Holdings, Inc.	05/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Qualys, Inc.	06/08/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company demonstrated sufficient responsiveness to last year's failed say-on-pay vote, by engaging with shareholders, disclosing shareholder feedback, and making significant changes to its pay program. In addition, pay and performance are reasonably aligned at this time.	No	No	No
Quanex Building Products Corporation	02/22/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Quanterix Corporation	06/23/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Quidel Corporation	05/16/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Quotient Technology Inc.	06/29/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although pay and performance were reasonably aligned for the year in review, there are significant concerns identified with respect to the terms of the former CEO's separation agreement. Pursuant to the agreement, the board lowered the exercise prices of outstanding stock options without obtaining shareholder approval, which is considered a problematic pay practice. Additional problematic actions are also identified, as the board extended the term of outstanding options beyond their original expiration date and provided the former CEO with severance payments and benefits that are significantly greater than the payments and benefits the former CEO was otherwise entitled to under his existing arrangements upon an involuntary termination.	Yes	No	No
Radian Group Inc.	05/11/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance misalignment concerns are sufficiently mitigated at this time given that a substantial portion of the short-term and long-term incentive programs consist of performance-conditioned awards.	No	No	No
RadNet, Inc.	06/08/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Rambus Inc.	04/28/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Range Resources Corporation	05/11/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ranger Oil Corporation	05/02/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as certain executives received tax gross-ups related to relocation benefits.	Yes	Yes	No
Ranpak Holdings Corp.	05/25/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. CEO pay was elevated due to an outsized special long-term incentive grant which utilizes annual measurement periods. Further, annual bonuses and equity awards utilize the same performance metric and goals, which is further exacerbated by equity awards having annual performance periods.	Yes	No	No
Rayonier Advanced Materials Inc.	05/16/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are primarily performance-conditioned. Moreover, payouts under the long-term incentive program are capped in the event that three-year TSR is negative.	No	No	No
RBB Bancorp	05/18/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company demonstrated poor responsiveness to shareholder concerns following last year's low support for the say-on-pay proposal. Other problematic pay practices are also raised including single-trigger equity vesting acceleration of equity awards, lack of preset performance criteria for the former CEO's bonus and equity awards, and the company's lack of risk mitigating provisions.	Yes	No	No
Realogy Holdings Corp.	05/04/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given concern regarding goal rigor. The target goal for annual incentive pool funding was set below the achievement in the prior year, with funding for the year in review provided at maximum, and the TSR metric for performance shares targets only median performance.	Yes	No	No
Regal Rexnord Corporation	04/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
REGENXBIO Inc.	06/03/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Renasant Corporation	04/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Repare Therapeutics Inc.	05/13/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that a review of the company's executive pay program does not raise significant concerns at this time.	No	No	No
Resideo Technologies, Inc.	06/08/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of relocation expense perquisite and significant tax reimbursement to the CEO.	Yes	Yes	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
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Resolute Forest Products Inc.	05/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
REX American Resources Corporation	06/16/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
RGC Resources, Inc.	01/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated misalignment between pay and performance. The company provided limited disclosure regarding the specific goals and actual results used in determining payouts under its annual incentive program, which is particularly concerning as the cash and equity-based portions of the bonuses were earned above target and at maximum level, respectively.	Yes	No	No
Rhythm Pharmaceuticals, Inc.	06/08/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Majority of the equity awards granted to the NEOs are time-vesting. In addition, performance-based equity awards utilize annual performance measurement periods.	Yes	No	No
Ribbon Communications Inc.	05/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Rimini Street, Inc.	06/01/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
RLI Corp.	05/05/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Rocky Brands, Inc.	05/25/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ryder System, Inc.	05/06/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
S&T Bancorp, Inc.	05/16/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Safeguard Scientifics, Inc.	05/25/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee demonstrated poor responsiveness to shareholders' concerns following last year's low say-on-pay support. Furthermore, concerns are raised with respect to equity award arrangements that allow for auto-accelerated vesting upon a change-in-control event and the lack of any performance-contingent pay elements for the CEO's bonus and equity awards.	Yes	No	No
Safety Insurance Group, Inc.	06/01/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Sage Therapeutics, Inc.	06/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the compensation committee demonstrated adequate responsiveness to the prior year's low say-on-pay vote result, an unmitigated pay-for-performance misalignment exists for the year in review. There are concerns regarding the structure and disclosure of the CEO's new hire awards, which are amplified given the magnitude. Although the majority of the award is based on the achievement of certain milestones, many investors may expect a greater weighting ascribed to performance-vesting given the magnitude. In addition, the proxy does not clearly disclose the weighting of each milestone, the quantified revenue target, or a timeframe under which the milestones need to be achieved. Further, the proxy does not disclose the award is intended to cover multiple years.	Yes	No	No
Saia, Inc.	04/29/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
SailPoint Technologies Holdings, Inc.	04/28/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were aligned for the year in review, the company paid severance to certain NEOs upon a mutually agreed upon termination, which does not clearly indicate an involuntary termination, and a resignation. The payment of severance upon a voluntary resignation is not a common market practice, as severance is intended as a protection against involuntary job loss.	Yes	No	No
Sally Beauty Holdings, Inc.	01/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
SandRidge Energy, Inc.	05/31/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Sandy Spring Bancorp, Inc.	06/21/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Sangamo Therapeutics, Inc.	05/24/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Sanmina Corporation	03/14/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The compensation committee demonstrated limited responsiveness to a certain degree following last year's low say-on-pay support.	No	No	No
SB Financial Group, Inc.	04/20/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
ScanSource, Inc.	01/27/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Schneider National, Inc.	04/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The CEO's annual bonus was entirely based on pre-set financial metrics, and his equity award was granted with a target mix of half performance-based equity utilizing multi-year goals. Further, a prior LTI grant did not vest when performance targets were not met.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Schnitzer Steel Industries, Inc.	01/25/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual incentive plan was sufficiently based on pre-set objective measures, a majority of which were financial. Further, half of FY21 LTI awards were contingent on multi-year performance criteria. However, some concerns are raised regarding the CEO's relatively high annual incentive maximum opportunity, which warrant continued monitoring.	No	No	No
Schweitzer-Mauduit International, Inc.	04/21/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Science Applications International Corporation	06/08/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Seacoast Banking Corporation of Florida	05/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
SeaSpine Holdings Corporation	06/01/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
SeaWorld Entertainment, Inc.	06/13/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The Compensation Committee demonstrated poor responsiveness following last year's low say-on-pay support.	Yes	No	No
Select Medical Holdings Corporation	04/28/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change in control agreements that contain excise tax gross up payments and modified single trigger provisions. Additionally, equity awards to the CEO continue to lack performance-vesting conditions.	Yes	Yes	No
Selective Insurance Group, Inc.	05/03/2022	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Semtech Corporation	06/09/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns raised by the heavy reliance on individual performance assessments to determine the performance bonuses for NEOs other than the CEO. Further, the performance LTI design has certain issues, including a relative TSR metric that targets merely median performance and a stock price goal that may be achieved based on short-term achievement. However, there are mitigating factors for the year in review. The CEO's STI was based primarily on objective financial metrics with reasonably rigorous targets. The company has adhered to its intention not to award the CEO additional LTI through 2023. Further, the LTI for other NEOs was majority performance-based, the stock price goal required significant appreciation, and vesting for relative TSR is capped at target for negative absolute TSR. On balance of these factors, a cautionary vote FOR this proposal warranted. Shareholders should continue to monitor incentive programs, as noted design concerns may exacerbate if pay and performance become further misaligned.	No	No	No
Sensient Technologies Corporation	04/28/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Shenandoah Telecommunications Company	04/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Shockwave Medical, Inc.	06/23/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.	No	No	No
Shoe Carnival, Inc.	06/23/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Shore Bancshares, Inc.	05/24/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Shutterstock, Inc.	06/02/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
SI-BONE, Inc.	06/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although concerns are raised by the lack of performance-vesting criteria attached to annual equity awards, there are mitigating factors for the year in review. Notably, the committee has introduced performance-conditioned equity for 2022, which will comprise half of the CEO's equity mix, in response to shareholders' concerns. Moreover, disclosure under the STI plan was improved year-over-year, and incentives were largely based on pre-set, objective measures. Additionally, the committee modified Executive Chairman Dunn's employment agreement to eliminate the single-trigger severance provision, replacing it with a double-trigger severance provision, in direct response to shareholder concerns. On balance of these factors, a vote FOR this proposal is warranted.	No	No	No
Sierra Bancorp	05/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for the following reasons: * The company uses above-median benchmarking for certain pay elements; * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Signet Jewelers Limited	06/17/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Silgan Holdings, Inc.	05/31/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Silicon Laboratories Inc.	04/21/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. In connection with the CEO's voluntary retirement, the company and the outgoing CEO entered into an agreement that will entitle him to severance payments. The payment of cash upon a voluntary termination is not a common market practice, as cash payments are generally intended as a protection against involuntary job loss. Additionally, while the pay-for-performance misalignment is sufficiently mitigated for the year in review, concern is noted regarding the use of annualized performance periods in a portion of the PSU grant.	Yes	No	No
SilverBow Resources, Inc.	05/17/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted because the company modified the 2021 portion of the 2020 cash incentive award so that payout for the 2021 performance period of the award would be capped at target and be time-based.	No	No	No
Silvercrest Asset Management Group Inc.	06/08/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Simmons First National Corporation	04/27/2022	Management	Yes	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a pay-for-performance misalignment. Performance metrics under the long-term incentive program target merely median performance and it does not appear payouts are capped in the event absolute TSR is negative over the performance period. In addition, certain goals associated with previously granted equity awards were lowered, and the company did not disclose the achievement level for the performance metrics associated with the 2019-2021 performance cycle, making it difficult to assess whether the payout resulting from the adjustment is reasonable.	Yes	No	No
Simpson Manufacturing Co., Inc.	05/04/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
SiriusPoint Ltd.	05/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although half of the annual incentive funding pool is based on strategic objectives, disclosure of such objectives is thorough, and the objectives were deemed critical to integrate the legacy entities following the merger. In addition, approximately half of the annual long-term incentive grants are performance-conditioned and vest over a multi-year period. Moreover, certain NEOs received sign-on equity awards. While majority of these awards are time-vesting, it is not uncommon for NEOs to receive sizeable equity awards in connection with their commencement of employment following a merger transaction and such awards are not expected to recur.	No	No	No
SiteOne Landscape Supply, Inc.	05/11/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Six Flags Entertainment Corporation	05/11/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned at this time.	No	No	No
SJW Group	04/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
SkyWest, Inc.	05/03/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Sleep Number Corporation	05/12/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
SLM Corporation	06/21/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
SM Energy Company	05/26/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
SmartFinancial, Inc.	05/26/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Smith Micro Software, Inc.	06/07/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were aligned for the year in review, the company accelerated the vesting of an NEO's equity awards upon resignation. Acceleration of all equity awards in connection with termination of employment that does not appear to be involuntary is a problematic pay practice.	Yes	No	No
SolarWinds Corporation	05/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's pay was relatively high in connection with his hiring. A portion of his new hire awards were initially performance-based but these awards were subsequently converted into a larger number of time-vesting awards. Further concerns are raised given that for fiscal 2021, bonuses were largely discretionary and equity awards were entirely time-vesting.	Yes	No	No
Southern First Bancshares, Inc.	05/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards; * The company lacks several compensation risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; and * The company provided an excessive amount of miscellaneous perquisites to the CEO.	Yes	Yes	No
Southside Bancshares, Inc.	05/18/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Southwest Gas Holdings, Inc.	05/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted.	No	No	No
Southwest Gas Holdings, Inc.	05/19/2022	Management	Yes	26	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote		No	No	No

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SP Plus Corporation	05/11/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Spectrum Pharmaceuticals, Inc.	06/21/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Spire, Inc.	01/27/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Spirit AeroSystems Holdings, Inc.	04/27/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Annual incentives remained determined largely by objective metrics, with below-target awards corresponding to recent performance. Although there is some concern raised given the majority time-based equity grants in FY21, the company will transition to half performance-conditioned equity grants starting in FY22 and closing cycle performance shares were not earned following below threshold performance, in line with three-year TSR performance. However, votes AGAINST this proposal are warranted because the company provided a large corporate aircraft perquisite to the CEO.	Yes	Yes	No
Spirit Airlines, Inc.	05/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Sportsman's Warehouse Holdings, Inc.	05/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Springworks Therapeutics, Inc.	05/19/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted because the pay-for-performance misalignment is mitigated at this time. Short-term incentives are based on corporate objectives and the CEO's equity awards primarily consist of stock options. Stock options are generally considered to be more strongly performance-based at clinical-stage biotechnology firms, where stock price is more closely tied to the success of the company and is generally less susceptible to outside market forces as compared to other industries.	No	No	No
Sprouts Farmers Market, Inc.	05/25/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
SPS Commerce, Inc.	05/17/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
SPX Corporation	05/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned.	No	No	No
Standard Motor Products, Inc.	05/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Stepan Company	04/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Stericycle, Inc.	05/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Sterling Bancorp, Inc.	05/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is not warranted. The CEO's pay consists primarily of an excessive base salary. In addition, bonuses to other NEOs are largely discretionary and equity awards to other NEOs are entirely time-vesting.	Yes	No	No
Sterling Construction Company, Inc.	05/04/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted because pay and performance are reasonably aligned at this time.	No	No	No
Steven Madden, Ltd.	05/25/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Stewart Information Services Corporation	05/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Stifel Financial Corp.	06/13/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Stock Yards Bancorp, Inc.	04/28/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Stoneridge, Inc.	05/17/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns are noted such as annual performance measurement periods and target payout for median performance under the long-term incentive program, the pay-for-performance misalignment is mitigated. The short-term incentive program is entirely, and long-term incentives are primarily, performance-based. In addition, when performance goals were not met, performance awards were forfeited.	No	No	No
StoneX Group Inc.	03/04/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Stratus Properties Inc.	05/12/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Pay-for-performance concerns are somewhat mitigated, however, given that a majority of payouts under the plan were sufficiently performance-based.	Yes	No	No
Summit Financial Group, Inc.	05/19/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains change-in-control agreements that contain modified single-trigger and excise tax gross-up provisions. * The company does not condition vesting of long-term awards on achievement of performance goals. * The company lacks risk mitigating provisions.	Yes	Yes	No
Summit Materials, Inc.	05/18/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No



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SunCoke Energy, Inc.	05/12/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned.	No	No	No
Super Micro Computer, Inc.	05/18/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted because the pay-for-performance misalignment is mitigated at this time. The CEO's significant equity award is entirely based on rigorous performance goals	No	No	No
SUPERIOR GROUP OF COMPANIES, INC.	05/13/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision and excise tax gross-up provisions.	Yes	Yes	No
Supernus Pharmaceuticals, Inc.	06/17/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Surgalign Holdings, Inc.	05/10/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Surgery Partners, Inc.	05/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although the company granted special retention awards that increased NEO pay, support for this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Surmodics, Inc.	02/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Sutro Biopharma, Inc.	06/06/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Switch, Inc.	06/10/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Synalloy Corporation	06/06/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Synchronoss Technologies, Inc.	06/16/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Synlogic, Inc.	06/09/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Synovus Financial Corp.	04/27/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Tactile Systems Technology, Inc.	05/09/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Talos Energy Inc.	05/11/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The pay-for-performance misalignment is mitigated at this time given that the short- and long-term incentive programs are primarily performance-based, and performance-based award payouts are capped at target if TSR is negative. However, a vote AGAINST this proposal is warranted due to a problematic pay practice. In March 2022, the company cancelled all outstanding performance awards and granted an equivalent number of retention RSUs.	Yes	No	No
Tandem Diabetes Care, Inc.	05/25/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Taylor Morrison Home Corporation	05/26/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid significant tax gross-up for the CEO's personal use of aircraft perquisite.	Yes	Yes	No
Team, Inc.	06/01/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because of problematic pay practices and unmitigated pay-for-performance misalignment. The company cancelled and replaced a performance-based award, significantly lowering the stock price goals required for vesting. Certain positive features of the pay program do not mitigate this problematic pay practice. In addition, the company approved severance payments and accelerated vesting of outstanding time-vesting equity awards upon the former CEO's resignation which did not appear to be involuntary.	Yes	No	No
TechnipFMC Plc	04/29/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the short- and long-term incentive programs are primarily performance-based, the company removed performance conditions for outstanding performance awards in connection with a spin-off, which is considered a problematic pay practice. In addition, performance awards may vest at target for achieving below median performance, which was only increased to median performance for 2022.	Yes	No	No
TechnipFMC Plc	04/29/2022	Management	Yes	11	Approve Directors' Remuneration Report	For	Against	Against	Against	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote AGAINST this proposal is warranted.	Yes	No	No
TEGNA Inc.	06/21/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Tejon Ranch Co.	05/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The compensation committee demonstrated a certain degree of responsiveness following last year's failed say-on-pay proposal. In addition, the pay-for-performance misalignment is somewhat mitigated at this time, primarily due to a significant decrease in CEO pay and given that the short-term incentive program is primarily performance-based. Shareholders should continue to monitor the executive compensation practices given that certain concerns remain.	No	No	No
Telephone and Data Systems, Inc.	05/19/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Tempur Sealy International, Inc.	05/05/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company paid an excessive tax gross-up on an excessive perquisite of the CEO's personal use of aircraft.	Yes	Yes	No
Tenet Healthcare Corporation	05/06/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
	Recommendation					Recommendation	Recommendation	Instruction					
Tennant Company	04/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the company modified the 2020-2022 PRSUs goals and did not disclose the specific changes made to the goals. The incremental value of the award as a result of the adjustment is not insignificant. That notwithstanding, pay and performance appear reasonably aligned at this time.	No	No	No
Tenneco Inc.	06/07/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While reported CEO pay more than doubled year-over-year, a large portion of the increase was due to the inclusion of FY20 performance equity awards in FY21 pay, as the committee delayed goal-setting during the early part of the pandemic. Although concerns are raised regarding the company's goal-setting practices, particularly in the annual incentive program where one of the financial targets was set below last year's actual performance, payouts for annual and closing cycle long-term incentives were near-target and in line with performance over the respective periods. Nevertheless, investors would benefit from additional disclosure of long-term incentive goals, particularly after the performance period has been completed.	No	No	No
Teradata Corporation	05/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Terminix Global Holdings, Inc.	05/23/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.	Yes	Yes	No
Territorial Bancorp Inc.	05/19/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. Some concerns are raised with the executive compensation program, such as a relatively high salary for the CEO and performance targets being set below prior year actual performance without a clear rationale. However, the pay-for-performance misalignment is somewhat mitigated at this time given that the short-term incentive program is entirely performance-based, half of equity awards are performance-based, and prior cycle PSUs were earned below target in line with performance.	No	No	No
Tetra Tech, Inc.	03/01/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
TETRA Technologies, Inc.	05/24/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Texas Capital Bancshares, Inc.	04/19/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although CEO pay was elevated in FY21 due to new hire awards, including a \$14.5 million make-whole equity grant, the annual pay program had multiple concerning changes. The new CEO's target bonus was relatively high, and a large portion of the annual bonus payout is based on qualitative metrics with payouts based on the compensation committee's discretion. Further, in the LTI, although a majority of the grant is in performance equity, the EPS metric shifted from a three-year performance period to three one-year performance periods, with no disclosure of forward-looking goals. In addition to the pay program concerns, the company paid cash severance to the former CFO upon a voluntary resignation.	Yes	No	No
Texas Roadhouse, Inc.	05/12/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
TFS Financial Corporation	02/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provides an excessive amount for the CEO's financial/tax planning and enhanced life insurance perquisites; offers equity awards that allow for auto-accelerated vesting upon a change-in-control event; and lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
The Andersons, Inc.	05/06/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns are identified at this time.	No	No	No
The Bancorp, Inc.	05/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
The Boston Beer Company, Inc.	05/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
The Brink's Company	05/06/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The committee was sufficiently responsive to last year's failed say-on-pay vote, committing not to grant off-cycle LTI awards to NEOs that are exclusively short term and time vested, and implementing additional changes for FY22 equity awards. However, continued monitoring of pay levels is warranted, particularly given the leadership transition, to ensure equity values normalize. Further, investors would benefit from additional details regarding targets in both incentive programs.	No	No	No
The Cheesecake Factory Incorporated	05/19/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

## Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
The Chefs' Warehouse, Inc.	05/13/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance. Additionally, although the annual bonus was capped at target and was based on pre-set objective metrics, multiple concerns exist within the LTI program. The company granted replacement grants to executives after cancelling their 2019 and 2020 performance equity grants due to poor performance. However, these replacement grants are half based on time-vested equity, and no disclosure exists regarding why a replacement grant for performance equity would be partially time based. Additionally, the stock price portion for both the annual performance equity grant as well as the performance portion of the replacement grant targets a stock price below the grant date stock price, and appears to have been met within 20 trading days of grant.	Yes	No	No
The Chemours Company	04/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Children's Place, Inc.	05/11/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive amount for the CEO's automobile perquisites.	Yes	Yes	No
The Community Financial Corporation	05/25/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
The Eastern Company	04/26/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The First Bancorp, Inc.	04/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
The First Bancshares, Inc.	05/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that the company maintains an employment agreement with the CEO that provides for problematic single-trigger change-in-control severance payment.	Yes	Yes	No
The First of Long Island Corporation	04/19/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
The Gap, Inc.	05/10/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this warranted given that pay and performance are reasonably aligned.	No	No	No
The Goodyear Tire & Rubber Company	04/11/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the compensation committee made positive changes to pay programs in response to last year's low say-on-pay vote, concerns are raised regarding FY2021 decisions. The company continued to use annually set goals in the long-term incentive program, limiting the long-term nature of those awards. More concerning, however, was a potentially uncapped retention agreement the company entered into with the CEO and another NEO. The agreements seek to incentivize the NEOs to delay retirement until after FY23; however, the structure of the agreements may result in sizable, non-performance-based payments in the event interest rates increase between 2021 and the date of their respective future retirements.	Yes	No	No
The Greenbrier Companies, Inc.	01/07/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While certain goal-rigor and disclosure concerns remain, the annual incentive program is predominantly based on pre-set objective metrics, and the CEO's below-target payout was granted in time-based equity. In addition, LTI awards are primarily based on multi-year performance, and closing-cycle PSUs vested well below target, in line with company performance.	No	No	No
The Hackett Group, Inc.	05/05/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
The Hanover Insurance Group, Inc.	05/10/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Howard Hughes Corporation	05/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Manitowoc Company, Inc.	05/03/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committed demonstrated sufficient responsiveness following last year's low say-on-pay support.	No	No	No
The ODP Corporation	04/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
The ONE Group Hospitality, Inc.	05/18/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. CEO pay was elevated due to sizable equity awards that are subject solely to time-based vesting. In addition, the compensation plan features above-median benchmarking which targets the CEO's total compensation at the 75th percentile of its peers, a problematic modified single-trigger severance in existing agreement and a lack of risk mitigators.	Yes	No	No
The RMR Group Inc.	03/10/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as:* The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards;* The company's change-in-control agreements with certain executives contains single-trigger equity vesting acceleration; and* The company lacks risk-mitigating provisions.	Yes	Yes	No
The Shyft Group, Inc.	05/18/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
The Simply Good Foods Company	01/20/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted for the unmitigated pay-for-performance misalignment. The CEO received a large one-time grant comprised entirely of time-vesting options, in addition to his annual LTI award. Further concerns are raised by the high degree of discretion used in determining annual incentive award payouts and the rigor of the long-term incentive's performance component.	Yes	No	No
The Timken Company	05/06/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Wendy's Company	05/18/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Western Union Company	05/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	On balance, a cautionary vote FOR this proposal is warranted. Certain concerns are identified with respect to pandemic-related changes to the way annual and LTI goals are measured. In addition, greater disclosure surrounding strategic and individual goals and achievements under the annual incentive plan would benefit shareholders. However, there are mitigating factors for the year in review. Pay is elevated for the new CEO due to make-whole cash and equity awards granted to compensate him for awards he forfeited by leaving his former employer. In addition, annual and long-term awards are predominantly tied to objective performance metrics and goals appear reasonably rigorous, as STI financial metrics are growth-based and the relative TSR target and maximum goals require outperformance.	No	No	No
Tilly's, Inc.	06/15/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Timberland Bancorp, Inc.	01/25/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted considering the excessive severance payout basis, the lack of preset performance criteria, and absence of several risk mitigators in the company's executive pay program.	Yes	Yes	No
Titan International, Inc.	06/09/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company demonstrated poor responsiveness following significant shareholder opposition to last year's say-on-pay proposal; and * The company maintains agreements that contain a modified single trigger change in control provision.	Yes	No	No
Titan Machinery Inc.	06/06/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Toll Brothers, Inc.	03/08/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
TopBuild Corp.	05/02/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
TowneBank	05/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
TRACON Pharmaceuticals, Inc.	06/14/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
TransMedics Group, Inc.	06/01/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. CEO pay remains elevated and concerns are highlighted regarding the discretionary nature of the STI program as well as the lack of performance criteria tied to equity awards.	Yes	No	No
Travel + Leisure Co.	05/18/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted the company provided an excessive amount for the CEO's auto-related and financial planning perquisites. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Travelzoo	04/25/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although total CEO pay declined significantly over the prior year, concerns are raised given that the discretionary bonuses, coupled with the equity awards that vest solely based on the passage of time, perpetuate a lack of performance-based elements on the company's compensation programs.	Yes	No	No
Tredegar Corporation	05/05/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
TreeHouse Foods, Inc.	05/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Tri Pointe Homes, Inc.	04/20/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
TriCo Bancshares	05/19/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
TriMas Corporation	05/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
TriNet Group, Inc.	05/24/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Trinity Industries, Inc.	05/09/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the committee reduced the proportion of performance-based equity in the LTI and the relative TSR metric targets merely median performance, annual equity awards remain majority performance based and the STI is predominantly based on pre-set financial metrics. Shareholders may wish to continue monitoring the rigor of the LTI program.	No	No	No
Trinseo PLC	06/14/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Triton International Limited	04/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Triumph Bancorp, Inc.	04/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Tronox Holdings Plc	05/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation perquisite.	Yes	Yes	No
Tronox Holdings Plc	05/12/2022	Management	Yes	14	Approve Remuneration Report	For	For	Against	Against	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote AGAINST this proposal is warranted in line with the recommendation under Item 2.	Yes	Yes	No
TrueBlue, Inc.	05/11/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The compensation committee modified certain PSU awards to adjust for pandemic related company performance. This concern is somewhat mitigated at this time given that only one year within the performance period was adjusted and resulted in an increased payout not deemed excessive, and pay and performance are reasonably aligned at this time.	No	No	No
TrueCar, Inc.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
TrustCo Bank Corp NY	05/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. Annual incentives and prior cycle performance shares were earned below target, aligned with performance. In addition, majority of equity awards are performance-based.	No	No	No
Trustmark Corporation	04/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
TTM Technologies, Inc.	05/12/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonable aligned and no significant concerns were identified at this time.	No	No	No
Turning Point Brands, Inc.	04/27/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Turning Point Therapeutics, Inc.	06/16/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the STI program is tied to the achievement of certain corporate goals, the goals are generally described in qualitative terms, payouts are discretionarily determined, and disclosure regarding performance results under the program is limited. In addition, although the committee introduced performance shares into the LTI program, the large majority of the CEO's sizable equity awards consisted of time-vesting RSUs and stock options. While acknowledging that stock options are considered more strongly performance-based at clinical-stage biopharmaceutical companies, many investors may expect performance shares to comprise a larger portion of the CEO's equity awards, given their magnitude and the fact that the company has reported positive revenue in recent years. In addition, in an 8-K announcing the entry into a merger agreement between the company and Bristol-Myers Squibb Company, the company discloses that the board approved and authorized agreements that provide for the payment of golden parachute excise tax gross-ups for the CEO and certain NEOs in connection with the merger agreement. Golden parachute excise tax gross-ups are not the market norm, and the provision of such gross-ups is considered a problematic pay practice.	Yes	No	No
Tutor Perini Corporation	05/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's failed say-on-pay proposal. The company also entered into a new CEO agreement which includes an excessive cash severance provision. In addition, the pay-for-performance misalignment has not been mitigated given that significant concerns have been identified in the executive compensation program. The CEO's already high salary and target bonus were further increased during fiscal 2021, and his new target long-term incentives also became relatively high. In addition, performance targets under the short-term incentive program were set below prior year actual performance without a clear rationale, performance-based awards may pay out at target for median performance, and there is no disclosed cap on payouts when TSR is negative. Lastly, concerns remain with respect to the magnitude of CEO perquisites.	Yes	No	No
Twist Bioscience Corporation	02/08/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
U.S. Silica Holdings, Inc.	05/12/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The pay-for-performance misalignment is mitigated at this time given that the short- and long-term incentive programs are primarily performance-based, and there was a rigorous cap on bonus payouts which required significant stock price appreciation. However, a cautionary vote FOR this proposal is warranted given that the company demonstrated only limited responsiveness to last year's low say-on-pay support. While the company engaged with shareholders and committed to provide enhanced disclosure in the event of any unique separation arrangements in the future, the company only disclosed feedback and many other pay program changes related to the failed vote in 2020.	No	No	No
U.S. Xpress Enterprises, Inc.	05/25/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
UFP Industries, Inc.	04/20/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No



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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
UFP Technologies, Inc.	06/08/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * Modified single trigger cash severance upon a change in control; * Auto accelerated vesting of equity awards upon a change in control; * Excessive severance provision in an existing agreement; * Guaranteed multi-year equity awards to the CEO; * Sizable perquisites that significantly exceeds market norms; and * A lack of risk-mitigating factors, including a compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Ultra Clean Holdings, Inc.	05/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ultragenyx Pharmaceutical Inc.	06/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
UMB Financial Corporation	04/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Unisys Corporation	05/05/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	No	No	No
United Bankshares, Inc.	05/11/2022	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
United Fire Group, Inc.	05/18/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
United Insurance Holdings Corp.	05/03/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
United Natural Foods, Inc.	01/11/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In response to the prior year's low say-on-pay vote, the compensation committee engaged with shareholders and made significant improvements to the company's compensation practices in response to the feedback received. Further, pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
United States Cellular Corporation	05/17/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
United States Lime & Minerals, Inc.	04/29/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain a modified single trigger change in control provision; * The CEO received sizable miscellaneous perquisites that are not specifically enumerated; * Equity awards contain a provision for auto-accelerated vesting upon a change-in-control event; and * The company has legacy arrangements with one or more executives that provide for a severance amount that exceeds three-times the sum of an executive's base salary and target bonus.	Yes	Yes	No
United States Steel Corporation	04/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted in light of the large corporate aircraft perquisite provided to the CEO.	Yes	Yes	No
United Therapeutics Corporation	06/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the CEO's base salary remains relatively high, annual incentives were based on objective financial and operational goals, with financial targets that appear rigorous. In addition, in accordance with its stated commitment and in response to shareholder feedback, the committee did not grant equity awards to the NEOs in FY21.	No	No	No
Unitil Corporation	04/27/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned.	No	No	No
Univar Solutions Inc.	05/05/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time	No	No	No
Universal Display Corporation	06/23/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's failed say-on-pay vote, the committee demonstrated adequate responsiveness to shareholder concerns. However, although disclosed changes to next year's compensation program will reduce the magnitude of LTI award values and increase the proportion of performance-based equity, significant concerns remain, particularly regarding the long-term incentive program. Neither forward-looking goals for PSU metrics nor performance results and vesting of closing-cycle awards are disclosed, precluding investor assessment of the link between pay and performance for equity awards of significant magnitude. Further, multiple NEOs received total compensation that was greater than total peer median CEO pay and, despite reductions to the value of FY22 LTI awards, one NEO will continue to receive total compensation equal to that of the CEO; investors may question the necessity of paying multiple executives at the level of a CEO. Lastly, the company maintains agreements that contain excise tax gross-up provisions. Accordingly, a vote AGAINST this proposal is warranted.	Yes	No	No
Universal Electronics Inc.	06/07/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain problematic change-in-control provisions such as modified single trigger payment and excise tax gross-up. In addition, the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Universal Insurance Holdings, Inc.	06/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.	No	No	No
Universal Stainless & Alloy Products, Inc.	05/04/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Univest Financial Corporation	04/27/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Unum Group	05/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were heavily weighted toward pre-set financial goals. The annual incentive plan is largely based on pre-set financial metrics and the long-term annual incentives are half performance-conditioned with the performance shares utilizing a multi-year measurement period..	No	No	No
Upland Software, Inc.	06/08/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as a pay-for-performance misalignment has been identified. The ST1 program has limited disclosure about its goals. In addition, the CEO's PSUs are based on non-rigorous performance goals and all other NEOs received solely time-vesting equity awards.	Yes	No	No
Upwork Inc.	06/02/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given the significant concern regarding equity awards for the year in review. While the special award to the CEO maintains rigorous performance goals and requires sustainment over 90 days, the magnitude of the award is more than six times the peer median of similarly situated CEOs. Additionally, equity awards to other NEOs are majority time-vesting and the performance-based shares in the annual cycle equity program utilize an annual measurement period with the same metric and goal as in the annual incentive program.	Yes	No	No
Urban Outfitters, Inc.	06/07/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
US Foods Holding Corp.	05/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. CEO pay is not excessive, and pay and performance are reasonably aligned for the year in review. However, while one-time PRSUs include TSR goals requiring meaningful growth and vest over four years, annual equity awards were entirely time-based. Close monitoring of equity grant practices is warranted, and investors may expect grant values to normalize and for one-time awards not to be repeated in 2022.	No	No	No
US Foods Holding Corp.	05/18/2022	Management	Yes	26	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
USA Truck Inc.	05/18/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
USANA Health Sciences, Inc.	05/09/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the company uses above-median benchmarking for target total compensation; * the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * equity awards to the CEO lack any performance-contingent pay elements.	Yes	Yes	No
Usio, Inc.	06/21/2022	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. The company maintains change-in-control agreements that contain modified single trigger, excise tax gross-up and single-trigger equity vesting acceleration provisions. In addition, the company lacks risk mitigating provisions and does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards.	Yes	Yes	No
Utah Medical Products, Inc.	05/06/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
VAALCO Energy, Inc.	06/02/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal warranted. While pay and performance were aligned for the year in review, a former NEO received a sizable severance payout for voluntary termination of employment.	Yes	No	No
Valley National Bancorp	05/17/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Valmont Industries, Inc.	04/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Valvoline Inc.	01/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Vanda Pharmaceuticals Inc.	06/16/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Vapotherm, Inc.	06/21/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Varonis Systems, Inc.	05/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Vector Group Ltd.	06/28/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee has not adequately responded to below majority support for the prior year's say-on-pay proposal, as it is not clear that compensation program changes have meaningfully addressed the primary shareholder concerns underlying the low vote result. In addition, a pay-for-performance misalignment is underscored by several concerns including the CEO's high base salary, the rigor of the CEO's long-term incentive goals, and that equity for other NEOs lacks performance conditions. Concerns are also raised with respect to the company's practice of paying dividends and distributions on unexercised options and the large automobile-related perquisite provide to the CEO. Furthermore, the company allows single-trigger vesting of equity upon a change in control and maintains an employment agreement with the CEO that provides for excise tax gross-ups on change in control severance.	Yes	No	No
Veeco Instruments Inc.	05/12/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues are highlighted at this time.	No	No	No

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Venator Materials Plc	06/06/2022	Management	Yes	10	Approve Remuneration Report	For	Against	Against	Against	A vote AGAINST this resolution is warranted because majority of the long-term incentive awards granted to the CEO are not conditional on the achievement of performance conditions and vest in less than three years.	Yes	No	No
Vericel Corporation	04/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Verint Systems Inc.	06/23/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Veritex Holdings, Inc.	05/17/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Veritiv Corporation	05/04/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Verra Mobility Corporation	06/21/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Viad Corp	05/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns regarding the fact that a majority of LTI awards lack performance criteria are mitigated as the performance-based portion of the LTI awards are based on rigorous goals. In addition, prior cycle LTI awards and STI awards were earned below target in line with performance. Lastly, annual bonuses are primarily based on pre-set objective measures.	No	No	No
ViewRay, Inc.	06/10/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, but with caution. Target award elements of CEO pay remain relatively large. However, disclosure in the annual incentive program significantly improved and above-target awards are aligned with recent performance, while equity grants now include performance-based shares. While this serves to mitigate current pay for performance misalignment concerns, continued monitoring of pay outcomes is warranted.	No	No	No
Viking Therapeutics, Inc.	05/24/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. Equity award arrangements provide for automatic accelerated vesting upon a change-in-control, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives, and the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Vir Biotechnology, Inc.	05/20/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Virtu Financial, Inc.	06/02/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Vishay Intertechnology, Inc.	05/24/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains an employment agreement with the CEO that provides for excise tax gross-up payment on change in control severance; and * The company continues to provide a large automobile perquisite to the CEO.	Yes	Yes	No
Vishay Precision Group, Inc.	05/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Vontier Corporation	05/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Voyager Therapeutics, Inc.	06/06/2022	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
VSE Corporation	05/04/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Wabash National Corporation	05/11/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Walker & Dunlop, Inc.	05/05/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the CEO's relatively high pay opportunities warrants continued monitoring, the company's annual and long-term incentive programs are predominantly tied to pre-set, objective financial metrics that appear reasonably rigorous and are well-disclosed. Payouts under these programs are aligned with the company's strong performance and shareholder returns that have outpaced comparators over the short and long term.	No	No	No
Warrior Met Coal, Inc.	04/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Washington Federal, Inc.	01/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Washington Trust Bancorp, Inc.	04/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Waterstone Financial, Inc.	05/17/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Watts Water Technologies, Inc.	05/11/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Weatherford International plc	06/02/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A review of the company's executive pay program does not raise significant concerns at this time. Therefore, a vote FOR this proposal is warranted.	No	No	No
Webster Financial Corporation	04/28/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No

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Welbilt, Inc.	06/17/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentives and equity awards were primarily performance-conditioned, concerns are raised regarding the committee's decision to accelerate vesting of certain equity awards in advance of the expected merger. The committee accelerated the vesting of both time- and performance-based equity awards that were expected to be earned in 2022 and 2023. While the merger has been approved by shareholders, equity acceleration is generally disfavored in advance of closing. Further, the committee's rationale regarding excess golden parachute-related tax implications is not viewed as compelling.	Yes	No	No
WesBanco, Inc.	04/20/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
West Bancorporation, Inc.	04/28/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Westamerica Bancorporation	04/28/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Western New England Bancorp, Inc.	05/11/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Westwood Holdings Group, Inc.	04/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
WEX Inc.	05/12/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, the pay-for-performance misalignment is mitigated at this time. CEO pay significantly decreased compared to last year, and the short- and long-term programs are primarily performance-based.	No	No	No
White Mountains Insurance Group, Ltd.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Although concerns are noted in the LTI program regarding duplicative metrics between the STI and LTI as well as an increase in the CEO's LTI grant value without a disclosed rationale, these concerns are largely mitigated, as the LTI program utilizes a multi-year performance period and discloses rigorous growth goals. The STI program is entirely based on a pre-set financial metric and did not pay out in FY21, which largely aligns with recent company underperformance.	No	No	No
Whiting Petroleum Corporation	06/28/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.	No	No	No
WidePoint Corporation	06/17/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into an employment agreement with an executive that provides for problematic excise tax gross-up payments.	Yes	No	No
WillScot Mobile Mini Holdings Corp.	06/03/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While two NEOs received sizable employment agreement extension awards, the grants were entirely performance-based, with clearly disclosed goals. Annual incentives and annual cycle equity awards were also majority performance-based, though investors would benefit from additional disclosure regarding the specific performance targets. Given expected increases in CEO compensation in FY22 though, investors should continue to monitor pay the company.	No	No	No
Wingstop Inc.	05/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Winmark Corporation	04/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's base salary is relatively high, bonuses are largely discretionary, and equity awards are entirely time-vesting. Other problematic pay practices in the company's pay program include single-trigger equity vesting acceleration provision in CIC agreements, and the lack of risk-mitigating provisions.	Yes	No	No
Wintrust Financial Corporation	05/26/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Woodward, Inc.	01/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
WW International, Inc.	05/10/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, in light of the pay-for-performance misalignment and lack of sufficient mitigating factors. While annual incentive awards were earned below target, the long-term incentive program remained entirely time-based for a second year following the company's shift from PSUs to time-vested options in response to the pandemic. In addition, the company maintains agreements that contain excise tax gross-up provisions.	Yes	No	No
Wyndham Hotels & Resorts, Inc.	05/11/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
XBiotech Inc.	06/22/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Xencor, Inc.	06/23/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Xenon Pharmaceuticals Inc.	06/01/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company's executive pay program does not raise significant concerns at this time.	No	No	No

## Dimensional Fund Advisors - Proxy Votes on Executive Compensation - January through June 2022

B 1 b

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management	ISS	Policy	Vote	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
						Recommendation	Recommendation	Recommendation	Instruction				
Xerox Holdings Corporation	05/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company failed to demonstrate adequate responsiveness to last year's say-on-pay vote, despite receiving significantly less than majority support. While the company engaged with investors following the annual meeting and disclosed specific shareholder feedback, the committee failed to implement changes to the compensation program so as to sufficiently address the concerns underlying the failed 2021 vote. Below-target payouts on both annual and long-term incentive awards were reasonably in line with performance for their respective performance periods, and although FY21 annual bonuses and equity awards utilize overlapping metrics, metrics are measured over differing performance periods and this overlap has been eliminated for FY22 awards, mitigating pay-for-performance concerns.	Yes	No	No
Xperi Holding Corporation	04/29/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were aligned for the year in review, a former NEO received full equity acceleration upon employment termination that does not appear to be involuntary.	Yes	No	No
XPO Logistics, Inc.	05/18/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's failed say-on-pay vote, the committee demonstrated only limited responsiveness. It is unclear what portion of shareholder engagement regarding compensation occurred subsequent to the failed vote, and changes to the pay program do not adequately address all of the disclosed shareholder concerns. Given the failed vote result, investors likely expected a more robust response. Further concerns are raised by the pay program for the year in review. Although annual incentive awards were based on a pre-set financial metric, the program allows for an unclear degree of discretion and disclosure of metric goals and payout formulas remained incomplete. The CEO did not receive additional long-term incentive awards in FY21, but outstanding awards utilize relatively short performance and vesting periods while actual performance results for completed performance periods are not disclosed.	Yes	No	No
Yellow Corporation	06/01/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although pay and performance are reasonably aligned for the year in review, the company demonstrated only limited responsiveness to a second consecutive low say-on-pay vote result. Although outreach efforts were disclosed, the proxy provides only a broad discussion of shareholder feedback and lacks specific disclosure regarding the investor concerns that led to the most recent low vote. Finally, without specific investor feedback, it is difficult to discern if the changes made to the compensation program fully address the concerns that led to the low vote.	Yes	No	No
Yelp Inc.	06/02/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to last year's low say-on-pay vote. Additionally, pay and performance are reasonably aligned at this time.	No	No	No
YETI Holdings, Inc.	05/05/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Yext, Inc.	06/14/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year, provided a large security-related perquisite to former CEO Lerman, and does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Zedge, Inc.	01/12/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ziff Davis, Inc.	05/10/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Zurn Water Solutions Corporation	05/05/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Concerns are raised regarding the board's use of discretion to increase the annual incentive payout for CEO Adams above his maximum payout cap and discretion utilized to accelerate performance shares in connection with the spin-off and merger transaction despite the transaction not constituting a change in control under the company's compensation plans.	Yes	No	No



## Board Statistics Report

B.1.b



Parameters Used:  
 Location(s): All locations  
 Account Group(s): All account groups  
 Institution Account(s): State Street Global Advisors  
 Custodian Account(s): All custodian accounts  
 Reporting Period: 1/1/22 to 6/30/22

### Meeting Overview

Category	Number	Percentage
Number of votable meetings	737	
Number of meetings voted	737	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	219	29.72%

### Ballot Overview

Category	Number	Percentage
Number of votable ballots	739	
Number of ballots voted	739	100.00%

### Proposal Overview

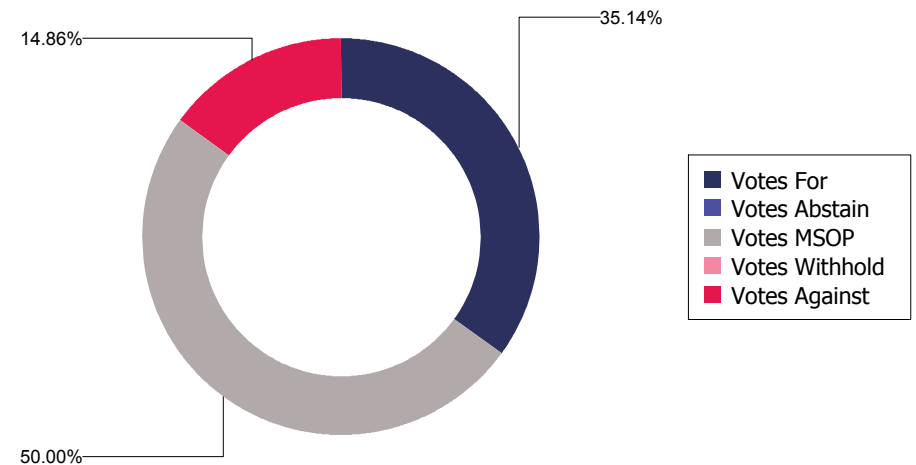
Category	Number	Percentage
Number of votable items	746	
Number of items voted	740	99.20%
Number of votes FOR	520	70.27%
Number of votes AGAINST	220	29.73%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP	740	100.00%
Number of votes One Year	0	0.00%
Number of votes Two Years	0	0.00%
Number of votes Three Years	0	0.00%
Number of votes With Policy	740	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	521	70.41%
Number of votes Against Mgmt	219	29.59%
Number of votes on Shareholder Proposals	0	0.00%

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

### Voting Statistics

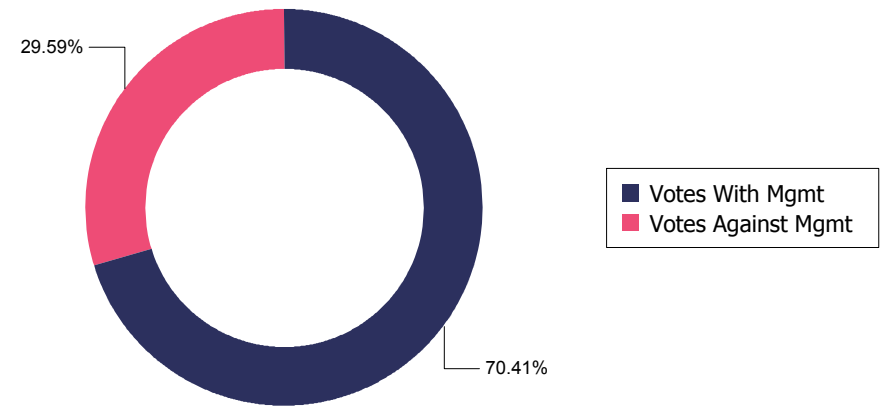


### Vote Cast Statistics

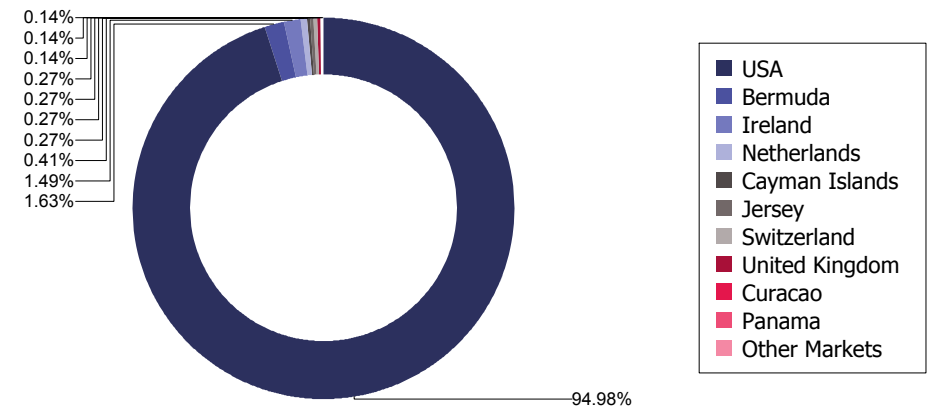


**Vote Alignment with Policy**

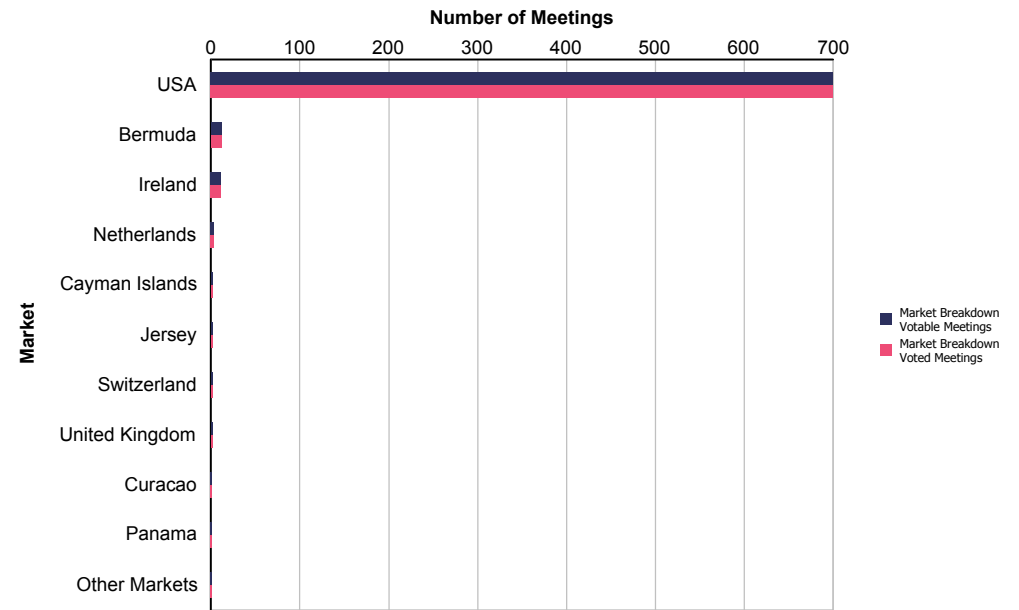
No graphical representation provided.

**Vote Alignment with Management****Market Breakdown**

Market	Votable Meetings	Voted Meetings	Percentage
USA	700	700	100.00%
Bermuda	12	12	100.00%
Ireland	11	11	100.00%
Netherlands	3	3	100.00%
Cayman Islands	2	2	100.00%
Jersey	2	2	100.00%
Switzerland	2	2	100.00%
United Kingdom	2	2	100.00%
Curacao	1	1	100.00%
Panama	1	1	100.00%
Puerto Rico	1	1	100.00%

**Meetings Voted by Market**

## Market Voting Statistics



## Analysis of Votes: AGAINST/ABSTAIN/WITHHOLD

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Lockheed Martin Corporation	21-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
American Financial Group, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Trade Desk, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The TJX Companies, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Salesforce, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DaVita Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
W. R. Berkley Corporation	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Okta, Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Kraft Heinz Company	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Twitter, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Meta Platforms, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Phillips 66	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Laboratory Corporation of America Holdings	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
APA Corporation	13-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RenaissanceRe Holdings Ltd.	16-May-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Wells Fargo & Company	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Planet Fitness, Inc.	02-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CSX Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Clean Harbors, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Goldman Sachs Group, Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Camden Property Trust	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Halliburton Company	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Organon & Co.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Dell Technologies Inc.	27-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Federal Realty Investment Trust	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Zimmer Biomet Holdings, Inc.	13-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SolarWinds Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Voya Financial, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Accenture plc	26-Jan-22	Ireland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Lennox International Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ares Management Corporation	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Caesars Entertainment, Inc.	14-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Workday, Inc.	22-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Walgreens Boots Alliance, Inc.	27-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hologic, Inc.	10-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Pfizer Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Moderna, Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Gilead Sciences, Inc.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Under Armour, Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Five9, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1



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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Cloudflare, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tractor Supply Company	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Morgan Stanley	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Acuity Brands, Inc.	05-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ceridian HCM Holding Inc.	03-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
FirstEnergy Corp.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Vornado Realty Trust	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Smartsheet Inc.	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
HEICO Corporation	18-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CNA Financial Corporation	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Brown & Brown, Inc.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Equifax Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Continental Resources, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Flowserve Corporation	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
OGE Energy Corp.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Regeneron Pharmaceuticals, Inc.	10-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Domino's Pizza, Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Stryker Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Harley-Davidson, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Mondelez International, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Zoom Video Communications, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cigna Corporation	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kohl's Corporation	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
General Electric Company	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Howmet Aerospace Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Masimo Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cummins Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Chubb Limited	19-May-22	Switzerland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Post Holdings, Inc.	27-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Jefferies Financial Group Inc.	29-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Lennar Corporation	12-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Honeywell International Inc.	25-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Walmart Inc.	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CenterPoint Energy, Inc.	22-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
American Airlines Group Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Verizon Communications Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tyler Technologies, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Zebra Technologies Corporation	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Altice USA, Inc.	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Activision Blizzard, Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Ventas Inc.	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Adobe Inc.	14-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Eastman Chemical Company	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BlackRock, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Carlyle Group Inc.	31-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Black Knight, Inc.	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TFS Financial Corporation	24-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Mosaic Company	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Norwegian Cruise Line Holdings Ltd.	16-Jun-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Graco Inc.	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NCR Corporation	06-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Opendoor Technologies Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Zscaler, Inc.	05-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
United States Steel Corporation	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Carlisle Companies Incorporated	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Alteryx, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Lincoln National Corporation	27-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
D.R. Horton, Inc.	26-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Alaska Air Group, Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
AbbVie Inc.	06-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
PacWest Bancorp	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
ServiceNow, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Pinnacle Financial Partners, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Fiserv, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hilton Worldwide Holdings Inc.	20-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Driven Brands Holdings Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Thermo Fisher Scientific Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Travelers Companies, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Douglas Emmett, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Splunk Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Coca-Cola Company	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Global Payments Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Horizon Therapeutics Public Limited Company	28-Apr-22	Ireland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Henry Schein, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Netflix, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
UnitedHealth Group Incorporated	06-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
FleetCor Technologies Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
General Motors Company	13-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Enphase Energy, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PG&E Corporation	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Fortinet, Inc.	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
HP Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Axis Capital Holdings Limited	05-May-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Las Vegas Sands Corp.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
McDonald's Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RH	30-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Carnival Corporation	08-Apr-22	Panama	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Directors' Remuneration Report (in accordance with legal requirements applicable to UK companies)	1
Marathon Petroleum Corporation	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
General Dynamics Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
First Republic Bank	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Travel + Leisure Co.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Concentrix Corporation	22-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Charles Schwab Corporation	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
YUM! Brands, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Virgin Galactic Holdings, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
F.N.B. Corporation	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Biogen Inc.	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Aon plc	17-Jun-22	Ireland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Dow Inc.	14-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1



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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
American Express Company	03-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Wynn Resorts, Limited	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hexcel Corporation	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Evercore Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Target Corporation	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Equity Residential	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Carnival Corporation	08-Apr-22	Panama	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IQVIA Holdings Inc.	12-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Coterra Energy Inc.	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ford Motor Company	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Amazon.com, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Quanta Services, Inc.	27-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
MasTec, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cerner Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Huntington Bancshares Incorporated	20-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tempur Sealy International, Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NXP Semiconductors N.V.	01-Jun-22	Netherlands	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DraftKings Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
L3Harris Technologies, Inc.	22-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Service Corporation International	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Xerox Holdings Corporation	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Apple Inc.	04-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Applied Materials, Inc.	10-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Paycom Software, Inc.	02-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Delta Air Lines, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Valero Energy Corporation	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
JPMorgan Chase & Co.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Chevron Corporation	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Intel Corporation	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
United Airlines Holdings, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Penn National Gaming, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CoStar Group, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
AECOM	01-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Prosperity Bancshares, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sealed Air Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sage Therapeutics, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Micron Technology, Inc.	13-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ameriprise Financial, Inc.	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Terminix Global Holdings, Inc.	23-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DuPont de Nemours, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Playtika Holding Corp.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IAC/InterActiveCorp	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CME Group Inc.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Amgen Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Align Technology, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Walt Disney Company	09-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
ConocoPhillips	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Dollar General Corporation	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
AT&T Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Rivian Automotive, Inc.	06-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Switch, Inc.	10-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Universal Display Corporation	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Centene Corporation	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Colgate-Palmolive Company	06-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Equitable Holdings, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Philip Morris International Inc	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Reinsurance Group of America, Incorporated	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
A. O. Smith Corporation	12-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Diversey Holdings, Ltd.	04-May-22	Cayman Islands	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Uber Technologies, Inc.	09-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Motorola Solutions, Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Spirit AeroSystems Holdings, Inc.	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Genuine Parts Company	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SS&C Technologies Holdings, Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Incyte Corporation	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
JBG SMITH Properties	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kemper Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
T. Rowe Price Group, Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Hartford Financial Services Group, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IDACORP, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Medical Properties Trust, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Gaming and Leisure Properties, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PepsiCo, Inc.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kilroy Realty Corporation	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Booking Holdings Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Johnson Controls International plc	09-Mar-22	Ireland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Carrier Global Corporation	14-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Commerce Bancshares, Inc.	20-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Corning Incorporated	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BioMarin Pharmaceutical Inc.	24-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Enovis Corporation	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

**Analysis of Votes Against Policy**

There are no votes against policy.

**Analysis of Votes Against Management**

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Lockheed Martin Corporation	21-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
American Financial Group, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Trade Desk, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The TJX Companies, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Salesforce, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DaVita Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
W. R. Berkley Corporation	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Okta, Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Kraft Heinz Company	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Twitter, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Meta Platforms, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1



## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Phillips 66	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Laboratory Corporation of America Holdings	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
APA Corporation	13-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RenaissanceRe Holdings Ltd.	16-May-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Wells Fargo & Company	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Planet Fitness, Inc.	02-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CSX Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Clean Harbors, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Goldman Sachs Group, Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Camden Property Trust	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Halliburton Company	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Organon & Co.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Dell Technologies Inc.	27-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Federal Realty Investment Trust	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Zimmer Biomet Holdings, Inc.	13-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
SolarWinds Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Voya Financial, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Accenture plc	26-Jan-22	Ireland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Lennox International Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ares Management Corporation	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Caesars Entertainment, Inc.	14-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Workday, Inc.	22-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Walgreens Boots Alliance, Inc.	27-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hologic, Inc.	10-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Pfizer Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Moderna, Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Gilead Sciences, Inc.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Under Armour, Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Five9, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cloudflare, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Tractor Supply Company	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Morgan Stanley	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Acuity Brands, Inc.	05-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ceridian HCM Holding Inc.	03-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
FirstEnergy Corp.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Vornado Realty Trust	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Smartsheet Inc.	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
HEICO Corporation	18-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CNA Financial Corporation	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Brown & Brown, Inc.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Equifax Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Continental Resources, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Flowserve Corporation	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
OGE Energy Corp.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Regeneron Pharmaceuticals, Inc.	10-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Domino's Pizza, Inc.	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Stryker Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Harley-Davidson, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Mondelez International, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Zoom Video Communications, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cigna Corporation	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
General Electric Company	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Howmet Aerospace Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Masimo Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cummins Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Chubb Limited	19-May-22	Switzerland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Post Holdings, Inc.	27-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Jefferies Financial Group Inc.	29-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Lennar Corporation	12-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Honeywell International Inc.	25-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Walmart Inc.	01-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CenterPoint Energy, Inc.	22-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
American Airlines Group Inc.	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Verizon Communications Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tyler Technologies, Inc.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Zebra Technologies Corporation	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Altice USA, Inc.	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Activision Blizzard, Inc.	21-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ventas Inc.	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Adobe Inc.	14-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Eastman Chemical Company	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BlackRock, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Carlyle Group Inc.	31-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Black Knight, Inc.	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TFS Financial Corporation	24-Feb-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1



## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
The Mosaic Company	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Norwegian Cruise Line Holdings Ltd.	16-Jun-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Graco Inc.	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NCR Corporation	06-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Opendoor Technologies Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Zscaler, Inc.	05-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
United States Steel Corporation	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Carlisle Companies Incorporated	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Alteryx, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Lincoln National Corporation	27-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
D.R. Horton, Inc.	26-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Alaska Air Group, Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
AbbVie Inc.	06-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PacWest Bancorp	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
ServiceNow, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Pinnacle Financial Partners, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Fiserv, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hilton Worldwide Holdings Inc.	20-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Driven Brands Holdings Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Thermo Fisher Scientific Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Travelers Companies, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Douglas Emmett, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Splunk Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Coca-Cola Company	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Global Payments Inc.	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Horizon Therapeutics Public Limited Company	28-Apr-22	Ireland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Henry Schein, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Netflix, Inc.	02-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
UnitedHealth Group Incorporated	06-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
FleetCor Technologies Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
General Motors Company	13-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Enphase Energy, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PG&E Corporation	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Fortinet, Inc.	17-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
HP Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Axis Capital Holdings Limited	05-May-22	Bermuda	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Las Vegas Sands Corp.	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
McDonald's Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RH	30-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Carnival Corporation	08-Apr-22	Panama	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Directors' Remuneration Report (in accordance with legal requirements applicable to UK companies)	1
Marathon Petroleum Corporation	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
General Dynamics Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
First Republic Bank	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Travel + Leisure Co.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Concentrix Corporation	22-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
The Charles Schwab Corporation	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
YUM! Brands, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Virgin Galactic Holdings, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
F.N.B. Corporation	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Biogen Inc.	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Aon plc	17-Jun-22	Ireland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Dow Inc.	14-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
American Express Company	03-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Wynn Resorts, Limited	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Hexcel Corporation	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Evercore Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Target Corporation	08-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Equity Residential	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Carnival Corporation	08-Apr-22	Panama	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IQVIA Holdings Inc.	12-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Coterra Energy Inc.	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ford Motor Company	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Amazon.com, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Quanta Services, Inc.	27-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
MasTec, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cerner Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Huntington Bancshares Incorporated	20-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tempur Sealy International, Inc.	05-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NXP Semiconductors N.V.	01-Jun-22	Netherlands	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DraftKings Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
L3Harris Technologies, Inc.	22-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Service Corporation International	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Xerox Holdings Corporation	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Apple Inc.	04-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Applied Materials, Inc.	10-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1



## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Paycom Software, Inc.	02-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Delta Air Lines, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Valero Energy Corporation	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
JPMorgan Chase & Co.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Chevron Corporation	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Intel Corporation	12-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
United Airlines Holdings, Inc.	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Penn National Gaming, Inc.	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CoStar Group, Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
AECOM	01-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Prosperity Bancshares, Inc.	19-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sealed Air Corporation	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sage Therapeutics, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Micron Technology, Inc.	13-Jan-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ameriprise Financial, Inc.	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Terminix Global Holdings, Inc.	23-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DuPont de Nemours, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Playtika Holding Corp.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IAC/InterActiveCorp	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
CME Group Inc.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Amgen Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Align Technology, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Walt Disney Company	09-Mar-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
ConocoPhillips	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Dollar General Corporation	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
AT&T Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Rivian Automotive, Inc.	06-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Switch, Inc.	10-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Universal Display Corporation	23-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Centene Corporation	26-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Colgate-Palmolive Company	06-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Equitable Holdings, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Philip Morris International Inc	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Reinsurance Group of America, Incorporated	25-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
A. O. Smith Corporation	12-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Diversey Holdings, Ltd.	04-May-22	Cayman Islands	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Uber Technologies, Inc.	09-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Motorola Solutions, Inc.	17-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Spirit AeroSystems Holdings, Inc.	27-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Genuine Parts Company	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
SS&C Technologies Holdings, Inc.	11-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Incyte Corporation	15-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
JBG SMITH Properties	29-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kemper Corporation	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
T. Rowe Price Group, Inc.	10-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

**Analysis of Votes Against Management (Continued)**

<b>Company Name</b>	<b>Meeting Date</b>	<b>Market</b>	<b>Proposal Code Description</b>	<b>Proposal Type Category</b>	<b>Proposal Text</b>	<b># of items voted AGST Mgmt</b>
The Hartford Financial Services Group, Inc.	18-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IDACORP, Inc.	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Medical Properties Trust, Inc.	26-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Gaming and Leisure Properties, Inc.	16-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PepsiCo, Inc.	04-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kilroy Realty Corporation	19-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Booking Holdings Inc.	09-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Johnson Controls International plc	09-Mar-22	Ireland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Carrier Global Corporation	14-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Commerce Bancshares, Inc.	20-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Corning Incorporated	28-Apr-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BioMarin Pharmaceutical Inc.	24-May-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Enovis Corporation	07-Jun-22	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

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

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
10X Genomics, Inc.	6/15/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
3M Company	5/10/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The annual bonus was largely based on pre-set objective metrics with clearly disclosed performance targets that appear rigorous. In addition, half of the LTI program is in performance-conditioned equity with clearly disclosed forward-looking goals. A prior performance equity grant vested below target, which is largely in line with recent company performance.	No	No	No
A. O. Smith Corporation	4/12/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company maintains a severance plan for executives that provide for excise tax gross-ups on change-in-control payments;" The company maintains tax gross-up provision under the executive supplemental retirement plan; and" Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Abbott Laboratories	4/29/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of pay is conditioned on objective financial performance metrics resulting in an alignment between CEO pay and company performance.	No	No	No
AbbVie Inc.	5/6/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Acadia Healthcare Company, Inc.	5/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Accenture plc	1/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Activision Blizzard, Inc.	6/21/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided a large life insurance perquisite to the CEO. Further, the COO's employment agreement provides a problematic life insurance perquisite to the executive's spouse. Such spousal life insurance perquisite is highly unusual, and the value is considered to be relatively large.	Yes	Yes	No
Acuity Brands, Inc.	1/5/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company failed to demonstrate adequate responsiveness to last year's say-on-pay vote, despite receiving less than majority support for the second year in a row. While the company engaged with investors following the annual meeting, shareholders' feedback is disclosed only in vague terms. In addition, it is not clear that the company has made any changes to address the concerns underlying the failed 2021 vote. Pay-for-performance concerns are mitigated in light of recent improvements to the company's incentive programs. The weight of the individual performance component in the annual incentive program was reduced from 50 percent to 20 percent, and a concerning secondary funding mechanism was removed. Further, the grant date value of the CEO's equity awards was lower in 2021 compared to 2020. Finally, beginning in 2022 the CEO will participate in the ordinary long-term incentive program.	Yes	No	No
Adobe Inc.	4/14/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Advanced Micro Devices, Inc.	5/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. The majority of CEO pay remains conditioned on objective performance metrics.	No	No	No
AECOM	3/1/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal aircraft-related and miscellaneous perquisites to its CEO.	Yes	Yes	No



Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Affiliated Managers Group, Inc.	5/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The newly implemented total incentive assessment scorecard is predominantly based on quantified and objective goals with disclosed targets. While the significant number of metrics and lack of disclosed threshold goals warrants continued monitoring, the new scorecard provides significantly more transparency into pay decisions compared to the separate STI and LTI assessments utilized in prior years, each of which relied heavily on committee discretion. Transparency is further enhanced by the introduction target incentive opportunities and pre-set formula for cash and equity awards. In addition, LTI awards are majority based on clearly disclosed multi-year goals, target and maximum LTI goals increased, and the percentage of the award that vests for threshold performance was reduced without a reduction in the threshold goal. Continued monitoring of the pay program structure is warranted, given the significant changes in incentive program structure and metric selection.	No	No	No
Aflac Incorporated	5/2/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of CEO compensation remains conditioned on clearly disclosed financial performance objectives and CEO pay and company performance remain reasonably aligned.	No	No	No
AGCO Corporation	4/28/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Agilent Technologies, Inc.	3/16/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. A majority of incentives are tied to pre-set objective measures and pay outcomes are aligned with short- and long-term performance.	No	No	No
Agilon Health, Inc.	5/24/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
AGNC Investment Corp.	4/21/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Both the annual and long-term incentive programs were significantly based on pre-set financial goals. However, close monitoring is warranted given the company's use of overlapping goals in the STI and LTI pay programs. Further, continued monitoring of former CEO Kain's pay levels is warranted given that his target compensation is near that of the new CEO.	No	No	No
Air Lease Corporation	5/4/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Though annual incentives are primarily based on pre-set, objective metrics, a concern is noted regarding target setting, as the revenue goal was set below the prior year's actual performance with a corresponding reduction in a target bonus opportunity for executives. Furthermore, the strategic goal targets are not clearly disclosed. These issues are compounded as the executive chairman's base salary and target bonus opportunity each exceed the CEO's. These concerns are mitigated for the year in review, however. Although the mix of performance-contingent equity was reduced 10 percentage points in 2021, LTI awards remained majority performance-based and require a long-term improvement in book value and relative TSR outperformance for target payout. Moreover, performance-contingent equity will revert to a 75 percent mix for the 2022 LTI award, and a closing cycle performance equity award vested below target, which was in line with company performance. Continued monitoring of STI goal setting and the executive chairman's pay are warranted.	No	No	No
Air Products and Chemicals, Inc.	2/3/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. The annual incentives were based on a pre-set objective metric, and the long-term equity awards were primarily performance-conditioned.	No	No	No
Alaska Air Group, Inc.	5/5/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft and life insurance.	Yes	Yes	No
Albemarle Corporation	5/3/2022	Management	Yes	1	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.	No	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Alcoa Corporation	5/5/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Alexandria Real Estate Equities, Inc.	5/17/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as maximum payouts under both incentive plans are commensurate with the company's robust performance over the longer-term. With that said, concerns remain regarding the co-CEO and executive chairman structure, as all three NEOs receive CEO level pay.	No	No	No
Align Technology, Inc.	5/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received significant tax gross-ups related to relocation expense perquisite. In addition, concerns are also raised with respect to single-trigger vesting of equity upon a change-in-control event.	Yes	Yes	No
Allegion Plc	6/2/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While some concerns remain regarding performance target setting, as FY21 targets under the annual incentive plan were set below both targets and results from the year prior, and the relative TSR metric under the long-term incentive plan targets mere median performance, annual incentive awards remain based primarily on financial performance and the recently vested PSUs were earned below target, somewhat mitigating concerns regarding the rigor of the TSR metric.	No	No	No
Alliant Energy Corporation	5/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance metrics, and the majority of equity awards are conditioned on long-term objecting performance goals.	No	No	No
Allison Transmission Holdings, Inc.	5/4/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ally Financial Inc.	5/3/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Alnylam Pharmaceuticals, Inc.	5/18/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Alteryx, Inc.	5/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The company introduced performance-conditioned equity awards, which is a positive change, but there are noted design and magnitude concerns. The CEO's total equity award value was large, driving relatively large total pay for the year in review, on the backdrop of poor short- and long-term TSR performance. The new performance awards utilize a relatively short two-year period and share a metric in the STI program. There are also concerns around the disclosure of goals for sizable sign-on equity awards, which utilized a short-term measurement period. Moreover, while the STI program is predominantly based on a financial metric, there is poor disclosure around individual performance factors. In light of these factors, a vote AGAINST this proposal is warranted.	Yes	No	No
Altice USA, Inc.	6/15/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There are significant concerns regarding pay program design and CEO pay magnitude. The STI award was based half of strategic objectives that are not disclosed. Long-term incentives lacked performance-vesting criteria, and the CEO's grant values were excessive without compelling rationale. There are also concerns around the company's pay benchmarking peers, which includes several outsized companies, as well as a lack of robust risk-mitigating policies. In light of these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
Altria Group, Inc.	5/19/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Amazon.com, Inc.	5/25/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A misalignment between CEO pay and company performance is driven by an excessive equity grant to the new CEO, which lacks performance conditions. Large time-vested awards were granted to other NEOs as well, and the compensation program lacks any link to pre-set performance criteria. In addition, concerns are raised with regards to the large security-related perquisite provided to certain executives.	Yes	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Ameren Corporation	5/12/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. While there remains concern regarding legacy excise tax gross-ups, both annual and long-term incentive programs are primarily performance-based, with a majority of long-term equity awards contingent on achievement of relative TSR and a clean energy objective.	No	No	No
American Airlines Group Inc.	6/8/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to pay tax gross-up for the CEO's personal use of aircraft perquisite. Furthermore, concerns are raised with respect to the single-trigger vesting of equity in the event of a change in control and a lack of performance vesting conditions for the CEO's equity awards during the year in review.	Yes	Yes	No
American Campus Communities, Inc.	5/24/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
American Electric Power Company, Inc.	4/26/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. The majority of compensation continues to be conditioned on objective performance metrics with clearly disclosed goals under both the annual and long-term incentive plans.	No	No	No
American Express Company	5/3/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided an inordinate personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
American Financial Group, Inc.	5/18/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. Additionally, a vote AGAINST this proposal is warranted as the company has high pay opportunities compared to industry peers, the company provided an inordinate amount of aggregate perks to the CEO, and CEO equity pay mix lacks performance-based awards.	Yes	Yes	No
American Homes 4 Rent	5/3/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
American International Group, Inc.	5/11/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time. Annual incentives are primarily based on disclosed quantitative performance goals, and the company targets half of equity awards to be performance-based.	No	No	No
American Tower Corporation	5/18/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective performance metrics and the majority of equity awards are conditioned on long-term financial performance goals.	No	No	No
American Water Works Company, Inc.	5/11/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Americold Realty Trust	5/17/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Ameriprise Financial, Inc.	4/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal aircraft perquisites to the CEO.	Yes	Yes	No
AmerisourceBergen Corporation	3/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, as the compensation committee demonstrated adequate responsiveness to last year's say-on-pay vote. Following feedback that negative votes were primarily driven by concerns related to the committee's approach to the impact of an opioid litigation expense accrual recorded in 2020, the company improved disclosure surrounding the issue in this year's proxy and applied negative discretion to NEOs' 2021 annual incentive payouts. In addition, CEO pay and company performance are reasonably aligned for the year in review.	No	No	No
AMETEK, Inc.	5/5/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Despite some ongoing concerns regarding single trigger acceleration and the rigor of the LTI plan, a vote FOR this proposal is warranted as pay and performance are reasonably aligned.	No	No	No

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Amgen Inc.	5/17/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Amphenol Corporation	5/18/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While CEO pay and company performance were reasonably aligned during the year in review, concerns remain regarding the equity awards lacking any performance-conditions and the lack of disclosure of the actual achieved performance for metrics underlying the annual incentive awards.	No	No	No
Analog Devices, Inc.	3/9/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. A large increase in CEO pay was due to a sizable special grant of performance options in FY21. While there is some concern regarding the large value of the award, it is entirely contingent on achievement of pre-set share price hurdles. The proxy also includes a robust description of the compensation committee's rationale as well as a statement that they do not intend to grant the CEO an additional special award during the performance period of this award. Additionally, although there are some goal rigor concerns, annual incentives are entirely based on pre-set financial metrics. Further, half of regular annual equity grants include performance conditions, which utilize a multi-year performance period. Although the overall pay program is sufficiently performance-based, ongoing monitoring of pay outcomes and practices are warranted.	No	No	No
ANSYS, Inc.	5/12/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time and the majority of CEO pay is conditioned on objective financial performance metrics. However, a concern is noted regarding the portion of regular performance-based equity awards that rely on annual performance periods.	No	No	No
Antero Midstream Corporation	6/7/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Anthem, Inc.	5/18/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay remains conditioned on objective financial performance metrics.	No	No	No
Aon plc	6/17/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an excessive amount of relocation benefits to the CEO. * The total amount of perquisite compensation reported for the CEO is excessive.	Yes	Yes	No
APA Corporation	5/13/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the complexity of the annual incentive plan has been somewhat reduced, the program continues to use a large number of metrics and several metrics lack clear disclosure of pre-set performance targets and corresponding pay outcomes. Further, in the long-term program, TSR shares target effectively median performance while the other financial target is not disclosed. Although the proxy states the committee will reduce the CEO's 2022 equity awards to maintain alignment with the market, the number of shares underlying long-term incentive grants significantly increased in FY21, creating a potential windfall opportunity in the event of a stock price rebound.	Yes	No	No

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Apple Inc.	3/4/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, due to concerns around equity award design and pay magnitude. While the CEO's FY21 equity award marks his first LTI award since his mega award 10 years ago, half of the \$75 million award is purely time-based, and the award would continue to vest in full in the event of his retirement. Further, the company does not disclose that the award is intended to cover multiple years of future awards, despite its large size, and CEO Cook received another sizable grant of equity after the end of the fiscal year. In addition, notwithstanding that Apple is the largest company in its peer group, other NEOs consistently receive equity awards with values that approach the median total CEO pay of peers, and CEO Cook's relatively high base salary contributes to significant STI payout opportunities. Moreover, the company continues to provide an inordinate amount of personal use of corporate aircraft and security perquisites to the CEO.	Yes	No	No
Applied Materials, Inc.	3/10/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive security-related perquisite to the CEO.	Yes	Yes	No
AptarGroup, Inc.	5/4/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Aptiv Plc	4/27/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time and the committee demonstrated adequate responsiveness to last year's low say-on-pay vote result.	No	No	No
Aramark	2/1/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution, as the committee demonstrated adequate responsiveness to shareholder concerns following last year's low say-on-pay vote result. Shareholders' primary concern related to the use of special awards and adjustments to in-flight awards to moderate the impact of the pandemic on performance-based components of pay. In response, the committee states its acknowledgement that adjusting in-flight awards or making special awards are tools to only be used in extraordinary circumstances. However, it remains unclear from this disclosure what may be considered as an exceptional circumstance, such as whether the COVID-19 pandemic will be assessed as an ongoing exceptional circumstance, or how frequently the committee would consider making one-time awards. Continued close monitoring of award practices is warranted.	No	No	No
Arch Capital Group Ltd.	5/4/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The company exhibited strong performance, leading to a maximum payout under the short-term incentive plan and the long-term incentive plan utilizes performance-based awards with reasonable metrics.	No	No	No
Archer-Daniels-Midland Company	5/5/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. The majority of CEO pay remains conditioned on objective financial performance, and half of equity awards are based on a multi-year performance period.	No	No	No
Ares Management Corporation	6/9/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Equity awards granted to the CEO in FY21 were predominantly performance-based, as the proxy indicates the CEO received the entirety of a multi-year PSU award and only the first of four tranches of guaranteed time-vesting RSU grants. The magnitude of reported CEO pay may raise some concern for certain investors, as the CEO's reported pay exceeds the annual CEO compensation at some of the largest financial institutions in the world. In addition, the company does not disclose a meaningful cap on executives' carried interest and incentive fee payments, which increased significantly, year-over-year, nor does the proxy disclose exactly how such payments are calculated, which makes it difficult for investors to assess the pay-for-performance linkage.	Yes	No	No



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Arista Networks, Inc.	5/31/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives appear to be primarily linked to pre-set financial metrics and long-term incentives are entirely performance-based for the CEO. However, some concerns remain regarding the level of disclosure of weightings and targets under the annual incentive plan, as well as the use of duplicative metrics, targets and one-year performance periods under the long-term incentive plan.	No	No	No
Armstrong World Industries, Inc.	6/16/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Arrow Electronics, Inc.	5/11/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Arthur J. Gallagher & Co.	5/10/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are structural concerns about the STI design. However, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Ashland Global Holdings Inc.	1/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Assurant, Inc.	5/12/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.	No	No	No
Assured Guaranty Ltd.	5/4/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The magnitude of CEO pay warrants continued close monitoring, although some mitigating weight is placed on the company's difficulty in selecting comparable peers. While investors would benefit from disclosure of STI threshold and maximum goals, the annual program is predominantly based on objective goals that appear reasonably rigorous. Further, the majority of LTI awards are earned based on clearly disclosed multi-year goals, with a relative TSR metric that targets outperformance and a cap on vesting in the event absolute TSR is negative.	No	No	No
AT&T Inc.	5/19/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Following a failed say-on-pay vote result, the compensation committee disclosed engagement efforts with shareholders as well as the feedback received in these engagements. The proxy also notes commitments and pay program changes that were made in response to these shareholder concerns. However, concerns persist with respect to life insurance-related perquisites, which remain exceedingly high. As such, a vote AGAINST this proposal is warranted.	Yes	Yes	No
Atmos Energy Corporation	2/9/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Furthermore, granted equity is half performance-based and the annual incentive is based entirely on an objective financial metric.	No	No	No
Autodesk, Inc.	6/16/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are entirely based on financial metrics. A majority of long-term equity awards are performance-based and measured over multi-year periods.	No	No	No
AvalonBay Communities, Inc.	5/19/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on clearly disclosed performance objectives and the company's regular equity awards granted under its long-term incentive plan are entirely performance conditioned. Nevertheless, shareholders should continue to monitor the company's use of one-time awards and other compensation decisions made during the leadership transition.	No	No	No
Avantor, Inc.	5/12/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Avery Dennison Corporation	4/28/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.	No	No	No
Axalta Coating Systems Ltd.	6/8/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Axis Capital Holdings Limited	5/5/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received an excessive housing-related perquisite and related gross ups.	Yes	Yes	No
Axon Enterprise, Inc.	5/20/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While pay and performance were reasonably aligned for the year in review, CEO Smith and other NEOs had significant equity vesting and option exercises in FY21, related to previous special grants. The substantial value associated with these vesting/exercise events highlights concerns related to large, front-loaded equity awards. In the case of the CEO, over \$500 million in options were exercised in FY21. Investors should continue to monitor pay levels at the company.	No	No	No
Azenta, Inc.	1/24/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Baker Hughes Company	5/17/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures and the majority of long-term incentive awards were performance based and utilized a multi-year measurement period.	No	No	No
Ball Corporation	4/27/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the goal-setting formula in the STI program may result in non-rigorous targets, annual incentives are based entirely on a pre-set financial goal, and the majority of long-term incentives depend on multi-year performance. Further, pay and performance are reasonably aligned at this time.	No	No	No
Bank of America Corporation	4/26/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Annual incentive pay determinations were guided by a wide-ranging performance assessment, but they are ultimately determined discretionally, which raises concern. Further, for consecutive years, financial factors used to assess the CEO's performance scorecard have changed without specific rationale provided. While these issues warrant continued close monitoring, there are sufficient mitigating factors. Specifically, CEO pay and company performance are aligned for the year in review, and the increase in the CEO's incentive awards directionally aligns with the company's improved financial and stock price performance. Further, the CEO's long-term equity incentives are predominantly performance-conditioned with clearly disclosed multi-year goals and a vesting design that has no upside potential. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure.	No	No	No
Bank of Hawaii Corporation	4/29/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Bank OZK	5/16/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified at this time.	No	No	No
Bath & Body Works, Inc.	5/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. However, shareholders should continue to closely monitor future CEO pay decisions following the recent separation and appointment of an interim CEO.	No	No	No
Baxter International Inc.	5/3/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were largely based on pre-set objective measures and equity grants remained half performance based.	No	No	No

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Becton, Dickinson and Company	1/25/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution, as the committee demonstrated adequate responsiveness to shareholder concerns following last year's low say-on-pay vote result. Shareholders' primary concern related to the granting of supplemental awards to certain employees, not including the CEO, to address the lost value of previously granted performance shares. In response, the committee states that it will only consider making similar awards under exceptional circumstances after first consulting with its larger shareholders. However, it remains unclear from this disclosure what may be considered as an exceptional circumstance, or how frequently the committee would consider making one-time awards, and continued close monitoring of equity grant practices is warranted.	No	No	No
Berry Global Group, Inc.	2/16/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Best Buy Co., Inc.	6/9/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although there are structural concerns with the LTI design, a vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.	No	No	No
Biogen Inc.	6/15/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were reasonably aligned for the year in review, the compensation committee did not demonstrate sufficient responsiveness to last year's low say-on-pay vote. Although the proxy describes meetings with shareholders, cites their feedback, and made positive changes to the 2022 pay program, the committee did not disclose a robust commitment not to repeat an action that investors found concerning. Separately, shareholders are advised to monitor goal disclosure, which needs improvement. Lastly, concerns are also raised with respect to the significant tax gross-ups provided for the CFO's relocation expense perquisite.	Yes	No	No
BioMarin Pharmaceutical Inc.	5/24/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The annual incentive was paid out above target against lowered financial metric targets with a notable discretionary component, and disclosure of performance objectives for the majority of metrics remains incomplete. Further, although the long-term incentive is half performance-based, forward-looking goals for half of PRSU metrics are not disclosed and proxy statement disclosure is insufficient to fully understand how equity award values declined from 2020 to 2021.	Yes	No	No
Black Knight, Inc.	6/15/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted considering that the company provided an excessive perquisite related to the CEO's personal use of corporate aircraft. Further, equity awards allow for single-trigger vesting in the case of a change in control.	Yes	Yes	No
BlackRock, Inc.	5/25/2022	Management	Yes	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the continued provision of excessive corporate aircraft perquisite to the CEO. Further, there is some continuing concern surrounding the impact of committee discretion in determining total incentive pay. Although guided by performance assessments in three weighted categories, incentive pay determinations are ultimately discretionary, and the proxy lacks disclosure of per-metric weightings or quantified pre-set targets.	Yes	Yes	No
BOK Financial Corporation	5/3/2022	Management	Yes	24	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Booking Holdings Inc.	6/9/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual program is funded formulaically, payouts are determined primarily based on compensation committee discretion and performance factors considered by the committee appear to be highly subjective, a concern which is magnified by the CEO's high target award as a multiple of base salary. In addition, performance for the 2021 PSUs, which had larger values in light of retention concerns, are based on annually set goals and the metrics and measurement period for the first tranche were identical to the metrics and measurement period for the 2021 annual incentive awards. These concerns follow the discretionary adjustment of payouts for 2018 and 2019 PSUs, including the above-target payout of 2018 PSUs.	Yes	No	No
BorgWarner Inc.	4/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were based on pre-set financial targets and a majority of long-term incentives were performance-based.	No	No	No
Boston Scientific Corporation	5/5/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The STI program was largely based on pre-set objective metrics with rigorous performance goals disclosed. In addition, the closing cycle relative TSR grant did not vest, in line with recent company TSR performance. However, concerns are noted regarding target-setting in the LTI program, as the relative TSR goal merely targets median performance while free cash flow only utilizes a one-year performance period.	No	No	No
Bread Financial Holdings, Inc.	5/24/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the granting of one-time "gap" awards to NEOs raises some concern given that the awards lack performance conditions, regular annual and long-term incentives are sufficiently performance-based and pay and performance are reasonably aligned at this time.	No	No	No
Bright Horizons Family Solutions Inc.	6/22/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Brighthouse Financial, Inc.	6/8/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Bristol-Myers Squibb Company	5/3/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.	No	No	No
Brixmor Property Group Inc.	4/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as majority of executive compensation is based on objective measures, resulting in an alignment between CEO pay and company performance.	No	No	No
Broadcom Inc.	4/4/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While STI awards are predominantly based on pre-set financial goals, the program's design incorporates a significant degree of discretion for the individual performance multiplier. CEO Tan received his first equity grant following three years of no grants after he received a multi-year equity award in 2017. The equity grant is entirely performance-based, but the target goal is not viewed as particularly rigorous. In addition, CEO Tan received another sizable equity award in FY22, including a one-time award. Besides, three NEOs received sizable promotion grants, half of which are performance-based, but also with a goal that is not particularly rigorous. Nevertheless, high incentive awards are substantiated by strong performance and long-term CEO pay is reasonably aligned with long-term performance at this time. The above noted concerns warrant continued close monitoring.	No	No	No
Brown & Brown, Inc.	5/4/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company maintains an agreement with an executive that contains an excise tax gross-up provision.	Yes	Yes	No
Brunswick Corporation	5/4/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Builders FirstSource, Inc.	6/14/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No

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Bunge Limited	5/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and company performance are reasonably aligned at this time.	No	No	No
BWX Technologies, Inc.	5/3/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
C.H. Robinson Worldwide, Inc.	5/5/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. The annual incentives are based on a pre-set financial metric and half of the long-term incentive plan is performance-based.	No	No	No
Cable One, Inc.	5/20/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Although some concern is raised around the duplicate metrics in the STI and LTI programs, they are based on pre-established performance metrics.	No	No	No
Cadence Design Systems, Inc.	5/5/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance remain relatively aligned. While a concern is noted regarding the new CEO's entirely time-based promotional award, the CEO's 2022 LTP award will require significant stock price growth to be earned in full, and the above-target annual incentive awards are aligned with the company's recent strong TSR performance.	No	No	No
Caesars Entertainment, Inc.	6/14/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Camden Property Trust	5/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain problematic change-in-control provisions including excessive severance basis, excise tax gross-ups, and single-triggered cash severance payments.	Yes	Yes	No
Capital One Financial Corporation	5/5/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Annual incentive pay determinations, while guided by wide-ranging performance assessments, are ultimately determined discretionally. Investors increasingly prefer an incentive program design that emphasizes objective and formula-driven determinations, which may incorporate discretion to a limited degree. While these issues warrant continued close monitoring, there are sufficient mitigating factors for the year in review. Specifically, the discretionary pay determinations have not resulted in a quantitative pay-for-performance misalignment. The increase in CEO incentive awards directionally aligns with the company's improved financial and stock price performance. Moreover, the CEO's long-term equity incentives are predominantly performance-conditioned with clearly disclosed multi-year goals. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of discretionary pay decisions.	No	No	No
Carlisle Companies Incorporated	5/4/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Carnival Corporation	4/8/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The annual bonus does not disclose any performance targets or even specific metrics used to determine payouts. Despite poor company performance and a lack of disclosure of goals, the annual bonus paid out at maximum. Furthermore, the company made a change to FY21 equity grants, which are now entirely in time-vested equity. It is incumbent upon a compensation committee to utilize pre-set performance metrics when setting executive compensation, and many investors view a shift from performance-based to entirely time-based or discretionary incentive awards as a problematic response to COVID-19 related market disruption.	Yes	No	No
Carnival Corporation	4/8/2022	Management	Yes	14	Approve Directors' Remuneration Report (in accordance with legal requirements applicable to UK companies)	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The majority of the Group's equity is held through Carnival Corp, which is classified as a US domestic issuer. Given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis.	Yes	No	No



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Carrier Global Corporation	4/14/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, given concerns regarding the size of certain CEO perquisites and significant tax gross-ups related to certain executive's relocation expenses. Concerns are also raised with respect to a lack of disclosure of performance goals under the long-term incentive program.	Yes	Yes	No
Carter's, Inc.	5/18/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Caterpillar Inc.	6/8/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are primarily performance-based and pay and performance are reasonably aligned for the year in review.	No	No	No
Cboe Global Markets, Inc.	5/12/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and half of equity awards are performance-based. Some concern remains, however, regarding target payout of relative TSR for median performance, as well as the absence of a payout cap for negative absolute TSR results.	No	No	No
CBRE Group, Inc.	5/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The company clearly discloses the adjustments made to the performance targets underlying the 2020 performance equity awards, as well as the rationale for these adjustments. While these adjustments resulted in awards being earned at maximum, this is aligned with the company's recent strong TSR performance. Additionally, the majority of CEO pay remains conditioned on objective performance metrics, and the CEO agreed to reduce his pay during the year in review in light of the ongoing challenges presented by the COVID-19 pandemic.	No	No	No
CDW Corporation	5/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance metrics and the recent above target payouts are aligned with the company's recent strong TSR performance.	No	No	No
Celanese Corporation	4/20/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of CEO pay is based on objective performance metrics. The CEO's annual incentive award is no longer subject to a discretionary individual performance modifier and the majority of the company's equity awards are conditioned on long-term financial performance metrics.	No	No	No
Centene Corporation	4/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the compensation committee demonstrated adequate responsiveness to last year's vote result and pay-for-performance concerns for the year under review are mitigated, severance payments made to two former NEOs in FY21 are excessive and neither executives' separation is clearly described in the proxy statement as an involuntary termination for which they would be entitled to such payments under an existing employment or severance agreement. Further, concerns remain with respect to the magnitude of CEO perquisites.	Yes	No	No
CenterPoint Energy, Inc.	4/22/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual and long-term incentives were primarily based on pre-set, financial performance targets, the committee will again increase the maximum opportunity under the short-term program after lowering it for FY21. In addition, the committee made a sizable retention grant to the CEO which is entirely time-based. The grant will also vest after a relatively short period of time, with 40 percent of the award vesting less than 18 months after the grant date. While the proxy discussed the committee's justification regarding a need to retain the CEO, the grant was outsized compared to annual compensation and the rationale in omitting performance criteria was not viewed as compelling.	Yes	No	No

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Ceridian HCM Holding Inc.	5/3/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	While pay and performance appear reasonably aligned at this time, some concerns are raised regarding incentive program actions and structures in FY21 and for FY22. While performance shares were introduced in FY21, performance is measured over a one-year period with the same metrics and goal as the annual incentive program. The compensation program therefore lacks a true long-term performance aspect and risks providing significant payouts for short-term performance. Continued monitoring of pay outcomes in FY22 is also warranted as the company implements a co-CEO leadership structure. Moreover, the compensation committee has demonstrated only limited responsiveness to last year's failed say-on-pay vote. While the company has committed to certain additional compensation program changes in FY22, some of the responsive actions were known to shareholders prior to the 2021 annual meeting and do not meaningfully address all of shareholders' concerns. Given this insufficient responsiveness, a vote AGAINST this proposal is warranted.	Yes	No	No
Cerner Corporation	5/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an excessive amount of relocation benefits to the CEO; and * The CEO received gross-ups related to relocation benefits.	Yes	Yes	No
CF Industries Holdings, Inc.	5/11/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Change Healthcare Inc.	3/29/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Charles River Laboratories International, Inc.	5/10/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and incentive awards continued to be based entirely on objective financial measures	No	No	No
Chegg, Inc.	6/1/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Chemed Corporation	5/16/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Cheniere Energy, Inc.	5/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, support FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Close monitoring of the pay program is warranted; however, given the significant increase in the CEO's target LTI opportunity in 2022 to ensure pay remains reasonably aligned with performance in the future.	No	No	No
Chevron Corporation	5/25/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment persisted for the year under review and sufficient mitigating factors were not identified. Annual incentive payouts are heavily impacted by individual performance factors, for which the committee provides limited disclosure of the considerations made when determining payouts. In addition, while the company added certain targets to the annual incentive plan scorecard, threshold and maximum goals are lacking, and disclosure of qualitative goals and achievements is also limited. Lack of such disclosure limits transparency into the pay-for-performance alignment of the program, impeding investors' ability to assess payouts and goal rigor from year to year. Lastly, in the LTI program, performance for the new ROCE metric targets merely the median of peers and, as the peer group is relatively small, a portion of the award will vest for any performance level that is not the bottom of the peer group. The TSR-based performance awards also continue to allow for above-target vesting for negative returns.	Yes	No	No

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Chipotle Mexican Grill, Inc.	5/18/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee has made positive pay program changes and has also committed not to modify in-flight annual cash or equity incentive awards held by its executive officers, except possibly in the event of extraordinary circumstances, thereby demonstrating adequate responsiveness to the prior year's relatively low say-on-pay. Additionally, the majority of the CEO's pay is conditioned on objective performance metrics and CEO pay and company performance were reasonably aligned during the year in review.	No	No	No
Choice Hotels International, Inc.	5/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Chubb Limited	5/19/2022	Management	Yes	30	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft-related perquisite to the CEO.	Yes	Yes	No
Church & Dwight Co., Inc.	4/28/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although concerns are noted regarding the lack of performance-based equity, a vote FOR this proposal is warranted as pay and performance are reasonable aligned.	No	No	No
Churchill Downs Incorporated	4/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ciena Corporation	3/31/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cigna Corporation	4/27/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO. Concerns are also noted regarding the lack of forward-looking goal disclosure under the long-term incentive program, and the significant use of committee discretion for annual incentive awards.	Yes	Yes	No
Cincinnati Financial Corporation	5/7/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concern is noted regarding the majority of equity awards not being performance-conditioned, a vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time.	No	No	No
Citigroup Inc.	4/26/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is concern raised by annual incentive pay determinations which, although guided by wide-ranging performance assessments, are ultimately determined discretionally. Moreover, investors may question the need for additional award opportunities in furtherance of goals to address problems around risk and control, when related performance assessments resulted in incentive pay reductions in the prior year. While these issues warrant continued close monitoring, there are sufficient mitigating factors. Specifically, CEO pay and company performance are aligned for the year in review, and the increase in the CEO's incentive awards for the 2021 performance year directionally aligns with the company's modestly improved financial performance. Further, the CEO's long-term incentives are predominantly performance-conditioned with clearly disclosed multi-year goals that were recently increased. Lastly, in a supplemental filing the board has elaborated on the proxy's disclosure regarding the rationale and mechanics of the one-time awards. While the additional disclosure does not fully mitigate concerns, it does address several deficiencies in disclosure in the proxy statement. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure and one-time pay decisions.	No	No	No

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Citizens Financial Group Inc.	4/28/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns continue to be raised by the heavy reliance on compensation committee discretion in determining total executive pay. In addition, the forward-looking goals for the performance shares remain undisclosed and the committee granted retention awards to senior executives, including NEOs. While these issues warrant continued shareholder monitoring going forward, there are mitigating factors. Notably, the use of discretion has not resulted in a quantitative pay-for-performance misalignment and the increase in performance year pay is directionally aligned with overall company performance. Moreover, equity awards, including the retention awards, are largely performance based and utilize a multi-year measurement period, and the goals are disclosed retroactively. Shareholders are advised to monitor the company's incentive pay structure, particularly should CEO pay and company performance become misaligned going forward.	No	No	No
Clean Harbors, Inc.	5/25/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Cleveland-Cliffs Inc.	4/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company demonstrated sufficient responsiveness to last year's failed say-on-pay vote, by providing additional disclosures detailing the metric and goal setting process, and rationale for the size and structure of the CEO's compensation. In addition, pay and performance are reasonably aligned at this time.	No	No	No
Cloudflare, Inc.	6/2/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to concerns regarding the extreme magnitude of one-time awards to the co-CEOs. Even with rigorous performance vesting criteria, the values of the award opportunities are excessively large and other concerns are identified.	Yes	No	No
CME Group Inc.	5/4/2022	Management	Yes	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The company provided the CEO with a \$5 million discretionary bonus in connection with extending the term of his employment agreement for one year, and the proxy does not disclose any clawback or repayment provisions if he were to resign or retire. Furthermore, the annual pay program's goal setting is concerning. The financial metric target used in the annual bonus was set below the prior year's actual performance for the third consecutive year without a compelling rationale disclosed or a corresponding reduction in pay opportunity. Goal setting concerns also exist in the LTI program, as performance equity merely targets median performance.	Yes	No	No
CMS Energy Corporation	5/6/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO compensation is conditioned on objective financial performance metrics and payouts under the long-term incentive plan are capped at target if absolute TSR is negative for the performance period.	No	No	No
CNA Financial Corporation	4/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are goal rigor and disclosure concerns identified under the STI program: the proxy does not disclose the relative weighting of the corporate and individual performance metrics, and target goals continue to be set below the prior year's results without a clearly disclosed, compelling rationale or corresponding reduction in pay opportunity. Further, the CEO's target STI opportunity is relatively large. Structural concerns are also identified in the LTI program; although the program is entirely performance-based, the company uses the same corporate metric, goals and annual performance period utilized in the STI program, exacerbating goal rigor concerns and providing for duplicative payouts for the same performance results. Concerns are also raised that the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	No	No

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Cognex Corporation	5/4/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. Nevertheless, continued shareholder monitoring is warranted as CEO pay increased significantly and shareholders would benefit from increased disclosure regarding the individual performance objectives assessed under the annual incentive plan, and from the majority of the company's regular equity awards being conditioned on objective long-term performance metrics.	No	No	No
Cognizant Technology Solutions Corporation	6/7/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.	No	No	No
Colgate-Palmolive Company	5/6/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide excessive auto-related perquisite to the CEO.	Yes	Yes	No
Columbia Sportswear Company	6/1/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Comcast Corporation	6/1/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are noted, annual incentives are largely based on pre-set financial measures, and the majority of equity awards were performance based and utilized a multi-year measurement period.	No	No	No
Comerica Incorporated	4/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns regarding the introduction of qualitative annual incentive metrics and the rigor of performance share goals. However, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Commerce Bancshares, Inc.	4/20/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision, equity award arrangements provide for automatic accelerated vesting upon a change-in-control, and the company did not condition vesting of long-term awards on the achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
CommScope Holding Company, Inc.	5/6/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.	No	No	No
Concentrix Corporation	3/22/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.	Yes	Yes	No
ConocoPhillips	5/10/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While acknowledging the company's strong financial and share price performance for the year in review, a quantitative pay-for-performance misalignment is identified and underscored by several concerns regarding incentive programs. First, annual incentives, while based on an objective scorecard, lack clear disclosure of threshold and maximum goals for many metrics. This limits investor ability to assess payouts and goal rigor from year to year. The committee also used discretion to increase payouts in FY21. Long-term incentives, while mostly performance-based, target merely median performance and lack a cap on vesting for negative TSR. This is particularly concerning as PSUs have been earned above target for the last four performance cycles.	Yes	No	No
Consolidated Edison, Inc.	5/16/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are both primarily based on pre-set, objective financial goals.	No	No	No
Continental Resources, Inc.	5/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual bonuses were largely discretionary, with no disclosure of target goals. This impedes a pay-for-performance assessment of the program by investors. Long-term incentives lack performance vesting criteria and are entirely time-based. Lastly, an NEO retired and received cash severance, which is viewed as inappropriate for a voluntary termination.	Yes	No	No
Corning Incorporated	4/28/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided a large security-related perquisite to CEO Wendell Weeks; * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and * The company has a legacy arrangement containing a modified single-trigger provision upon a change in control.	Yes	Yes	No



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Corteva, Inc.	4/29/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of pay is conditioned on objective financial performance, resulting in an alignment between CEO pay and company performance.	No	No	No
CoStar Group, Inc.	6/9/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain modified single-trigger change-in-control and excise tax gross-up provisions. Further, equity award arrangements provide for automatic accelerated vesting upon a change in control.	Yes	Yes	No
Costco Wholesale Corporation	1/20/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. While performance share grants continue to utilize a one-year performance period, the company eliminated the use of an individual performance metric in the annual incentive program.	No	No	No
Coterra Energy Inc.	4/29/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Annual incentives and granted equity for legacy Cabot Oil NEOs were predominantly based on pre-set objective metrics. Additionally, while the combined company granted the current CEO and certain other NEOs, each former Cimarex NEOs, entirely time-based equity post-merger, equity grants will revert to majority performance-based starting in 2022. However, the company materially amended the employment agreement and change-in-control agreement with its former CEO, who remains as executive chairman, without removing entitlements to excise tax gross-up payments. Further, the company provided an excessive amount of relocation benefits to the CEO. As such, a vote AGAINST this proposal is warranted.	Yes	No	No
Coupa Software Incorporated	5/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, but with caution. While the majority of the CEO's FY21 equity awards are performance-based with multi-year goals, some goal rigor concern is noted as the relative TSR metric does not target index outperformance and no vesting cap is disclosed in the event of negative TSR. Additionally, while the majority of the NEOs' annual incentives were based on rigorous financial goals, with payouts capped at target, there are concerns about the continued limited disclosure on individual performance assessments. Further, concern exists that the CEO's relatively high base salary may contribute to future pay-for-performance misalignment. Continued monitoring of pay outcomes is warranted.	No	No	No
Crane Co.	5/16/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Crown Castle International Corp.	5/19/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. A majority of the CEO's pay is conditioned on objective financial performance, and the majority of equity grants are earned based on a multi-year performance period.	No	No	No
Crown Holdings, Inc.	4/28/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CSX Corporation	5/4/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee used discretion for the second consecutive year to increase the CEO's annual incentive payout. While the FY20 adjustment was clearly explained and related to the COVID-19 pandemic, this year's proxy provided limited rationale regarding the committee's decision to again use discretion to increase payouts. Further, FY20 bonuses remained below target opportunities, while the FY21 adjustment increased the payout to maximum-level. This also came in the same year as an increase to the CEO's salary and bonus target. Many investors may question the decision to use discretion to adjust payouts in consecutive years, particularly with limited rationale. Additionally, the company provided an inordinate amount of personal aircraft perquisites to the CEO/executives.	Yes	No	No
CubeSmart	5/17/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Cullen/Frost Bankers, Inc.	4/27/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cummins Inc.	5/10/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Curtiss-Wright Corporation	5/5/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CVS Health Corporation	5/11/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The 2021 STI financial metric target was set lower than the prior year's results. However, the target was set higher than the prior year's results after excluding the incremental positive impact of the pandemic that resulted in discretionary reductions in 2020. There is some concern surrounding lack of clear disclosure related to the customer service/satisfaction metric. However, the STI program is predominantly based on an objective financial metric, and 75 percent of long-term incentives are delivered in performance shares earned based on clearly disclosed multi-year goals. Continued monitoring of STI goal setting and disclosure is warranted.	No	No	No
D.R. Horton, Inc.	1/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Total pay for the CEO and chairman increased due to annual incentive payouts under a plan that does not provide for meaningful pay caps. As a result, the pay magnitude for Chairman Horton was almost four times that of the median pay to CEOs amongst the company's peers and continues to exceed that of the CEO.	Yes	No	No
Danaher Corporation	5/10/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and half of long-term incentives are performance-conditioned.	No	No	No
Darling Ingredients Inc.	5/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Datadog, Inc.	6/2/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DaVita Inc.	6/9/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Deere & Company	2/23/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. STI and LTI are primarily performance-based, LTI rely on multiyear performance periods, and pay and performance are reasonably aligned at this time.	No	No	No
Dell Technologies Inc.	6/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. An NEO received a relatively large sign-on bonus and an equity grant that lacked any performance conditions in connection with his hiring. These concerns are amplified given the magnitude of the NEO's equity award value. Moreover, concerns are noted with other aspects of the pay program, including the uncapped bonus opportunity, a significant individual performance modifier, and half of PSUs being subject to annual performance goals.	Yes	No	No
Delta Air Lines, Inc.	6/16/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No
DENTSPLY SIRONA Inc.	5/25/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are largely based on pre-set financial measures and the majority of equity awards are performance based. Nonetheless, close monitoring of pay decisions and outcomes in 2022 is warranted given the recent changes in leadership.	No	No	No
Devon Energy Corporation	6/8/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain relating to the rigor of relative TSR for the distribution of performance shares under the long-term incentive plan, as TSR targets median performance. Nonetheless, annual incentives are primarily linked to pre-set financial metrics and equity awards are chiefly performance based.	No	No	No

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DexCom, Inc.	5/19/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance were reasonably aligned during the year in review. The majority of pay remains conditioned on objective financial performance metrics, although shareholders would benefit from increased disclosure regarding the targets and achieved performance levels under the long-term incentive plan.	No	No	No
Diamondback Energy, Inc.	6/9/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are linked to objective pre-set metrics. In addition, long-term awards are primarily performance-based, utilize a multi-year performance period and cap payouts for relative awards when results are negative.	No	No	No
Digital Realty Trust, Inc.	6/3/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review, annual incentives were primarily based on pre-set objective targets and a majority of the long-term incentives are performance contingent.	No	No	No
Discover Financial Services	5/19/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, though some concerns are highlighted and warrant continued monitoring. In particular, shareholders would benefit from improved disclosure of the annual incentive payment decisions as they are largely determined by discretion. Nonetheless, pay outcomes were reasonably aligned with company performance for the year in review and the majority of equity awards were subject to multi-year performance goals.	No	No	No
Diversey Holdings, Ltd.	5/4/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
DocuSign, Inc.	6/3/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are entirely based on financial metrics and the CEO's long-term incentives are half-comprised of performance-based awards that utilize a multi-year performance period. However, shareholders should continue to monitor pay outcomes in light of semi-annual performance periods utilized in the annual incentive plan.	No	No	No
Dolby Laboratories, Inc.	2/8/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Dollar General Corporation	5/25/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft-related perquisite to the CEO.	Yes	Yes	No
Dollar Tree, Inc.	6/30/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual and long-term incentives are both entirely based on pre-set financial metrics.	No	No	No
Dominion Energy, Inc.	5/11/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial metrics. Half of long-term awards were performance-based and utilized a multi-year measurement period.	No	No	No
Domino's Pizza, Inc.	4/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
DoorDash, Inc.	6/23/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Douglas Emmett, Inc.	5/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	* The board is not majority independent. * Leslie (Les) Bider, David Feinberg and Thomas O'Hern are non-independent members of a key board committee. * David Feinberg serves on the boards of more than two publicly-traded companies while serving as CEO of a publicly-traded firm * The company's bylaws permit shareholders to amend the bylaws, but with material restrictions which exceed those set forth in existing SEC rules. * The company has retained the same audit firm in excess of seven years and non-audit fees exceed 25 percent of total fees. * The company's incentive program is discretionary in nature and equity awards lack rigorous long-term performance-vesting criteria. Pay-for-performance concerns are further exacerbated by the compensation of two executives with CEO-level pay.	Yes	No	No
Dover Corporation	5/6/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Dow Inc.	4/14/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.	Yes	Yes	No
DraftKings Inc.	4/19/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST is warranted due to excessive CEO aggregate perks.	Yes	Yes	No
Driven Brands Holdings Inc.	5/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal warranted due to a pay-for-performance misalignment. The NEOs received sizable retention awards that are solely time-vesting without a clear rationale. In addition, the STI program is based on undisclosed goals and the CEO's target bonus opportunity is relatively high compared to CEOs in companies of similar size and industry.	Yes	No	No
Dropbox, Inc.	5/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DTE Energy Company	5/5/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned for the year in review. The majority of CEO pay is conditioned on clearly disclosed objective performance metrics and the majority of the CEO's long-term equity grants are conditioned on long-term financial performance goals.	No	No	No
Duke Energy Corporation	5/5/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are primarily based on objective metrics and the majority of the company's equity grants remain conditioned on long-term objective performance with relatively increased goal rigor in each program.	No	No	No
Duke Realty Corporation	4/14/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although a concern is noted with respect to goal rigor under the LTI program, short- and long-term incentive programs are predominantly tied to pre-set quantitative measures and payouts are aligned with the company's strong performance.	No	No	No
DuPont de Nemours, Inc.	5/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: * The company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO. * The company maintains agreements that contain excessive severance provision.	Yes	Yes	No
East West Bancorp, Inc.	5/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR proposal is warranted as pay and performance are reasonably aligned at this time. The annual long-term incentives were based on pre-established performance metrics and substantially all of the long-term incentives were performance-based.	No	No	No
Eastman Chemical Company	5/5/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Eaton Corporation plc	4/27/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of pay is conditioned on objective financial performance metrics, resulting in an alignment between CEO pay and company performance.	No	No	No
eBay, Inc.	6/8/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. The annual cash bonuses and long-term equity awards are primarily performance-based with performance shares relying on multi-year performance periods.	No	No	No

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Ecolab Inc.	5/5/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns raised regarding the potential impact of individual performance adjustments on annual incentive payouts. Further, the majority of the CEO's LTI mix is time-based using Public Fund Advisory Services valuation, and the company granted a retention RSU award to one NEO that lacks performance-vesting criteria. However, there are mitigating factors for the year in review. Specifically, the committee positioned the new CEO's target short- and long-term incentives lower than his predecessor's in recognition of the shorter service. Further, the annual incentive is based on an objective financial criterion and the target goal was set higher than the prior year's achieved result. Further, performance equity utilizes multi-year measurement periods and discloses forward-looking targets. Finally, the LTI program caps the maximum vesting opportunity at 100 percent of target. On balance of these factors, a cautionary vote FOR this proposal is warranted.	No	No	No
Edison International	4/28/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concern is noted regarding the majority of the company's equity awards lacking performance conditions, CEO pay and company performance were reasonably aligned during the year in review and the majority of the annual incentive award remains based on clearly disclosed objective performance metrics.	No	No	No
Edwards Lifesciences Corporation	5/3/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are relatively aligned at this time. While the COVID-related changes to the annual incentive plan again resulted in an increased use of discretion when determining payouts, quantitative financial metrics will return to the program in 2022.	No	No	No
Elanco Animal Health Incorporated	5/18/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual and long-term incentives are predominantly tied to pre-set, objective performance measures with goals that appear to be rigorous. However, certain concerns are noted with respect to the LTI program, including the use of relatively short two-year performance periods and the lack of forward-looking disclosure of goal targets. Although pay for performance concerns are mitigated for the year under review, continued monitoring of the pay program is warranted given the increasing value of the CEO's LTI awards and the reduction of the performance-based portion of LTI awards in FY22.	No	No	No
Element Solutions Inc	6/7/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Eli Lilly and Company	5/2/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives appear to be entirely performance-based, with performance equity utilizing multi-year performance periods. However, relative TSR awards pay the target award for median performance and lack a payout cap for negative absolute results.	No	No	No
Emerson Electric Co.	2/1/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns are noted about the discretionary nature of the annual incentive awards and the NEOs' entirely time-based retention awards, pay and performance are reasonably aligned at this time.	No	No	No
Encompass Health Corporation	5/5/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Enovis Corporation	6/7/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	* Clayton Perfall and Rajiv Vinnakota are non-independent members of a key board committee. * The significant pledging activity at the company persists and it represents a material risk to shareholders. * The company has retained the same audit firm in excess of seven years. * The company provided an excessively inordinate amount of personal use of corporate aircraft perquisites to the CEO. * The equity granted to the named executives during the last fiscal year is excessive.	Yes	Yes	No



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Enphase Energy, Inc.	5/18/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the majority of long-term incentives use performance metrics to determine vesting, the stock price metric utilized by the PRSUs in the prior year was removed, resulting in the PRSUs being entirely based on undisclosed goals. Actual performance was also not disclosed, limiting investors' ability to assess the rigor of performance targets for the earned portion. Long-term incentives also continued to use a one-year performance period, limiting the long-term nature of the program. Further, the value of the NEOs' equity awards increased significantly in FY21, and the rationale provided in a supplemental filing was not considered to be compelling.	Yes	No	No
Entegris, Inc.	4/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Entergy Corporation	5/6/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Envista Holdings Corporation	5/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
EOG Resources, Inc.	4/20/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Both annual and long-term incentives are predominantly performance-driven and long-term performance equity awards are measured over a multi-year period.	No	No	No
EPAM Systems, Inc.	6/2/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although there is some concern given the lack of performance-based equity, a vote FOR this proposal is warranted given that pay and performance are reasonably aligned at this time.	No	No	No
EPR Properties	5/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Certain factors have been identified that sufficiently mitigate a pay-for-performance misalignment for the year under review. Concern is noted regarding lack of disclosure of threshold goals under the annual incentive program and the targeting of relative TSR under the LTI program at merely median performance with no disclose cap on payouts in the event of negative returns. However, the annual and long-term incentive programs are predominantly tied to pre-set, objective performance metrics, with the LTI program utilizing multi-year goals that are prospectively disclosed.	No	No	No
EQT Corporation	4/20/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Equifax Inc.	5/5/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites as well as an excessive financial/tax planning perquisite to the CEO.	Yes	Yes	No
Equinix, Inc.	5/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are based entirely on financial performance, and the majority of long-term equity awards are performance-based, with a portion utilizing a multi-year performance period. However, the majority of performance-based equity awards utilized the same metrics, goals and performance period as the annual incentive program. In addition, the relative TSR awards target the median and lack a payout cap for negative TSR results.	No	No	No
Equitable Holdings, Inc.	5/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted considering the excessive automobile-related and financial planning-related perquisites featured in the compensation plan.	Yes	Yes	No
Equity LifeStyle Properties, Inc.	4/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Equity Residential	6/16/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements with certain executives that provide for modified single-trigger cash severance.	Yes	Yes	No

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Essential Utilities, Inc.	5/4/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based predominantly on pre-set objective measures and granted equity to the CEO was entirely performance conditioned.	No	No	No
Essex Property Trust, Inc.	5/10/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is based on objective performance metrics and the majority of the company's regular equity awards are conditioned on long-term performance goals.	No	No	No
Etsy, Inc.	6/15/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned at this time, and annual incentives are predominantly tied to objective metrics. In 2021, CEO Silverman received his first equity grant following three years of no grants after he received a multi-year equity award in 2017. A majority of this equity grant is performance-based.	No	No	No
Euronet Worldwide, Inc.	5/18/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Everbridge, Inc.	5/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentives were entirely based on pre-set financial goals, and half of the long-term incentives were based on multi-year performance goals, although the forward-looking targets were only partially disclosed. However, PSUs that were eligible for vesting in FY21 were earned below target, consistent with long-term performance. The CEO also forfeited his annual incentive and certain equity award vesting upon his resignation. Nevertheless, continued close monitoring is warranted of pay levels, particularly given the leadership transition and already-announced time-based RSU grants to the interim co-CEOs.	No	No	No
Evercore Inc.	6/16/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains an employment agreement with an executive that provides for excise tax gross-ups on change-in-control severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards.	Yes	Yes	No
Everest Re Group, Ltd.	5/10/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The company returned to its usual practice of basing the majority of annual incentive awards on objective financial performance metrics, and half of the CEO's equity awards are conditioned on long-term financial performance goals.	No	No	No
Evergy, Inc.	5/3/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. The annual incentive awards are based on clearly disclosed performance goals and the company increased the weighting of the financial metrics from the prior year. Additionally, the majority of the company's regular equity grants are conditioned on multi-year performance goals which includes a relative TSR metric that caps payouts at target if absolute TSR is negative.	No	No	No
Eversource Energy	5/4/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are largely based on pre-set performance goals. In addition, the majority of equity awards are performance based and utilize a multi-year performance measurement period, reflecting a significant increase in the proportion of PSUs. However, the relative TSR PSUs lack a payout cap for negative absolute TSR performance.	No	No	No
Exelixis, Inc.	5/25/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Exelon Corporation	4/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of CEO compensation is conditioned on objective financial performance metrics, resulting in an alignment between CEO pay and company performance.	No	No	No

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Expeditors International of Washington, Inc.	5/3/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concern is raised given the funding structure for annual incentive awards carries the potential for substantial cash payouts, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Extra Space Storage Inc.	5/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and the majority of CEO pay is conditioned on objective performance metrics.	No	No	No
Exxon Mobil Corporation	5/25/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. CEO Woods' pay increased year-over-year, in line with the company's financial recovery from the COVID-19 pandemic. Despite small improvements in disclosure, including providing accomplishments for each NEO and additional "focus areas" for compensation, concerns regarding the use of compensation committee discretion remain. Annual bonuses and equity award values continue to rely heavily on the committee's subjective assessment of performance, although the company provides certain considerations for executive pay decisions in the proxy. Further, equity awards do not carry performance vesting criteria, though awards use long time-vesting periods and maintain certain retention requirements. Nevertheless, for the year in review, these structural concerns were mitigated by rebounded financial performance and the alignment between pay and performance for the year in review. However, noted concerns around subjective pay determination and program structure warrant continued close monitoring, particularly should pay and performance not remain closely aligned going forward.	No	No	No
F.N.B. Corporation	5/10/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
F5, Inc.	3/10/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time, although some concerns are noted regarding the long-term incentive plan.	No	No	No
Fair Isaac Corporation	3/1/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company continues to base the majority of its pay on objective financial performance, resulting in an alignment between CEO pay and company performance.	No	No	No
Fastenal Company	4/23/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are noted regarding the lack of performance-based equity, pay and performance are reasonably aligned at this time.	No	No	No
Fastly, Inc.	6/15/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Federal Realty Investment Trust	5/4/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Fidelity National Financial, Inc.	6/15/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Fidelity National Information Services, Inc.	5/25/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns regarding the increase in LTI grant value amid lagging shareholder returns. Also, the design of the LTI program could have a more long-term focus. However, the annual incentive program is based entirely on objective financial metrics and all target goals were reasonably rigorous. Further, realized pay outcomes in recent years reasonably reflect performance and the company's use of rigorous goals. On balance of these factors, a cautionary vote FOR this proposal is warranted. Shareholders are advised to closely monitor LTI grant values and the long-term nature of the LTI program going forward.	No	No	No

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Fifth Third Bancorp	4/12/2022	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. There is continued concern about the structure of the annual incentive plan, which provides the committee with significant discretion. However, annual incentives are primarily based on pre-set, quantitative metrics, and half of the long-term incentives are based on multi-year performance for which the primary forward-looking goals are clearly disclosed. In addition, pay and performance remain reasonably aligned at this time. Continued monitoring of the pay program is nevertheless warranted.	No	No	No
First American Financial Corporation	5/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company demonstrated sufficient responsiveness to last year's low say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.	No	No	No
First Citizens BancShares, Inc.	4/26/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
First Hawaiian, Inc.	4/20/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
First Horizon Corporation	4/26/2022	Management	Yes	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Industrial Realty Trust, Inc.	5/4/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Republic Bank	5/17/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. Some concern remains regarding the removal of a cap on Former CEO Herbert's (now executive chair) 2021 bonus without rationale, which contributed to a large payout for the year in review. While the disclosure of a bonus cap implemented for 2022 somewhat mitigates this concern, Herbert's potential bonus opportunity remains relatively high even with the newly disclosed cap. In addition, goal rigor concerns remain for the annual incentive. Lastly, concerns are also raised with respect to the inordinate amount of personal use of corporate aircraft perquisite provided to Herbert.	Yes	Yes	No
FirstEnergy Corp.	5/17/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-ups on relocation expenses to certain executives.	Yes	Yes	No
Fiserv, Inc.	5/18/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. Following low shareholder support for last year's say-on-pay proposal, the Compensation Committee disclosed engagement efforts with shareholders as well as the feedback received in these engagements. The proxy also notes commitments and pay program changes that were made in response to these shareholder concerns. However, concerns remain with respect to the CEO's large automobile-related perquisite. The reported perk value significantly exceeded the index median.	Yes	Yes	No
Five Below, Inc.	6/14/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following last year's low say-on-pay vote result, the compensation committee's responsiveness to shareholder concerns is determined to have been sufficient to a certain degree. In addition, although a concern is noted, pay and performance are reasonably aligned at this time. As such, a vote FOR this proposal is warranted.	No	No	No
Five9, Inc.	5/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due the following problematic pay practices: * The use of above-median benchmarking; * Lack of long-term performance metrics for equity awards; and * Lack of risk mitigating provisions.	Yes	Yes	No

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FleetCor Technologies Inc.	6/9/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee granted another front-loaded equity award to the CEO that, while conditioned upon achievement of stock price hurdles, is excessive even when annualized over the four years the award is intended to cover. The company has a history of periodic grants of excessive equity awards to the CEO, and the CEO's pay magnitude has been noted as a topic of shareholder feedback in the past. In addition, although annual and long-term incentives are sufficiently performance-based, annual LTI awards lack a long-term focus and disclosure of certain annual and LTI performance targets is lacking.	Yes	No	No
Floor & Decor Holdings, Inc.	5/11/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Flowserve Corporation	5/12/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company's regular annual and long-term incentive programs appear to be strongly performance-based, with the entire annual incentive and half of the long-term incentive tied to objective and quantifiable performance measures, and below-target payouts under both programs were aligned with the company's performance. However, one-time retention equity grants made to all of the NEOs in FY21 raise significant concerns given that none of the grants are tied to performance conditions, and the grants were in addition to regular LTI awards. Further, the CEO's retention grant significantly elevated his total pay at a time when performance lagged comparators and shareholders experienced losses.	Yes	No	No
FMC Corporation	4/28/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Although some concerns are noted, annual incentives are primarily based on financial goals and long-term incentives continue to be half performance-based.	No	No	No
Ford Motor Company	5/12/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for certain executives is considered excessive, notably personal use of corporate aircraft, security and other aggregate perquisites. Tax gross-ups were also incurred for certain executives' automobile perquisites.	Yes	Yes	No
Fortinet, Inc.	6/17/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards to the CEO in the most recent fiscal year lack performance-vesting conditions. * The company uses above-median benchmarking for NEOs' base salary; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Fortive Corporation	6/7/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Certain factors have been identified that mitigate a pay-for-performance misalignment for the year under review. Although concern exists with respect to the fact that a significant portion of annual incentives are based on qualitative individual performance factors that lack disclosure, the compensation committee exercised negative discretion to reduce annual incentive payouts for FY21. In addition, the committee is moving in a positive direction on long-term incentives by increasing the proportion that is performance-based. Further, the three-year TSR metric is rigorous and below-target payout on the most recent completed PSU cycle indicates alignment with performance. Some concern is raised with respect to the magnitude of a sign-on equity award given to a new NEO; however, over a third of the award was tied to a rigorous multi-year performance goal and the committee responded to shareholder feedback by including enhanced disclosure around sign-on awards.	No	No	No
Fortune Brands Home & Security, Inc.	5/3/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company continues to condition the majority of its compensation on objective financial performance metrics, which resulted in a reasonable alignment between CEO pay and company performance for the year in review.	No	No	No



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Freepoint-McMoRan Inc.	6/9/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Both short- and long-term incentives are primarily performance-based, with long-term incentive utilizing a multi-year performance period.	No	No	No
Frontdoor, Inc.	5/11/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
FTI Consulting, Inc.	6/1/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Gaming and Leisure Properties, Inc.	6/16/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the company providing a large corporate aircraft perquisite to the CEO. The value of this perquisite, which in 2021 was provided by only 9 percent of companies in the Russell 3000 Index, significantly exceeded the index median.	Yes	Yes	No
Garmin Ltd.	6/10/2022	Management	Yes	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Nevertheless, shareholders may continue to prefer that the company utilize a multi-year performance period for the performance-contingent RSUs to better align pay with long-term company performance.	No	No	No
Gartner, Inc.	6/2/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are based on objective financial metrics, and a majority of equity incentives are performance-based, albeit with only a one-year measurement period.	No	No	No
Generac Holdings Inc.	6/16/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentives are largely based on pre-set financial measures and performance shares were measured over a multi-year performance period.	No	No	No
General Dynamics Corporation	5/4/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
General Electric Company	5/4/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee reduced the CEO's FY22 equity grant by \$10 million and made a commitment not to similarly adjust performance metrics for previously granted awards. However, pay-for-performance concerns are raised for the year in review. The committee made a sizable adjustment to free cash flow for FY21, which appears to affect the performance metrics for both the short- and long-term incentive awards, and the adjustment is not well-explained. In addition, long-term incentive awards shifted from a three-year performance period to a single, annual performance period for the two primary metrics. Further, the company provided large relocation benefits to certain executives, along with significant tax reimbursements.	Yes	No	No
General Motors Company	6/13/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of aircraft perquisites to the CEO.	Yes	Yes	No
Genpact Limited	5/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Gentex Corporation	5/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Genuine Parts Company	4/28/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Gilead Sciences, Inc.	5/4/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received significant tax gross-ups related to relocation benefits.	Yes	Yes	No
Global Payments Inc.	4/28/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO pay increased substantially in connection with a special equity grant and larger annual-cycle long-term incentive opportunity. In addition, disclosure of performance metric targets and achieved results for long-term incentives as well as special equity awards was limited. Further, goal rigor and disclosure concerns are magnified given the relatively high long-term incentive maximum opportunity.	Yes	No	No

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Globe Life Inc.	4/28/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some concern surrounding above-median benchmarking at the company, which is heightened given the company's co-CEO structure. The potential impact of committee discretion in determining annual incentive awards also raises some concern. Many investors may prefer the use of a target grant value for equity awards rather than the company's practice of granting awards as a percentage of market capitalization. However, the annual incentive program is funded formulaically, initial payout determinations are based on pre-set disclosed goals, and the committee has used discretion to adjust payouts sparingly in practice. In addition, performance shares are earned based on clearly disclosed multi-year goals, and closing cycle awards were earned below target, which is directionally aligned with lagging three- and five-year TSR. On balance, a vote FOR this proposal is warranted, but with caution. Close continued monitoring of award sizes and pay determinations is warranted, given the concerns noted above.	No	No	No
Globus Medical, Inc.	6/2/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
GoDaddy Inc.	6/1/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Graco Inc.	4/29/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company benchmarks NEOs' target total compensation between 50th and 75th percentile of its peer group * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and * The CEO's equity awards lack performance vesting criteria.	Yes	Yes	No
Grand Canyon Education, Inc.	6/9/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Graphic Packaging Holding Company	5/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
GXO Logistics, Inc.	5/24/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Halliburton Company	5/18/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's failed say-on-pay vote, the compensation committee has demonstrated only a limited degree of responsiveness to investor concerns. Further, for the year in review, ongoing concerns with respect to the long-term incentive program underscore a pay-for-performance misalignment. While acknowledging reporting challenges associated with the change in long-term incentive programs, the CEO's total target annual LTI award value has increased over the past two years without clear rationale, providing larger payout opportunities. The performance metrics also target merely median performance and have resulted in maximum payouts for several consecutive years, even resulting in maximum-level vesting when performance was negative in each of the last two cycles.	Yes	No	No
Harley-Davidson, Inc.	5/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee made changes to compensation programs in response to investor feedback; however, concerns regarding the structure and magnitude of pay remain, particularly as the CEO's compensation nearly doubled year-over-year. The CEO's base salary remained high, even after the anticipated reduction for FY22. However, more concerning were actions taken in the long-term incentive program. The committee reduced the performance period for annual cycle long-term incentives from a multi-year measurement period to annually measured performance goals, limiting the long-term focus of the program. Further, the CEO's RSUs vest after just one year and his performance option grant does not require that the stock price achievements be sustained beyond the initial 10-day average.	Yes	No	No

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Hasbro, Inc.	6/8/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned and no problematic pay practices are identified. Annual incentives are determined primarily based on objective financial performance, and the company has disclosed that it will return to granting equity awards 50 percent in performance shares for 2022.	No	No	No
Hasbro, Inc.	6/8/2022	Management	Yes	31	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Hawaiian Electric Industries, Inc.	5/6/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
HCA Healthcare, Inc.	4/21/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay is reasonably aligned with company performance at this time. While investors would benefit from advance disclosure of forward-looking PSU performance targets, annual incentives are based on objective financial and quality measures and LTI awards are targeted to be evenly split between time-based and performance-based awards.	No	No	No
Healthpeak Properties, Inc.	4/28/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted in the qualitative analysis, a vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time.	No	No	No
HEICO Corporation	3/18/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: "The company lacks any performance-vesting requirements for long-term awards;" Equity awards allow for auto-accelerated vesting upon a change-in-control event; and "The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
HEICO Corporation	3/18/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: "The company lacks any performance-vesting requirements for long-term awards;" Equity awards allow for auto-accelerated vesting upon a change-in-control event; and "The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Henry Schein, Inc.	5/18/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. In addition to granting an entirely time-based one-time pandemic related equity award, the compensation committee revised its long-term incentive program to consist of entirely time-based equity awards, as opposed to the entirely performance-based awards granted in FY2020.	Yes	No	No
Herbalife Nutrition Ltd.	4/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Hess Corporation	5/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective performance metrics.	No	No	No
Hewlett Packard Enterprise Company	4/5/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. While the committee applied its discretion to the annual incentive payouts, the rationale and the magnitude of the adjustment is reasonable and adjustment details were sufficiently disclosed.	No	No	No
Hexcel Corporation	5/5/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentive awards were based on pre-set quantitative goals and a majority of the CEO's equity awards are performance based, there are concerns surrounding the one-time "return to growth" equity award granted to all NEOs in FY21. The one-time awards were granted to offset below-target or forfeited STI and LTI awards under prior incentive plans, a practice which serves to circumvent pay-for-performance outcomes and is generally disfavored by investors. Concerns are heightened considering that, while the CEO's awards were majority performance based, grants, including the "return to growth" awards for other NEOs were majority time vesting. Lastly, the first tranche of the awards has already been deemed earned at maximum.	Yes	No	No

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HF Sinclair Corporation	6/8/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Highwoods Properties, Inc.	5/10/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal as pay and performance are reasonably aligned at this time.	No	No	No
Hilton Worldwide Holdings Inc.	5/20/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	The company engaged with shareholders and disclosed their feedback in the proxy statement after receiving relatively low support for the prior year's say-on-pay proposal and made meaningful changes to its compensation programs. However, a vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO. Concerns are also noted regarding the lack of specific goal disclosure for a large portion of the annual incentives.	Yes	Yes	No
Hologic, Inc.	3/10/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee demonstrated limited responsiveness to last year's low say-on-pay vote result. Although the company disclosed engagement efforts, certain feedback received from shareholders, and addressed one area of concern expressed by shareholders through certain changes to the LTI program, feedback surrounding two other areas of concern – a special bonus and enhanced retirement benefits – is vague. Such vague feedback makes it difficult for investors to assess what actions would be responsive to shareholders concerns. Further, the company did not make any substantial changes or firm commitments in respect of these noted concerns.	Yes	No	No
Honeywell International Inc.	4/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were reasonably aligned for the year in review, significant concerns are raised by adjustments made to long-term incentive awards in two consecutive years. Following adjustments to the FY20 equity grants which reduced the performance period and were described as "one-time" actions taken in response to COVID-19, the committee used discretion to also adjust FY19-21 grants to increase closing-cycle equity vesting. Investors may question the decision to make consecutive adjustments to long-term incentive awards.	Yes	No	No
Horizon Therapeutics Public Limited Company	4/28/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided tax gross-up payment for certain perquisites granted.	Yes	Yes	No
Hormel Foods Corporation	1/25/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time, though there are continuing concerns noted regarding the long-term incentive program's rigor.	No	No	No
Host Hotels & Resorts, Inc.	5/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and long-term incentives are chiefly performance-conditioned, with performance shares transitioning to a full three-year performance period starting in FY22.	No	No	No
Howmet Aerospace Inc.	5/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's failed say-on-pay vote, the committee demonstrated only limited responsiveness. Although details of shareholder engagements and feedback are disclosed, the committee did not make changes to executive pay programs to address investor concerns. Further concerns are raised by the pay program for the year in review. CEO Plant received a significant special equity award for the third year in a row, despite the committee's previous statement that FY20 grants would cover three years. The award consists entirely of time-based RSUs with a relatively short vesting period and the committee's rationale for the grant is not viewed as compelling. Lastly, CEO Plant's recently amended letter agreement provides for excessive severance, which is viewed as a problematic pay practice by many investors.	Yes	No	No
HP Inc.	4/19/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given concerns regarding the size of perquisites, consisting primarily of a large security-related perquisite provided to the CEO.	Yes	Yes	No

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Hubbell Incorporated	5/3/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
HubSpot, Inc.	6/7/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Hudson Pacific Properties, Inc.	5/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Humana Inc.	4/21/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of compensation remains based on objective performance metrics resulting in an alignment between CEO pay and company performance.	No	No	No
Huntington Bancshares Incorporated	4/20/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Huntington Ingalls Industries, Inc.	5/3/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted with regards to the long-term incentive plan, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.	No	No	No
Huntsman Corporation	3/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Huntsman Corporation	3/25/2022	Management	Yes	26	Advisory Vote to Ratify Named Executive Officers' Compensation	None	For	For	For	A vote FOR this proposal is warranted. While annual incentive opportunities returned to normal levels following a COVID-related reduction in FY20, most financial targets also were set at more challenging levels. Further, CEO pay and performance were reasonably aligned for the year in review.	No	No	No
IAA, Inc.	6/15/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
IAC/InterActiveCorp	6/23/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's low say-on-pay vote result, the company engaged with shareholders and disclosed the feedback it received, although shareholder feedback was only disclosed in broad terms. In response, the company defended its mega-grant to the CEO and stated that it did not grant him any equity awards in FY2021. However, the company did not provide new arguments to support the CEO's mega-grant and has not made a specific commitment not to grant additional equity to the CEO for a set number of years. As such, the compensation committee demonstrated insufficient responsiveness to a certain degree. In addition, the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO and board chair.	Yes	No	No
ICU Medical, Inc.	5/17/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
IDACORP, Inc.	5/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. Moreover, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
IDEX Corporation	5/6/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
IDEXX Laboratories, Inc.	5/11/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While a concern is noted regarding the majority time-based equity awards and the significant increase in total CEO pay for the year under review, robust company performance mitigates these concerns at this time as CEO pay and company performance remain reasonably aligned. Additionally, the CEO's annual incentive awards are based predominately on objective financial performance metrics with clearly disclosed targets.	No	No	No
Illinois Tool Works Inc.	5/6/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonable aligned at this time. Furthermore, the majority of CEO pay remains conditioned on clearly disclosed financial performance goals.	No	No	No



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Illumina, Inc.	5/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of the CEO's equity awards are conditioned on three-year performance targets and annual incentive awards are based entirely on semi-annual financial performance goals.	No	No	No
Incyte Corporation	6/15/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided significant tax gross-up payments related to the named executives' financial planning perquisite.	Yes	Yes	No
Ingredion Incorporated	5/20/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Insulet Corporation	5/24/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. The company exhibited strong performance, leading to an above target payout under the STIP and the LTI utilizes performance-based awards that are aligned with company performance.	No	No	No
Integra LifeSciences Holdings Corporation	5/13/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Intel Corporation	5/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There are concerns regarding the compensation committee's limited degree of responsiveness to last year's failed say-on-pay vote. While the proxy discloses engagement efforts and shareholders' feedback, not all concerns are clearly fully addressed. Moreover, other pay program changes that were made following shareholder outreach are not all clearly positive. This falls short of the robust response that is expected following a failed vote. There are also unmitigated pay-for-performance concerns for the year in review. Annual incentive payouts were made well above target against goals that were lowered after their initial establishment due to a shift in company strategy. Further, NEO participation in a second bonus opportunity is questionable, when the primary program provides substantial pay opportunities (including the new CEO's relatively high target STI opportunity). Moreover, the company will reduce the proportion of performance-conditioned equity for non-CEO NEOs beginning with FY22 grants. Some investors may also find that the disclosed changes to both STI and LTI programs for next year do not clearly improve program rigor based on the current level of disclosure. Lastly, concerns are also raised with respect to the CEO's large security-related perquisite. In light of both responsiveness and unmitigated pay-for-performance concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
Intercontinental Exchange, Inc.	5/13/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. A majority of short- and long-term incentives are based on objective performance criteria, with performance targets set above corresponding targets and actual performance for the prior year. However, executives can receive target payouts of TSR-based PSUs for performance at the index median, which shareholders typically do not view as a particularly rigorous goal. In addition, EBITDA-based PSUs have a performance period of only one year.	No	No	No
International Business Machines Corporation	4/26/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's failed say-on-pay vote the company engaged with shareholders and clearly disclosed the feedback received from shareholders regarding the prior year's one-time equity award to former NEO Whitehurst. No one-time awards were granted to NEOs during 2021, and the company states that it agrees that one-time grants should only occur in extraordinary circumstances, and that the company does not anticipate the need to provide one-time awards to its NEOs going forward. Additionally, the majority of CEO compensation remains conditioned on objective financial performance, resulting in an alignment between CEO pay and company performance. However, shareholders would benefit from improved incentive target disclosure going forward.	No	No	No

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International Flavors & Fragrances Inc.	5/4/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Furthermore, outcomes under the annual and long-term incentive programs are commensurate with company performance and shareholder outcomes. Additionally, although the committee has historically benchmarked pay above the median of comparable peers, it states that it will adopt a median compensation strategy for 2022.	No	No	No
International Paper Company	5/9/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective clearly disclosed financial performance metrics, and the CEO's equity awards are conditioned entirely on long-term performance goals.	No	No	No
Intuit Inc.	1/20/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. The annual incentive plan was sufficiently performance based with awards primarily determined by pre-set financial metrics. Moreover, nearly half of the long-term incentive award is performance-based and utilizes a multi-year performance period.	No	No	No
Intuitive Surgical, Inc.	4/28/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentive payouts were aligned with company performance, although the lack of disclosure for half of the annual incentive plan makes it difficult to assess the level of discretion applied. While the long-term equity awards were not tied to performance conditions in FY21, the company added performance shares to the FY22 equity award.	No	No	No
Invesco Ltd.	5/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Annual incentive pay determinations are guided by performance assessments, but are ultimately discretionarily determined, which raises some concern. However, CEO pay and company performance are reasonably aligned for the year in review, and the year-over-year increase in CEO performance year incentive pay is directionally aligned with annual company performance. In addition, the company discloses quantified target goals for the financial performance scorecard, which provides some transparency into pay determinations. Further, long-term incentives are majority based on clearly disclosed multi-year goals, with a relative TSR metric that targets outperformance. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of the pay program's structure.	No	No	No
Invitation Homes, Inc.	5/17/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Further, annual incentives are largely based on pre-set objective measures, while equity grants are predominantly performance-based and utilize a multi-year performance period.	No	No	No
Ionis Pharmaceuticals, Inc.	6/2/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Iovance Biotherapeutics, Inc.	6/10/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
IQVIA Holdings Inc.	4/12/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.	Yes	Yes	No
ITT Inc.	5/18/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
J.B. Hunt Transport Services, Inc.	4/28/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual and long-term incentives appear to be entirely performance-based. However, concerns remain regarding certain elements of the LTI award plan, including the annual performance period utilized for a majority of the plan and lack of disclosure regarding metric targets and results.	No	No	No

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Jabil Inc.	1/20/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Jacobs Engineering Group Inc.	1/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance appear reasonably aligned at this time. While some concern is noted about the annualized performance periods utilized by half of the PSUs, payouts under both the annual and long-term incentive programs are largely tied to pre-set financial objectives.	No	No	No
Janus Henderson Group Plc	5/4/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
JBG SMITH Properties	4/29/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	* NEOs received sizable special awards within three years of a prior special grant, of which half vests solely over time and the remainder vests based on stock price goals that do not require long-term sustained share price appreciation or relative outperformance. * The company's non-audit fees exceed 25 percent of total fees.	Yes	No	No
Jefferies Financial Group Inc.	3/29/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following the second consecutive year of low support for the say-on-pay proposal, the company disclosed details of its shareholder engagement efforts and certain feedback received. However, disclosure of certain expressed concerns is vague, and shareholders may question whether the transition to a new pay program that places a greater emphasis on discretion fully addresses their concerns. Disclosure around these issues needs improvement, and the committee has demonstrated only a limited degree of responsiveness to low say-on-pay support. The new pay program's reliance on committee discretion to determine NEO pay raises concerns, and incomplete disclosure of target goals, per-metric weightings, and target pay opportunities for certain NEOs inhibits investors' ability to fully assess the pay-for-performance linkage. Further, although half of FY21 performance year equity awards are based on clearly disclosed multi-year goals, the transition awards granted to the CEO and President in FY21 lack pre-set, multi-year performance criteria and vest solely over time. The magnitude of compensation opportunities for the CEO and President exacerbates structural concerns. In light of the company's limited responsiveness to last year's say-on-pay vote result and an unmitigated pay-for-performance misalignment, a vote AGAINST this proposal is warranted.	Yes	No	No
JetBlue Airways Corporation	5/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Johnson & Johnson	4/28/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Following low support for the 2021 say-on-pay proposal, the company engaged with shareholders, disclosed their feedback in the proxy statement, and made improvements to 2022 proxy statement disclosure to address investors' concerns. In particular, the company provided greater disclosure of the factors considered by the compensation committee relating to non-GAAP adjustments and disclosed that the board has adopted new procedures for routinely evaluating such adjustments. In addition, incentive programs remain largely performance-conditioned, and CEO pay and company performance are reasonably aligned for the year in review. Further, although incentive metrics for 2021 were adjusted to exclude litigation-related expenses, the size of the adjustment was significantly lower than in 2019 and 2020, and the company affirms that the adjustments were not related to opioid litigation. However, greater details in the proxy regarding the reconciliation of GAAP and non-GAAP metrics would be beneficial to shareholders.	No	No	No
Johnson Controls International plc	3/9/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the company's provision of a large tax gross-up payments in connection with an executive's expatriate assignment and the company's use of above-median benchmarking in determining total compensation.	Yes	Yes	No

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Jones Lang LaSalle Incorporated	5/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
JPMorgan Chase & Co.	5/17/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The increase in reported CEO pay is primarily the result of a sizable, one-time award of stock appreciation rights. Although the CEO's annual LTI is entirely based on clearly disclosed multi-year goals, there are significant concerns regarding the structure of the one-time award, as the award lacks rigorous performance-vesting criteria, or even a premium exercise price. This structural concern is heightened given the substantial pay opportunities this off-cycle award provides. The executive pay program's reliance on discretion to determine annual incentives remains an ongoing concern, even when such discretion is guided by performance assessments against consistent metrics. While the company's recent improved performance may provide context to an increase in performance year pay, some investors may nonetheless question an increase in the CEO's annual-cycle award while long-term TSR lagged the S&P 500 and when the regular award was preceded by such a sizable one-time award. In light of these concerns, the quantitative pay-for-performance misalignment is not mitigated and a vote AGAINST this proposal is warranted.	Yes	No	No
Juniper Networks, Inc.	5/11/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are primarily based on objective metrics and half of long-term equity awards are tied to performance.	No	No	No
Kellogg Company	4/29/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time.	No	No	No
Kemper Corporation	5/4/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Notwithstanding a year-over-year decrease in annual incentive payouts, there are concerns raised with the structure of the annual incentive program. The annual incentive pool is funded as a percentage of adjusted net income, which does not require year-over-year growth in order for pool funding to occur, and individual payout determinations are discretionarily determined. Further, although the majority of the CEO's long-term incentives are delivered in performance shares earned based on clearly disclosed multi-year goals, there are concerns regarding goal rigor under the LTI program, as the relative TSR PSUs merely target median performance and there is no disclosed cap in the event of negative absolute TSR.	Yes	No	No
Keurig Dr Pepper Inc.	6/9/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
KeyCorp	5/12/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of the CEO's pay is conditioned on objective performance metrics, and the majority of equity grants utilize a multi-year performance period. With that said, continued monitoring of the pay program is warranted given the potential goal rigor concerns under the STI program and adjustments to target goals under the LTI due to interest rates.	No	No	No
Keysight Technologies, Inc.	3/17/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual and long-term incentives are primarily performance-based, and equity awards rely on multi-year performance periods.	No	No	No

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Kilroy Realty Corporation	5/19/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The company disclosed the details of its outreach and engagement efforts with shareholders, as well as specific feedback received. However, the board does not appear to have made any material changes to severance-related issues since last year's say-on-pay vote that received only 55 percent support. The company re-affirmed that the legacy provision at issue in a former NEO's prior employment agreement will not be included in any new company employment agreements in the future, but that commitment was already disclosed by the company prior to the 2021 vote. It is also highly concerning that the company maintains an agreement containing an excessive severance entitlement with the current CEO that far exceeds market norms, on the backdrop of consecutive years of low say-on-pay support and where outsized severance was a noted shareholder concern. The committee's statement in the 2022 proxy that "it will again consider, as it has in the past, the severance arrangements provided to our CEO when his contract is up for renewal" does not represent a meaningful commitment to reduce the CEO's problematic, excessive severance entitlement. Based on this, the committee demonstrated only a limited degree of responsiveness. As such, a vote AGAINST this proposal is warranted.	Yes	No	No
Kimberly-Clark Corporation	4/27/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned for the year under review and incentive programs are largely tied to objective performance metrics. Although a NEO received a sizable severance payment, the payment is reasonable given that the company disclosed that the payout was in connection with an involuntary termination.	No	No	No
Kimco Realty Corporation	4/26/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns remain regarding the significant portion of the annual incentive award that is based on individual performance, the majority of pay is conditioned on objective financial performance, resulting in an alignment between CEO pay and company performance for the year in review.	No	No	No
Kinder Morgan, Inc.	5/11/2022	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review, though certain concerns are highlighted. Shareholders would benefit from improved disclosure surrounding the annual incentive and the continued practice of granting front-loaded equity limits the ability to adjust compensation for changes in performance. Both issues warrant continued monitoring.	No	No	No
Kirby Corporation	4/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Knight-Swift Transportation Holdings Inc.	5/17/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on quantitative goals, and long-term incentives are majority performance-based, with multi-year measurement period.	No	No	No
Kohl's Corporation	5/11/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Kohl's Corporation	5/11/2022	Management	Yes	28	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides an inordinate amount of personal use of corporate aircraft and sizeable financial planning/tax planning-related perquisite to the CEO.	No	Yes	No
L3Harris Technologies, Inc.	4/22/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the following: * The company paid tax gross-up on the CEO's relocation expenses; * The company uses above-median benchmarking for certain elements of executive pay; * The company reported an excessive amount for the CEO's financial planning perquisite; and * The company did not provide complete disclosure on the long-term incentive performance goals.	Yes	Yes	No
Laboratory Corporation of America Holdings	5/11/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Landstar System, Inc.	5/11/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No



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Las Vegas Sands Corp.	5/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While executives did not receive annual equity awards or payouts under the annual incentive program in 2021, the one-time awards granted to NEOs are problematic. The value of the awards, which were granted for retention purposes and in light of the lack of regular-cycle incentive awards for two consecutive years, is excessive, and vesting is subject to performance over a relatively short period. NEOs received additional one-time grants of RSUs in connection with new employment agreements; these awards are entirely time-vesting and lack a compelling rationale. Finally, the CEO and COO each received sizable gross-up payments on excessive perquisites, which are provided by their employment agreements and are considered to be problematic.	Yes	No	No
Lazard Ltd	5/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While the company adjusted metrics for 2020 to neutralize the unanticipated impact of COVID-19 on financial results, which resulted to incremental award values in 2021, this did not result in a pay-for-performance misalignment at this time. Shareholders should continue to monitor the company's executive compensation program.	No	No	No
Lear Corporation	5/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily performance-based, and equity awards utilize a multi-year performance period. Although the target relative TSR award is earned for median performance, the payout is capped for negative absolute results.	No	No	No
Leidos Holdings, Inc.	4/29/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily performance-based with the majority of performance shares utilizing multi-year performance periods. Some concerns remain under the STI related to goal rigor and disclosure of certain metrics, and under the LTI for the absence of an award cap for negative absolute TSR and the annual performance period utilized in the PRSU award.	No	No	No
Lennar Corporation	4/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The company utilizes a co-CEO structure in addition to employing an Executive Chairman, whose total target pay opportunity is set above the pay of both CEOs. The concerns with this structure, which pays three executives at a CEO level, are further exacerbated by the annual bonus program, where payouts are not capped. The uncapped payouts in FY21 to each executive led to payouts at nearly double the total pay of peer CEOs, and year-over-year pay increases of over 50 percent. Shareholders may question the necessity of compensating three executives well above the level of the chief executive at other companies.	Yes	No	No
Lennar Corporation	4/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The company utilizes a co-CEO structure in addition to employing an Executive Chairman, whose total target pay opportunity is set above the pay of both CEOs. The concerns with this structure, which pays three executives at a CEO level, are further exacerbated by the annual bonus program, where payouts are not capped. The uncapped payouts in FY21 to each executive led to payouts at nearly double the total pay of peer CEOs, and year-over-year pay increases of over 50 percent. Shareholders may question the necessity of compensating three executives well above the level of the chief executive at other companies.	Yes	No	No
Lennox International Inc.	5/19/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company's regular annual and long-term incentive programs appear to be sufficiently tied to objective performance metrics. However, one-time retention awards made to all NEOs (with the exception of the outgoing CEO) raise significant concern given that the awards lack performance-vesting criteria and have relatively short two-year vesting. The proxy also lacks specific rationale for the awards, particularly the largest one to the COO.	Yes	No	No

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Life Storage, Inc.	5/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Lincoln Electric Holdings, Inc.	4/21/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Lincoln National Corporation	5/27/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Lithia Motors, Inc.	4/27/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Littelfuse, Inc.	4/28/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
LKQ Corporation	5/10/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of the CEO's pay is conditioned on objective performance metrics.	No	No	No
Lockheed Martin Corporation	4/21/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to excessive personal use of corporate aircraft perquisite and substantial tax gross-up on relocation benefit provided to the CEO.	Yes	Yes	No
Loews Corporation	5/10/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although there is some concern over incomplete disclosure of adjustments to the primary metric utilized under the STI and LTI programs, and the LTI metric is measured annually and overlaps with the STI metric, pay and performance are reasonably aligned, and adjustments lowered potential compensation payouts for the year in review.	No	No	No
Louisiana-Pacific Corporation	4/27/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Lowe's Companies, Inc.	5/27/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain relating to target setting under the annual incentive plan, as targets were set below actual results from the year prior, and to the rigor of performance shares, as the ROIC goal is not forwardly disclosed and the relative TSR modifier targets median performance and allows for upward adjustments even if absolute TSR is negative. Nonetheless, annual incentives are linked to pre-set financial metrics and half of equity awards are performance-based.	No	No	No
LPL Financial Holdings Inc.	5/18/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
lululemon athletica inc.	6/8/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Lyft, Inc.	6/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
LyondellBasell Industries N.V.	5/27/2022	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain regarding the target setting under the short-term incentive plan, as certain targets were set below targets and actual results from the year prior, and the relative TSR metric for PSUs target median performance. Nonetheless, annual incentives are primarily linked to pre-set financial metrics and granted equity is half performance conditioned and uses multi-year performance periods.	No	No	No
M&T Bank Corporation	4/25/2022	Management	Yes	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Shareholders should continue to monitor pay outcomes in light of the degree to which discretion may ultimately influence awards. However, this concern has not resulted in a quantitative pay-for-performance misalignment for the year in review and the CEO's equity awards are largely subject to multi-year performance goals.	No	No	No
Manhattan Associates, Inc.	5/12/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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ManpowerGroup Inc.	5/6/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	No	No	No
Marathon Oil Corporation	5/25/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Changes to the FY21 annual incentive program simplified the program design and increased the weight of pre-set objective metrics, though concern is raised regarding the potential for a relatively sizable individual modifier. Long-term incentives remained half performance-based, though the performance period for a portion of the award was shortened to two years. However, the committee reduced the value of the CEO's target LTI opportunity for FY21 and closing cycle awards were earned below target, in line with performance.	No	No	No
Marathon Petroleum Corporation	4/27/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.	Yes	Yes	No
Markel Corporation	5/11/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Although certain concerns are noted, cash and equity incentives are primarily performance-based and rely on multiyear performance periods.	No	No	No
MarketAxess Holdings Inc.	6/8/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.	No	No	No
Marriott International, Inc.	5/6/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives are largely based on pre-set financial measures and the majority of equity awards were performance based and utilized a multi-year measurement period. However, continued monitoring of the pay program is warranted, as significant temporary changes to the pay program were implemented this year.	No	No	No
Marriott Vacations Worldwide Corporation	5/13/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Marsh & McLennan Companies, Inc.	5/19/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily based on pre-set financial goals and half of long-term incentives are performance-based.	No	No	No
Martin Marietta Materials, Inc.	5/12/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Marvell Technology, Inc.	6/23/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Masco Corporation	5/12/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are tied to pre-set financial metrics, while long-term incentives are primarily performance based and measured over multi-year performance periods.	No	No	No
Masimo Corporation	5/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that: * The company recently modified a NEO agreement without removing the entitlement to a problematic modified single-trigger cash severance; and * The company provided an excessive amount for the CEO's home/personal security benefits.	Yes	No	No
MasTec, Inc.	5/19/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided a large automobile perquisite to CEO. * The company maintains employment agreements with certain executives that contain problematic change-in-control severance arrangements. * Equity awards to the CEO in the most recent fiscal year lack any performance-vesting conditions. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control.	Yes	Yes	No

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Mastercard Incorporated	6/21/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are linked to pre-set financial metrics and long-term incentives are primarily performance-based. The LTI will revert back to a multi-year performance period in FY22 after temporarily setting a one-year performance period in FY21. However, the degree of discretion applied in the STI is difficult to assess, and the relative TSR modifier targets median performance and does not include a payout cap if absolute TSR is negative.	No	No	No
Match Group, Inc.	6/8/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain relating to discretionary bonus payouts with undisclosed weightings and to the relative stock price growth metric under the long-term incentive plan, as it targets median performance. Nonetheless, equity awards are primarily performance based.	No	No	No
Mattel, Inc.	5/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
McDonald's Corporation	5/26/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
McDonald's Corporation	5/26/2022	Management	Yes	36	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
MDU Resources Group, Inc.	5/10/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Medical Properties Trust, Inc.	5/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single trigger change in control provision. Equity awards also allow for auto-accelerated vesting upon a change-in-control event. Lastly, concerns are raised with the excessive amounts of financial planning and life insurance perquisites provided to the CEO.	Yes	Yes	No
Merck & Co., Inc.	5/24/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures and the majority of equity awards were performance based and utilized a multi-year measurement period.	No	No	No
Meta Platforms, Inc.	5/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There are several ongoing pay program and disclosure concerns. The company's award determinations remain discretionary, and incentive programs lack disclosed performance metrics and quantified goals. Disclosure around individual performance assessments is also poor, and the design allows for such considerations to have a potentially large impact on annual bonuses. Executives again received very large equity awards that lack performance vesting criteria. Moreover, the CEO's and COO's security costs, as well as the CEO's total amount of perquisite compensation, are exceedingly large. In light of these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
MetLife, Inc.	6/21/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were based on pre-set financial goals and individual performance assessments. A majority of long-term incentives took the form of performance shares utilizing a multi-year performance period.	No	No	No
Mettler-Toledo International Inc.	5/5/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review, though shareholders would benefit from improved disclosure in the annual incentive program.	No	No	No
MGIC Investment Corporation	4/28/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
MGM Resorts International	5/4/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. While concerns were noted regarding the largely discretionary annual incentive plan, the proxy states that the 2022 annual incentive awards will be based primarily on an adjusted EBITDAR metric.	No	No	No

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Micron Technology, Inc.	1/13/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal security perquisite to the CEO.	Yes	Yes	No
Mid-America Apartment Communities, Inc.	5/17/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
MKS Instruments, Inc.	5/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Moderna, Inc.	4/28/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for the CEO as well as other NEOs is excessive.	Yes	Yes	No
Mohawk Industries, Inc.	5/19/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Discretionary awards were again provided to NEOs when incentive program threshold goals were not achieved. Such actions circumvent true pay for performance outcomes. While these concerns were sufficiently mitigated for the year in review given that overall pay remained well below peers, continued monitoring of pay outcomes is warranted.	No	No	No
Molina Healthcare, Inc.	5/4/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. While shareholders would benefit from increased disclosure of the performance targets underlying the PSU grants, the majority of CEO pay remains conditioned on objective financial performance, and the recent above target payouts are aligned with the company's recent performance.	No	No	No
Molson Coors Beverage Company	5/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned. The majority of CEO pay is conditioned on objective performance metrics. Annual incentives were earned below target and the recently completed LTI performance period resulted in no PSUs vesting, indicating performance targets are sufficiently rigorous.	No	No	No
Mondelez International, Inc.	5/18/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal use of corporate aircraft use perquisites to the CEO.	Yes	Yes	No
MongoDB, Inc.	6/28/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Monolithic Power Systems, Inc.	6/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. The performance goal under the annual incentive was set above actual performance in the prior year. Equity awards are entirely performance contingent.	No	No	No
Monster Beverage Corporation	6/14/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were based largely on a pre-set financial objective as well as individual performance. For 2021, the company increased the weighting of PSUs to 50 percent of the long-term equity mix and expanded the performance period to three years. However, compensating two co-CEOs at the same level can be costly to shareholders in terms of total executive compensation. Continued monitoring is warranted as the company shifts to a more performance-conditioned incentive program.	No	No	No
Moody's Corporation	4/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of pay remains conditioned on objective financial performance metrics, resulting in an alignment between CEO pay and company performance.	No	No	No
Morgan Stanley	5/26/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal use of corporate aircraft perquisite to the CEO. In addition, total NEO pay is ultimately discretionarily determined by the committee, which continues to raise some concern. Investors increasingly prefer a more formulaic structure for determining annual incentives, which emphasizes objective and transparent determinations through the use of quantified target goals and per-metric weightings.	Yes	Yes	No
Morningstar, Inc.	5/13/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No



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Motorola Solutions, Inc.	5/17/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal aircraft use perquisite to the CEO.	Yes	Yes	No
MSA Safety Incorporated	5/13/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Cautionary support FOR this proposal is warranted. The company modified its annual incentive plan in response to the impact of the COVID-19 pandemic on company operation, which resulted in above-target payouts. Nevertheless, CEO pay is still reasonably aligned with company performance at this time	No	No	No
MSC Industrial Direct Co., Inc.	1/26/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MSCI Inc.	4/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and the CEO's equity awards are entirely performance-conditioned and subject to multi-year performance periods. With that said, concerns are raised regarding the structure of the PSUs that provide for an outsized maximum payout at 300 percent of target.	No	No	No
Nasdaq, Inc.	6/22/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
National Fuel Gas Company	3/10/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
National Instruments Corporation	5/10/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.	No	No	No
NCR Corporation	5/6/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Nektar Therapeutics	6/8/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The annual incentive and equity awards were largely based on performance measures, though certain disclosures could be improved. In addition, base salaries for certain NEOs remain high relative to peer company CEOs.	No	No	No
Netflix, Inc.	6/2/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Despite several consecutive years of relatively low support for this proposal, the compensation committee has again failed to demonstrate meaningful responsiveness to shareholders' concerns. In addition, there are ongoing significant concerns regarding NEO pay structure. Pay almost entirely consists of base salaries and grants of fully-vested option awards, the specific allocation of which is at the individual's election, resulting in excessive base salaries for certain NEOs. Further, the lack of time- or performance-vesting incentives eliminates at-risk pay and diminishes the incentive value of compensation. Furthermore, the company maintains agreements that contain a single trigger change in control provision, does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives, and provided an inordinate amount of personal aircraft use perquisites to the CEO.	Yes	No	No
Neurocrine Biosciences, Inc.	5/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Newell Brands Inc.	5/5/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial metrics and half of equity awards are performance based.	No	No	No
NewMarket Corporation	4/28/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Newmont Corporation	4/21/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Short- and long-term incentives are primarily performance-based, and the long-term awards utilized multi-year performance periods. Although the committee adjusted some of the STI targets towards the end of the year, the rationale and impact on final payouts were disclosed. The adjustments did not raise payouts for the company performance portion above the target level and aggregate payouts were lower than the prior year.	No	No	No
Nexstar Media Group, Inc.	6/13/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
NextEra Energy, Inc.	5/19/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Nielsen Holdings Plc	5/17/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. The annual bonus was based entirely on pre-set financial metrics with rigorous performance targets. The long-term incentive program utilizes a multi-year performance period and discloses forward-looking targets. Additionally, though the company granted one-time performance option grant, the value of the award was modest and requires significant share price appreciation in order to vest. Finally, closing-cycle performance equity vested below target, which aligns with recent company performance. However, there are concerns regarding the increase in the CEO's LTI grant value amid sustained negative TSR. The one-time performance option grant also utilizes only a 21 consecutive trading day stock price hurdle, which could reward executives for a short-term peaks in performance. Continued close monitoring of equity award practices is warranted.	No	No	No
Nielsen Holdings Plc	5/17/2022	Management	Yes	15	Approve Remuneration Report	For	For	For	For	As the company is classified as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR this proposal is warranted.	No	No	No
NiSource Inc.	5/24/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Nordson Corporation	3/1/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely performance-based and long-term performance awards utilize multi-year performance periods. Rationale and details for the modification to the FY20 performance shares metrics were fully disclosed and the one-time retention equity award is modest and entirely performance-based.	No	No	No
Norfolk Southern Corporation	5/12/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures. In addition, the majority of equity awards are performance based and utilize multi-year performance periods.	No	No	No
Northern Trust Corporation	4/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Long-term equity awards are primarily performance based and utilize a multi-year performance period. However, some concern is noted regarding the largely discretionary annual incentive award.	No	No	No
Northrop Grumman Corporation	5/18/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Norwegian Cruise Line Holdings Ltd.	6/16/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee has demonstrated only a limited degree of responsiveness to shareholders' concerns following a failed say-on-pay vote last year. While the committee made certain positive changes, shareholders may have expected an affirmative commitment to not repeat incentive program adjustments and one-time awards in connection with the impacts of the ongoing pandemic. In addition, although the CEO's pay declined year-over-year given that he did not receive any one-time awards or payouts, his total pay remained relatively high. Some shareholders may object to the company's continued comparing of pay to peers that reflect the company's pre-pandemic economic situation and not the current reality of severe negative impacts to the company's financial and operational performance as well as share price. The CEO's elevated pay level is not substantiated by long-term share price or financial performance.	Yes	No	No
NOV Inc.	5/24/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Novavax, Inc.	6/16/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
NRG Energy, Inc.	4/28/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of CEO pay is conditioned on objective financial performance metrics, resulting in an alignment between CEO pay and company performance.	No	No	No
Nuance Communications, Inc.	3/1/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Nucor Corporation	5/12/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
nVent Electric Plc	5/13/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
NVIDIA Corporation	6/2/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are based on a pre-set GAAP financial goal and long-term incentive equity awards are entirely performance-based for the CEO.	No	No	No
NVR, Inc.	5/4/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on pre-set, objective metrics, and the NEOs did not receive equity following front-loaded awards in prior years. Further, CEO pay and company performance are reasonably aligned at this time.	No	No	No
NXP Semiconductors N.V.	6/1/2022	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted. The proxy discloses the shareholder engagement efforts taken after the prior year's relatively low say-on-pay support, as well as the feedback received from shareholders. Although some shareholders would still prefer for an additional metric to be utilized under the LTI plan, the company has made some improvements to its compensation practices in response to shareholder feedback, including the introduction of an ESG metric for the FY2022 annual incentive plan, increased disclosure regarding ESG goals and how they relate to the company's business, and a reduction in the threshold payout level for PSU awards from 50 to 25 percent of target. Nevertheless, The company provided sizable perquisites to the CEO and to NEO Owen during the year in review. These perquisites included a company car payment of \$27,018 and tax gross-up payments of \$41,544 for the CEO. Shareholders should continue to closely monitor the company's compensation practices, as the company's say-on-pay has received relatively low support for two consecutive years.	Yes	Yes	No
O'Reilly Automotive, Inc.	5/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time. However, continued monitoring of the pay program is warranted given concerns identified regarding the structure of both the STI and LTI plans.	No	No	No

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Occidental Petroleum Corporation	5/6/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. As expected, CEO Hollub's total compensation was lowered for FY21, in response to investor feedback. Annual and long-term incentive programs were largely based on pre-set performance objectives and long-term incentives scheduled to vest in FY21 were not earned due to TSR underperformance. However, while concerns were mitigated for the year in review, investors would benefit from additional disclosure regarding performance ranges in the STI program and a more precise long-term incentive TSR target.	No	No	No
OGE Energy Corp.	5/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. Concerns are raised with respect to the single trigger vesting of equity upon a change in control. In addition, the company paid significant tax gross-up on the CFO's relocation expenses.	Yes	Yes	No
Okta, Inc.	6/21/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO and other NEOs received significant equity awards, all of which were entirely time-based. Shareholders generally expect that a significant portion of equity awards be subject to rigorous performance criteria.	Yes	No	No
Old Dominion Freight Line, Inc.	5/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns remain regarding the design of the PIP program, which allows for relatively large maximum payout opportunities, and the one-year performance periods underlying the company's equity grants, the majority of pay remains conditioned on objective financial performance metrics and CEO pay and company performance are reasonably aligned at this time.	No	No	No
Old Republic International Corporation	5/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Olin Corporation	4/28/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ollie's Bargain Outlet Holdings, Inc.	6/16/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
OmnicomGroup Inc.	5/3/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are largely based on financial metrics.	No	No	No
ON Semiconductor Corporation	5/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ONEOK, Inc.	5/25/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and the majority of the new CEO's compensation is based on objective financial performance metrics.	No	No	No
Opendoor Technologies Inc.	5/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given the unmitigated pay for performance disconnect. The CEO and an NEO received outsized grants of equity, with the CEO grant being made in entirely time-based shares. There is no disclosure indicating whether these grants are intended to represent multiple years of pay.	Yes	No	No
Organon & Co.	6/7/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid significant tax gross-ups related to relocation expense perquisites to certain executives.	Yes	Yes	No
Oshkosh Corporation	2/22/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Otis Worldwide Corporation	5/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures and half of equity awards were targeted to be performance based and utilize a multi-year measurement period.	No	No	No
Owens Corning	4/14/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. A majority of cash incentives and equity awards were performance-based, and prior cycle PSUs were earned below target, aligned with performance.	No	No	No
Packaging Corporation of America	5/17/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No

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PacWest Bancorp	5/10/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated only a limited degree of responsiveness to shareholders' concerns that led to a failed say-on-pay vote last year. While the company provides enhanced disclosure surrounding the CEO's retention award and other aspects of the compensation program and CEO succession planning, the actions taken by the committee do not meaningfully address all of shareholders' expressed concerns, which is paramount following a failed vote. In addition, concerns with respect to goal rigor under the annual and long-term incentive programs underscore a pay-for-performance misalignment. In the wake of shareholder feedback expressing concern regarding goal rigor, some shareholders may find the lowering of certain annual incentive goals concerning given payouts well above target. In addition, relative metrics under the LTI program target the median of peers, which is not considered particularly rigorous. Lastly, concerns are also raised with regards to the tax gross-up paid for the CEO's personal use of aircraft perquisites.	Yes	No	No
Park Hotels & Resorts Inc.	4/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay for performance misalignment concerns have been sufficiently mitigated for the year in review. Annual incentives were largely based on objective performance metrics with improved disclosure of goals and achievements. Granted equity remained majority performance based, and while FY21 grants continue to target merely median performance, the proportion of performance equity will increase for FY22 grants. Additionally, in response to shareholder feedback, the board has committed to not provide special or one-time awards to executive officers absent extraordinary circumstances.	No	No	No
Paycom Software, Inc.	5/2/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although pay and performance are reasonably aligned for the year under review, the compensation committee has not demonstrated sufficient responsiveness to last year's failed say-on-pay vote. After two consecutive failed say-on-pay votes and a lack of majority support for a compensation committee member, the compensation committee does not appear to have taken meaningful action to address shareholders' concerns. Moreover, the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. The total amount of perquisite compensation reported for the CEO is also excessive.	Yes	No	No
PayPal Holdings, Inc.	6/2/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentive awards are based primarily on objective financial metrics, and the majority of long-term equity awards are conditioned on multi-year financial performance objectives.	No	No	No
Pegasystems Inc.	6/21/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Penn National Gaming, Inc.	6/7/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received a significant increase in his base pay and target annual incentive opportunity and the long-term incentive continues to utilize annual performance periods with overlapping metrics, raising concerns regarding doubled rewards for the same performance that are heightened by maximum payouts for the FY21 performance period under both incentive programs. Further, the magnitude of the CEO's special equity award is excessive.	Yes	No	No
Penske Automotive Group, Inc.	5/12/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Pentair Plc	5/17/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were based on pre-set financial performance metrics and half of equity incentives were performance-based, with a multi-year performance period.	No	No	No



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Penumbra, Inc.	6/1/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
PepsiCo, Inc.	5/4/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal use of corporate aircraft and automobile-related perquisites to the CEO.	Yes	Yes	No
PerkinElmer, Inc.	4/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Executive compensation is reasonably tied to measurable and objective performance goals, with half of granted equity linked to three-year performance goals. Some disclosure concerns are raised in relation to the individual performance component of the annual incentive program; however, payouts are largely tied to financial metrics, for which targets and actual results are disclosed.	No	No	No
Perrigo Company plc	5/6/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although forward-looking goals and retroactive goals and performance for adjusted operating income PSUs are not disclosed, LTI awards are majority performance-based and the annual incentive is primarily based on pre-set objective metrics. Further, incentive payouts appear reasonably aligned with performance for the period under review. Shareholders may wish to continue monitoring the disclosure of PSU metric targets and actual results.	No	No	No
Pfizer Inc.	4/28/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid the CEO an excessively large security-related perquisite.	Yes	Yes	No
PG&E Corporation	5/19/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	While the CEO's pay increased significantly, this is due to one-time hiring awards; shareholders should expect her pay to normalize for the following year. However, concerns are raised as the company paid significant tax gross-ups on certain executives' relocation expense perquisite. For this reason, a vote AGAINST this proposal is warranted.	Yes	Yes	No
Philip Morris International Inc	5/4/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Martin King, former CFO of the company and CEO of PMI America, retired in August 2021 and received a large severance payment for his early retirement, which is considered excessive and problematic.	Yes	No	No
Phillips 66	5/11/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	While certain positive changes were made following a low say-on-pay vote result, a vote AGAINST this proposal is warranted as the company continues to pay tax gross-ups for the CEO's personal use of aircraft perquisite.	Yes	Yes	No
Pilgrim's Pride Corporation	4/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Pinnacle Financial Partners, Inc.	4/19/2022	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Pinnacle West Capital Corporation	5/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No
Pinterest, Inc.	5/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. However, executive compensation decisions warrant close monitoring in the absence of regular annual and long-term incentive programs.	No	No	No
Pioneer Natural Resources Company	5/25/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although there is some concern regarding the lack of an absolute cap for performance share awards when absolute TSR is negative, a vote FOR this proposal is warranted, as pay and performance is reasonably aligned at this time.	No	No	No

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Planet Fitness, Inc.	5/2/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that significant concerns regarding the structure of the pay program were identified for the year under review. In particular, although the annual incentive for the CEO is generally based on pre-set, objective measures, the STI plan provides for additional payouts if the bonus funding pool is not fully utilized. For FY21, the application of this practice under the STI plan resulted in the CEO's receiving a significant increase in his bonus payments outside of the formulaic determination of 1H 2021 and 2H 2022 performance outcomes. Furthermore, the committee granted entirely time-vesting equity in FY21 and supplanted in-flight PSU awards that were unlikely to be earned with time-vesting grants. These actions are not generally viewed as a reasonable reaction to account for the impact of the COVID-19 pandemic.	Yes	No	No
Playtika Holding Corp.	6/9/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While NEOs did not receive equity awards in FY2021, NEO pay continued to be very high and with concerning features. The NEOs continue to participate in bonus plans that provide for an uncapped, outsized bonus opportunities and outsized annual retention bonuses which appear to be guaranteed. These payments will be made annually from 2021 through 2024. Despite the positive changes to the executive compensation program beginning in FY2022, the proxy does not disclose if the current problematic bonus arrangements will be discontinued. Lastly, the CEO was provided with a security perquisite in an amount that is considered excessive.	Yes	No	No
Pool Corporation	5/3/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are largely based on pre-set financial measures. In addition, the majority of LTI awards are performance based and utilize a multi-year performance period.	No	No	No
Popular, Inc.	5/12/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this resolution are warranted at this time.	No	No	No
Post Holdings, Inc.	1/27/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No
PPG Industries, Inc.	5/9/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are largely based on pre-set financial measures with a reduced degree of discretion applied compared to the prior year. The long-term incentives are primarily performance-based and utilize multi-year performance periods.	No	No	No
PPL Corporation	5/18/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time.	No	No	No
Primerica, Inc.	5/11/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Prologis, Inc.	5/4/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following last year's low say-on-pay vote result, the compensation committee engaged with shareholders, disclosed specific feedback received, and implemented positive pay program changes and disclosure improvements. Accordingly, the committee has demonstrated adequate responsiveness. There continue to be some concerns regarding the complex nature of the company's multiple equity incentive programs, particularly with respect to the PPP program, and the rigor of LTI goals. However, these concerns have not resulted in a quantitative pay-for-performance misalignment for the year in review. In addition, the annual LTI and outperformance programs are entirely performance-based, and the value of the CEO's PPP awards decreased significantly year-over-year. Further, the committee increased the rigor of the annual LTI goals for future award cycles and eliminated the committee's ability to provide discretionary payouts when threshold goals are not achieved. Lastly, the annual program for all NEOs is now predominately based on pre-set, quantified goals with all targets clear disclosed, following an increase in the weighting of the corporate performance component for non-CEO NEOs and disclosure enhancements made in response to shareholder feedback. On balance of these factors, a vote FOR this proposal is warranted, with caution. Close continued monitoring of grant practices and pay outcomes under the long-term and outperformance programs is warranted given the concerns identified above.	No	No	No
Prosperity Bancshares, Inc.	4/19/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements with certain executives that provide for single trigger cash severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company provided an excessive amount for the CEO's life insurance perquisite.	Yes	Yes	No
Prudential Financial, Inc.	5/10/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives were entirely based on financial performance, and a majority of equity incentives are based on performance measured over a multi-year period.	No	No	No
PTC Inc.	1/31/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Following a failed say-on-pay vote result, the compensation committee disclosed engagement efforts with shareholders as well as the feedback received in these engagements. The proxy also notes commitments and pay program changes that were made in response to these shareholder concerns. Additionally, the pay-for-performance misalignment is mitigated for the year in review. The STI program was entirely based on pre-set financial metrics, while 50 percent of the LTI grant is in performance-conditioned equity. Some concerns about the LTI program are noted, including that 100 percent of the FY21 grant and 50 percent of the FY22 grant will be based on annualized performance periods. The relative TSR metric also merely targets the 50th percentile, though the company added a feature that caps vesting at target if absolute TSR is negative.	No	No	No
Public Service Enterprise Group Incorporated	4/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The STI is predominantly based on pre-set objective metrics, the LTI is majority performance-based, and CEO pay and company performance are reasonably aligned at this time.	No	No	No
Public Storage	4/28/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Nonetheless, some concern is highlighted regarding the large subjective component for the annual incentive and over adjustments made to prior cycle performance shares, both of which warrant continued monitoring.	No	No	No
PulteGroup, Inc.	5/4/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are tied to pre-set financial metrics and half of long-term incentives are performance-conditioned.	No	No	No

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Pure Storage, Inc.	6/15/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
PVH Corp.	6/16/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely based on financial performance, and half of the CEO's equity is performance conditioned. In addition, total CEO pay decreased as compared to compensation for the prior CEO in 2020, and PSUs tied to 2019-2021 performance were forfeited when the threshold goals were not met. However, continued monitoring of long-term incentives is warranted in light of the one-year measurement period for a portion of 2021 PSUs, and given that NEOs' equity awards are primarily time-based.	No	No	No
QIAGEN NV	6/23/2022	Management	Yes	3	Approve Remuneration Report	For	For	For	For	A qualified vote FOR is warranted because * Increased disclosure on the retrospective performance achievement for both the STI and LTI performance cycles, with clear disclosure on how payouts related to performance and respective targets; * Company responsiveness to shareholder feedback and addressing a number key concerns previously raised (i.e. RSUs exchanged for PSUs only, three-year performance periods for future LTI grants, increased weighting of ESG targets, and reduced change-of-control legacy clauses). However, this is not without some level of concern for the settled LTI being based on one-year performance. The company however argued that this is due to the exceptional market environment due to Covid19.	No	No	No
QUALCOMM Incorporated	3/9/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned at this time and a majority of annual and long-term incentives are based on pre-set financial metrics.	No	No	No
Quanta Services, Inc.	5/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted. The payment of an excessive perquisite related to the personal use of corporate aircraft offers an executive access to substantially valued non-performance based compensation. In addition, the company continues to offer single-trigger award arrangements in the compensation plan.	Yes	Yes	No
Quest Diagnostics Incorporated	5/18/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Quidel Corporation	5/16/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Raymond James Financial, Inc.	2/24/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	This proposal warrants a vote FOR. While shareholders may prefer to see a compensation program more concretely tied to specific performance achievement, pay and performance appear to be reasonably aligned at this time.	No	No	No
Rayonier Inc.	5/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Raytheon Technologies Corporation	4/25/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time. Furthermore, payouts under the annual incentive were commensurate with company performance for the year under review, and a majority of the LTI awards are performance contingent. Moreover, all PSU metrics will utilize multi-year goals in 2022.	No	No	No
Realty Income Corporation	5/17/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on clearly disclosed objective performance metrics, and the relative TSR metric targets above-median performance. Additionally, the one-time equity awards granted in connection with the closing of the recent transaction are conditioned on clearly disclosed performance objectives.	No	No	No
Regal Rexnord Corporation	4/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Regeneron Pharmaceuticals, Inc.	6/10/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company paid an excessive amount for the CEO's automobile perquisites. * The total amount of perquisite compensation reported for the CEO is excessive. * The company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Regions Financial Corporation	4/20/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of LTI awards are earned based on multi-year performance, while the annual program is predominately based on pre-set, financial performance goals, and pay and performance are reasonably aligned for the year in review.	No	No	No
Reinsurance Group of America, Incorporated	5/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The increase in pay for the year in review is due to an off-cycle one-time equity grant, which comes amid multiple years of forfeited performance equity. The one-time grant, which was only half based on performance-conditioned equity and does not disclose any forward-looking targets, appears to also have a relatively short performance period, and both the time-vesting and performance-vesting portions of the award can vest within two years of grant. There is an expectation that one-time awards utilize rigorous goal targets and are predominately performance-based over a long-term performance period. In the annual pay program, the annual bonus replaced a financial goal with a strategic scorecard with disclosure concerns, and multiple financial goals were set below the prior year's actual performance. The LTI mix also lowered the portion that was based on performance-conditioned equity, an action that shareholders generally disfavor.	Yes	No	No
Reliance Steel & Aluminum Co.	5/18/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
RenaissanceRe Holdings Ltd.	5/16/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Repligen Corporation	5/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Republic Services, Inc.	5/16/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are aligned.	No	No	No
Rexford Industrial Realty, Inc.	6/13/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Reynolds Consumer Products Inc.	4/27/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
RH	6/30/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company has change-in-control arrangements with certain executives that include excessive severance provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks compensation-related risk mitigating measures, including a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Rivian Automotive, Inc.	6/6/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. NEOs received outsized equity awards in 2021 prior to the IPO. While the majority of the CEO's grant requires the achievement of performance criteria, the value of the grants appear excessive in value, particularly given the CEO's existing holdings in the company. Additionally, awards to other NEOs were entirely time-vesting. Further, the company modified awards to allow for potential vesting acceleration in connection with a termination of employment, which resulted in sizable increases to the value of the grants.	Yes	No	No
Robert Half International Inc.	5/18/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentive awards are based entirely on pre-set financial goals, and long-term incentives are entirely performance-based.	No	No	No
Rockwell Automation, Inc.	2/1/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, including a majority of LTI being time-based, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No



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Roper Technologies, Inc.	6/15/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time.	No	No	No
Ross Stores, Inc.	5/18/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance were reasonably aligned for the year in review, and both the annual and long-term incentive plans were in the process of returning to the pre-pandemic formula-driven quantitative approach.	No	No	No
Royalty Pharma Plc	6/23/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company is externally managed and has provided sufficient information regarding compensation arrangements between the NEOs and the external manager. The company discloses the total pay that each NEO received from the manager, the breakdown of fixed and variable pay, and discloses that the manager uses discretion to determine the value of variable pay.	No	No	No
Royalty Pharma Plc	6/23/2022	Management	Yes	14	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the recommendation on the U.S. Accordingly, a vote FOR this proposal is warranted.	No	No	No
Ryder System, Inc.	5/6/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
S&P Global Inc.	5/4/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay and company performance are reasonably aligned, and the majority of CEO pay is conditioned on objective financial performance metrics. Additionally, the majority of the CEO's equity award is conditioned on clearly disclosed long-term financial performance goals.	No	No	No
Sage Therapeutics, Inc.	6/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the compensation committee demonstrated adequate responsiveness to the prior year's low say-on-pay vote result, an unmitigated pay-for-performance misalignment exists for the year in review. There are concerns regarding the structure and disclosure of the CEO's new hire awards, which are amplified given the magnitude. Although the majority of the award is based on the achievement of certain milestones, many investors may expect a greater weighting ascribed to performance-vesting given the magnitude. In addition, the proxy does not clearly disclose the weighting of each milestone, the quantified revenue target, or a timeframe under which the milestones need to be achieved. Further, the proxy does not disclose the award is intended to cover multiple years.	Yes	No	No
Salesforce, Inc.	6/9/2022	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of security-related perquisite to the CEO.	Yes	Yes	No
Sarepta Therapeutics, Inc.	6/2/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
SBA Communications Corporation	5/12/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and long-term incentives are chiefly performance-conditioned. Some concerns remain related to the degree of subjectivity utilized in the annual incentives, the lack of a payout cap when absolute TSR results are negative, and the use of the AFFO per share metric in both incentive plans.	No	No	No
Schlumberger N.V.	4/6/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are primarily performance-based and long-term equity awards rely on multi-year performance periods. However, the company's practice of targeting total NEO compensation at above-median levels warrants further monitoring.	No	No	No
Schneider National, Inc.	4/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The CEO's annual bonus was entirely based on pre-set financial metrics, and his equity award was granted with a target mix of half performance-based equity utilizing multi-year goals. Further, a prior LTI grant did not vest when performance targets were not met.	No	No	No
Science Applications International Corporation	6/8/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Seagen Inc.	5/13/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
Sealed Air Corporation	5/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While pay and performance were reasonably aligned for the year in review, the compensation committee did not demonstrate sufficient responsiveness to last year's low say-on-pay vote. Although the proxy describes meetings with shareholders and cites their feedback, the committee did not make changes to the pay program nor disclose a robust commitment not to repeat an action that investors found concerning.	Yes	No	No
SEI Investments Company	6/1/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Sempra Energy	5/13/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The change in pension value again constituted a large portion of the CEO's reported pay, though the committee also increased his long-term incentive opportunity without specific rationale. However, concerns regarding the pay-for-performance misalignment were mitigated for the year in review. The annual incentive program primarily relied on a financial metric with a target set above actual performance in the prior year, and while a portion of long-term incentives target merely median TSR, the closing cycle TSR-based awards were earned below target, consistent with underperformance. Lastly, while CEO pay increased again in FY21, investors may expect reported pay levels to decline as the CEO's SERP valuation stabilizes.	No	No	No
Service Corporation International	5/4/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of personal use of corporate aircraft and miscellaneous perquisites to the CEO.	Yes	Yes	No
ServiceNow, Inc.	6/9/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. NEOs received sizable one-time option awards in FY21 in addition to their regular annual LTI awards. While the options maintain performance vesting conditions, the magnitude of the grants is excessive, particularly for the CEO at approximately \$200 million. The CEO's regular incentive opportunities were also increased in FY21, further compounding pay magnitude concerns. In addition, while the annual and long-term incentives are primarily performance-based for FY21, certain concerns remain regarding the lack of disclosure of performance metric achievement and the continued over-reliance on a single performance measurement period for both programs. Further, while the company provided disclosure about the rationale, the continued use of primarily one-year performance periods under the LTI program is concerning, particularly as shareholders have expressed a desire for long-term performance metrics under the program and a new three-year relative TSR metric only applies to a fraction of the annual LTI awards.	Yes	No	No
Signature Bank	4/27/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives primarily rely on pre-set objective measures with reasonable disclosure of qualitative metric details. In addition, the long-term incentives are primarily performance-based, utilize multi-year performance periods, set target payouts for relative metrics at above median performance, and cap the award payouts for negative absolute results over the performance period.	No	No	No
Silgan Holdings, Inc.	5/31/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Simon Property Group, Inc.	5/11/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
SiteOne Landscape Supply, Inc.	5/11/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Six Flags Entertainment Corporation	5/11/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned at this time.	No	No	No

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Skilz Inc.	5/12/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. Some concerns are raised with the executive compensation program, such as discretionary bonuses and a majority of NEO awards (other than the CEO) being time-vesting. The CEO received an entirely performance-based award which was even larger than the award received during fiscal 2020, and the size of the awards in consecutive years is concerning. However, the board determined to cancel the award after fiscal year end, eliminating concerns with the award size. Continued monitoring is warranted, especially if a similar award is granted in the future.	No	No	No
Skyworks Solutions, Inc.	5/11/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Following a failed say-on-pay vote result, the compensation committee disclosed engagement efforts with shareholders as well as the feedback received in these engagements. The proxy also notes meaningful commitments and pay program changes that were made in response to these shareholder concerns. Additionally, pay and performance are sufficiently aligned for the year in review. Annual and long-term incentives are primarily performance-based, with half of the performance shares utilizing a multi-year performance period. While the annual incentives continue to rely on semi-annual periods, the committee indicates its intention to return to an annual period once market conditions stabilize. However, the relative TSR equity awards continue to lack a payout cap for negative absolute TSR results.	No	No	No
SLM Corporation	6/21/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Smartsheet Inc.	6/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	While the STI pool was funded based on objective metrics, the proxy could improve disclosure around the factors that determine individual NEO award allocations. Larger concerns are raised regarding the company's equity award practices. Specifically, the CEO's LTI value was relatively large, even after accounting for the impact of a change in grant timing, and the entirety of long-term incentives lacked performance vesting criteria. In light of these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
Snap-on Incorporated	4/28/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concern is raised regarding the significant weighting given to subjective metrics in the annual incentive program, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
SolarWinds Corporation	5/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's pay was relatively high in connection with his hiring. A portion of his new hire awards were initially performance-based but these awards were subsequently converted into a larger number of time-vesting awards. Further concerns are raised given that for fiscal 2021, bonuses were largely discretionary and equity awards were entirely time-vesting.	Yes	No	No
Sonoco Products Company	4/20/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified, and pay and performance are reasonably aligned at this time.	No	No	No
Southwest Airlines Co.	5/18/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Spirit AeroSystems Holdings, Inc.	4/27/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Annual incentives remained determined largely by objective metrics, with below-target awards corresponding to recent performance. Although there is some concern raised given the majority time-based equity grants in FY21, the company will transition to half performance-conditioned equity grants starting in FY22 and closing cycle performance shares were not earned following below threshold performance, in line with three-year TSR performance. However, votes AGAINST this proposal are warranted because the company provided a large corporate aircraft perquisite to the CEO.	Yes	Yes	No
Spirit Realty Capital, Inc.	5/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Splunk Inc.	6/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's failed say-on-pay vote, the committee demonstrated adequate responsiveness to shareholder concerns. However, although disclosed changes to next year's compensation program eliminate metric overlap in the incentive programs, concerns remain regarding the vesting structure for PSUs. FY22 awards are earned over a single annual performance period with a third of awarded shares vesting immediately, and changes for next year's awards continue to allow for annual payouts of fully vested shares, undermining the long-term nature of the program. Further concerns are raised by the structure and magnitude of new hire cash and equity awards granted to two NEOs, rendering them the highest and third-most highly compensated executives in the company for FY22. These awards include significant make-whole awards, paid in cash and subject to only limited repayment requirements, in addition to relatively large equity awards. Investors may question the necessity of paying multiple executives at the level of a CEO. Furthermore, concerns are raised as several NEOs received notable tax gross-up payments. Accordingly, a vote AGAINST this proposal is warranted.	Yes	No	No
SS&C Technologies Holdings, Inc.	5/11/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made a sizable cash payment to a former NEO upon his voluntary resignation, which is a problematic pay practice. Furthermore, the annual bonus payout value was relatively large and entirely discretionary, lacking any payout formula or targets. There are also concerns regarding a lack of forward-looking goal disclosure and the grant practice of targeting a number of shares instead of a grant value, which is not common market practice. Finally, a non-CEO NEO was compensated above the company's peer group median CEO value, which warrants continued monitoring.	Yes	No	No
Stanley Black & Decker, Inc.	4/22/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives are largely based on pre-set financial measures. In addition, the majority of equity awards are performance based, with an increase in the percentage of performance shares from the prior year. However, concerns remain regarding the continued use of an annual performance measurement period for portions of the award, as well as utilization of annual EPS metrics under both LTI and STI programs.	No	No	No
Starbucks Corporation	3/16/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company was adequately responsive to shareholder concerns following a failed say-on-pay vote result. Further, pay and performance appear relatively aligned for the year in review. The company made improvements to its disclosure of individual goals in the STI, while a majority of the LTI is based on performance-conditioned equity.	No	No	No
Starwood Property Trust, Inc.	4/28/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While many EMLs do not provide sufficient disclosure for shareholders to assess the say-on-pay proposal, STWD provides information on the magnitude of pay, breakdown of fixed/variable compensation, and performance metrics used to determine incentive pay. This disclosure lends greater transparency and enables shareholders to make a reasonable assessment of executive pay.	No	No	No

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State Street Corporation	5/18/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Annual incentive determinations are guided by a corporate performance assessment and individual performance modifier, but are ultimately determined discretionarily, which raises some concern. While this issue warrants continued monitoring, there are sufficient mitigating factors. Specifically, CEO pay and company performance are reasonably aligned for the year in review, and the increase in the CEO's incentive awards directionally aligns with generally improved company performance. Further, the CEO's incentives are delivered entirely in equity-based pay, and his long-term incentives are predominantly performance-conditioned with clearly disclosed multi-year goals. On balance of these factors, a vote FOR this proposal is warranted, with caution. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure and outcomes.	No	No	No
Steel Dynamics, Inc.	5/5/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.	No	No	No
Stericycle, Inc.	5/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Stifel Financial Corp.	6/13/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
STORE Capital Corporation	5/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. After receiving relatively low support for the 2021 say-on-pay proposal, the company engaged with investors and shareholder feedback is disclosed in the proxy statement. In response, the board made commitments that address shareholder concerns. Further, pay and performance are reasonably aligned at this time.	No	No	No
Stryker Corporation	5/4/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Sun Communities, Inc.	5/17/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
SVB Financial Group	4/21/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, though some concerns are highlighted and warrant continued monitoring. In particular, shareholders would benefit from improved disclosure of the annual incentive payment determinations as they are largely determined by discretion. Nonetheless, pay outcomes were reasonably aligned with company performance for the year in review and half of equity awards were subject to multi-year performance goals.	No	No	No
Switch, Inc.	6/10/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Sylvamo Corporation	5/16/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Synchrony Financial	5/19/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were primarily based on objective financial metrics and a majority of equity awards were performance-based, with a multi-year measurement period.	No	No	No
Syneos Health, Inc.	5/25/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Synopsys, Inc.	4/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual long-term incentives are entirely based on objective, pre-set goals, and starting from fiscal year 2022, the long-term incentives will rely on two-year performance goals instead of annual goals in the next fiscal year.	No	No	No
Synovus Financial Corp.	4/27/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No



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T. Rowe Price Group, Inc.	5/10/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as CEO Stromberg's "all other compensation" for 2021 included a significant amount of tax gross-up related to Hart-Scott-Rodino fees. The company did not provide adequate explanation regarding the gross-up payment. Furthermore, there are ongoing concerns regarding the discretionary nature of the short-term incentive program, with limited disclosure of the key determinants of bonus levels.	Yes	Yes	No
Tandem Diabetes Care, Inc.	5/25/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Targa Resources Corp.	5/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Target Corporation	6/8/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of life insurance and personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
TD SYNnex Corporation	3/15/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Teledyne Technologies Incorporated	4/27/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay remains conditioned on clearly disclosed objective performance metrics.	No	No	No
Teleflex Incorporated	4/29/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are almost entirely performance-based. However, some concerns are noted regarding the structure of the long-term equity awards, including the primarily time-based composition and utilization of annual performance periods.	No	No	No
Tempur Sealy International, Inc.	5/5/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company paid an excessive tax gross-up on an excessive perquisite of the CEO's personal use of aircraft.	Yes	Yes	No
Teradata Corporation	5/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Teradyne, Inc.	5/13/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Terminix Global Holdings, Inc.	5/23/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.	Yes	Yes	No
Texas Instruments Incorporated	4/28/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company continues to grant annual incentive awards according to a non-formulaic subjective review of company performance, and the long-term incentive awards are entirely time-based, lacking any long-term performance conditions. Nevertheless, CEO pay and company performance remain reasonably aligned at this time.	No	No	No
Textron Inc.	4/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The STI program was based entirely on pre-set objective metrics with a clearly disclosed payout formula and target goals. The LTI program was targeted to award half performance equity that now utilizes a three-year performance period, in response to investor feedback. Further, the compensation committee used its discretion to lower the vesting percentage of a previously granted PSU award. However, continued monitoring of the company's goal-setting practices is warranted, as a financial metric target in the STI was set below the prior year's actual performance, while no forward-looking targets in the LTI are disclosed.	No	No	No
TFS Financial Corporation	2/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provides an excessive amount for the CEO's financial/tax planning and enhanced life insurance perquisites; offers equity awards that allow for auto-accelerated vesting upon a change-in-control event; and lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No

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The AES Corporation	4/21/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although a concern is noted with respect to goal rigor under the long-term incentive program, short- and long-term incentives are sufficiently performance-based and pay and performance are reasonably aligned for the year under review.	No	No	No
The Allstate Corporation	5/24/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some concern regarding STI structure and goal rigor. Although the STI pool is funded formulaically, individual payouts are ultimately discretionary. In addition, the company does not disclose forward-looking goals for one LTI metric or a cap on relative TSR vesting if absolute TSR is negative. However, the CEO received an STI payout at the formulaic funding level, consistent with past practice, and the committee provides a reasonable rationale for setting certain targets below 2020 results. In addition, the company targets a majority of equity awards as multi-year performance shares, the LTI metric for which goals are not disclosed is growth-based, and the relative TSR metric targets outperformance. On balance of these factors, a vote FOR this proposal is warranted, with caution. Continued close monitoring of STI goal rigor and discretionary payout determinations is warranted.	No	No	No
The Bank of New York Mellon Corporation	4/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Shareholders would benefit from improved disclosure of adjustments made to closing-cycle performance shares and should continue to monitor pay outcomes in light of the degree to which discretion may ultimately influence awards. However, these concerns have not resulted in a quantitative pay-for-performance misalignment for the year in review, the CEO's equity awards are largely subject to multi-year performance goals, and performance shares for the most recently completed performance period were earned below target.	No	No	No
The Boeing Company	4/29/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Notwithstanding some concerns about goal rigor for the annual incentive program and a decline in the percentage of long-term incentives that is performance-based, annual incentives are predominantly based on disclosed financial and operational metrics, and a majority of long-term incentives (at Public Fund Advisory Services valuations) are in the form of premium-priced stock options.	No	No	No
The Boston Beer Company, Inc.	5/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
The Carlyle Group Inc.	5/31/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The annual incentive program does not utilize specific metrics with pre-set target goals or individual weightings, and a significant portion of the CEO's bonus, and the entire bonus for the other NEOs, was determined by the committee's discretionary assessment of corporate and individual performance. Further, the proxy does not disclose a meaningful cap on the CIO's carried interest payment, which increased significantly year-over-year. The CEO's total target LTI award value was significantly elevated due to a new strategic equity award that was granted in addition to an annual performance-based RSU grant under another ongoing program. Although the CEO's awards were entirely performance-based, both programs utilized one-year performance periods, and the new strategic equity award was tied to the same metric and target as the ongoing performance-based RSUs, essentially providing multiple payouts for the same single achievement.	Yes	No	No
The Charles Schwab Corporation	5/17/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
The Chemours Company	4/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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The Coca-Cola Company	4/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Annual incentives are primarily determined by financial growth metrics, and the majority of long-term incentives are performance-based with goals clearly disclosed. In addition, an increase in CEO pay is driven by a one-time award that is entirely performance conditioned, with fully disclosed goals that appear to be rigorous. However, disclosure around the rationale for the CEO's special award in the proxy statement is somewhat limited. Moreover, the company entered into a consulting agreement with a former NEO which provides for excessive compensation, which is considered a problematic pay practice.	Yes	No	No
The Cooper Companies, Inc.	3/16/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. With the introduction of performance-based equity for 2021, the majority of both long-term and short-term incentives are performance-based, with a focus on financial metrics. However, concerns are noted regarding the significant use of discretion under the annual incentive program, and the lack of performance conditions on the retention awards granted to certain NEOs.	No	No	No
The Goldman Sachs Group, Inc.	4/28/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEO's life insurance, and automobile and tax planning-related perquisites.	Yes	Yes	No
The Hanover Insurance Group, Inc.	5/10/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Hartford Financial Services Group, Inc.	5/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive corporate aircraft perquisite to the CEO.	Yes	Yes	No
The Hershey Company	5/17/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While some concern remains regarding the relative TSR metric used for performance shares, as it targets median performance and does not include a payout cap if absolute TSR is negative, annual incentives are linked to pre-set financial metrics and equity awards are primarily performance-based.	No	No	No
The Home Depot, Inc.	5/19/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and the majority of pay is conditioned on objective financial performance metrics.	No	No	No
The Howard Hughes Corporation	5/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Interpublic Group of Companies, Inc.	5/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily based on pre-set corporate goals, although some concern exists about the partial disclosure surrounding goals and supplemental awards to NEOs.	No	No	No
The Kraft Heinz Company	5/5/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. A significant portion of the STI payout is based on individual performance with limited disclosure of metric performance, while the financial metric target was set below the prior year's actual performance without a corresponding decrease in target payout. In addition, each executive's target bonus opportunity was relatively high. Though some improvements were made to the LTI program, including an increased performance period, a majority of the annual equity grant is still in time-vested equity, and the relative TSR target was not disclosed. Furthermore, each non-CEO NEO received a special equity grant in FY21, which one NEO received for the second consecutive year.	Yes	No	No
The Kroger Co.	6/23/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are tied to pre-set financial metrics and half of equity awards are performance based and utilize a multi-year performance period.	No	No	No

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The Mosaic Company	5/19/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-ups for the CEO's aircraft-related perquisite. Concerns are also raised with respect to large amount of perquisites and tax gross-ups provided to NEO Ricard.	Yes	Yes	No
The PNC Financial Services Group, Inc.	4/27/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns remain regarding the lack of disclosure and room for discretion under the annual incentive plan, which makes it difficult to determine the overall rigor of the performance metric, CEO pay and company performance remain relatively aligned as the majority of CEO pay remains conditioned on financial performance.	No	No	No
The Progressive Corporation	5/13/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the lack of disclosure of specific performance targets under the annual incentive plan makes it difficult for shareholders to assess its rigor, CEO pay and company performance remain reasonably aligned at this time. Additionally, the majority of the CEO's equity awards are conditioned on long-term performance metrics.	No	No	No
The Scotts Miracle-Gro Company	1/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
The Sherwin-Williams Company	4/20/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While this is the second year in a row that the committee discretionarily adjusted STI payouts, the rationale and magnitude of these adjustments appear reasonable and pay and performance were reasonably aligned for the year in review. Shareholders should continue to monitor the STI program for additional discretionary adjustments in future.	No	No	No
The Southern Company	5/25/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. A majority of the CEO's pay is conditioned on objective performance metrics, and the compensation committee used its discretion to decrease the CEO's awards under both the annual incentive plan and the recently completed long-term incentive plan during the year in review.	No	No	No
The Timken Company	5/6/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The TJX Companies, Inc.	6/7/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. A significant increase in reported CEO pay was driven by discretionary adjustments to multiple cycles of previously granted PSUs, and concerns regarding the \$9.4 million in incremental value attributed to the 2019-2021 PSU adjustment are compounded by the additional \$2.7 million in value related to the adjustment of the 2020-2022 PSUs. Investors generally do not view the modification of previously granted incentive awards to be an appropriate response to the pandemic and may be particularly concerned by consecutive adjustments that increased payouts. Further, annual incentive awards were earned near maximum and a significant portion of payouts were determined based on the compensation committee's subjective assessment of performance.	Yes	No	No
The Toro Company	3/15/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is identified, a vote FOR this proposal is warranted as pay and performance are reasonably aligned.	No	No	No

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The Trade Desk, Inc.	5/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as there are several significant concerns with respect to executive pay and factors cannot be identified that sufficiently mitigate a pay-for-performance misalignment for the year under review. Significant concern is raised with a special stock option award granted to the CEO, which, while tied to achieving stock price hurdles, is excessive at \$806.7 million (Public Fund Advisory Services valuation), and the board does not make a firm commitment not to grant the CEO additional equity while the options are outstanding. In addition, although annual incentives were formulaically determined based on a revenue goal that appeared to be rigorous, the CEO received an additional discretionary cash bonus that was sizable and lacks disclosure. The regular annual LTI program is also not sufficiently performance-based as awards lack any performance conditions.	Yes	No	No
The Travelers Companies, Inc.	5/25/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although the pay program remains relatively unchanged, an unmitigated pay-for-performance misalignment exists for the year in review. The majority of long-term incentives are based on clearly disclosed multi-year goals, however, the value of the CEO's performance year equity award increased while long-term TSRs lagged the S&P 500. In addition, while the annual bonus payout is informed by certain financial metrics with disclosed targets, payouts are ultimately discretionarily determined. Further, the proxy does not disclose target or maximum STI opportunities, threshold or maximum goals, or per-metric weightings. Investors increasingly prefer an STI structure that emphasizes objective and transparent determinations, and the lack of such key disclosures limits transparency into pay decisions, which is particularly important in years in which a quantitative pay-for-performance misalignment is identified.	Yes	No	No
The Walt Disney Company	3/9/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. While meaningful improvements were made to address shareholders' concerns following last year's low say-on-pay vote, and pay and performance were reasonably aligned for the year in review, certain concerns are raised regarding goal-setting that warrant continued monitoring. In the annual incentive program, two financial targets were set well below actual performance in the prior year, without corresponding reductions to payout opportunities. In addition, improved disclosure would benefit shareholders, as a portion of long-term incentives also use undisclosed annual ROIC targets. Furthermore, concerns are raised with respect to the inordinate corporate aircraft-related perquisite provided to the CEO.	Yes	Yes	No
The Wendy's Company	5/18/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Western Union Company	5/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	On balance, a cautionary vote FOR this proposal is warranted. Certain concerns are identified with respect to pandemic-related changes to the way annual and LTI goals are measured. In addition, greater disclosure surrounding strategic and individual goals and achievements under the annual incentive plan would benefit shareholders. However, there are mitigating factors for the year in review. Pay is elevated for the new CEO due to make-whole cash and equity awards granted to compensate him for awards he forfeited by leaving his former employer. In addition, annual and long-term awards are predominantly tied to objective performance metrics and goals appear reasonably rigorous, as STI financial metrics are growth-based and the relative TSR target and maximum goals require outperformance.	No	No	No
The Williams Companies, Inc.	4/26/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. LTI awards are predominantly performance-based with rigorous forward-looking goals disclosed and the STI is entirely based on pre-set, objective metrics..	No	No	No
Thermo Fisher Scientific Inc.	5/18/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal aircraft use perquisites to the CEO.	Yes	Yes	No



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Toll Brothers, Inc.	3/8/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
TopBuild Corp.	5/2/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Tractor Supply Company	5/11/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.	Yes	Yes	No
Trane Technologies Plc	6/2/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned for the year in review. The new CEO's one-time promotional equity award is half performance conditioned, regular equity grants remain half performance conditioned, and annual incentives remain based primarily on financial performance metrics. Nevertheless, shareholders would benefit from increased disclosure regarding the performance objectives utilized under the individual performance and ESG modifiers for the annual incentive plan, as well as more rigorous relative metrics under the long-term incentive plan, as current metrics target mere median performance.	No	No	No
TransUnion	5/11/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are identified at this time. Continued monitoring is warranted as cash incentives were earned at maximum when several performance targets were set below prior year actual performance.	No	No	No
Travel + Leisure Co.	5/18/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted the company provided an excessive amount for the CEO's auto-related and financial planning perquisites. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Trex Company, Inc.	5/5/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Trimble Inc.	5/25/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review.	No	No	No
Truist Financial Corporation	4/26/2022	Management	Yes	23	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. In particular, both the annual and long-term incentive programs are predominantly based on pre-set objective measures with outcomes commensurate with company performance.	No	No	No
Twilio Inc.	6/22/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance and reasonably aligned and no significant concerns were identified at this time.	No	No	No
Twitter, Inc.	5/25/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, due to disclosure and incentive program design concerns. The LTI program's financial component utilizes only a one-year measurement period and shares a metric with the STI program. The LTI program's relative TSR metric targets merely median performance and the proxy does not disclose a vesting cap for negative absolute TSR. Further, the new CEO received a large promotion award that lacks performance-vesting criteria. Some investors may question the magnitude and design of special one-time awards to NEOs, which carry significant stock appreciation targets but do not also require relative TSR outperformance. Finally, the STI program has poor disclosure around diversity targets and individual performance assessments.	Yes	No	No
Tyler Technologies, Inc.	5/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No

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U.S. Bancorp	4/19/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, though some concerns are highlighted and warrant continued monitoring. In particular, shareholders would benefit from improved disclosure of STI performance goals and some shareholders may prefer a performance share design that utilizes a true multi-year performance period. Nonetheless, both the annual and long-term programs are largely linked to objective financial goals and pay and performance were reasonably aligned for the year in review.	No	No	No
Uber Technologies, Inc.	5/9/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the excessive amount of security-related and travel perquisites provided to the CEO. Further, equity award arrangements provide for automatic accelerated vesting upon a change-in-control. There are also concerns regarding the significant use of subjective metrics in annual incentive awards.	Yes	Yes	No
UDR, Inc.	5/19/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were largely based on pre-set measures. Annual equity awards were entirely performance-based, largely being earned based on multi-year measures with forward-looking goal disclosure. While the CEO received a special retention equity award, the earnouts are contingent on share price hurdles, half of which are considered strongly performance based.	No	No	No
UGI Corporation	1/28/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ulta Beauty, Inc.	6/1/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were based on a financial metric, and the company targeted half of equity awards as performance conditioned.	No	No	No
Ultragenyx Pharmaceutical Inc.	6/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Under Armour, Inc.	5/11/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to following problematic pay practices: * An inordinate amount of personal use of corporate aircraft perquisite to the CEO; * Lack of risk-mitigating policies; and * Lack of long-term performance metrics.	Yes	Yes	No
Union Pacific Corporation	5/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
United Airlines Holdings, Inc.	5/25/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide significant tax gross-up for the CEO's personal use of aircraft perquisite.	Yes	Yes	No
United Parcel Service, Inc.	5/5/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concern remains regarding the rigor of target setting, as certain metrics had targets set lower than previous year results. Nonetheless, annual incentives are tied to pre-set financial metrics, and equity awards are primarily performance-conditioned and use multi-year performance periods.	No	No	No
United Rentals, Inc.	5/5/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial goals, while equity awards are chiefly performance conditioned. However, some concerns remain regarding the lack of multi-year performance periods in the LTI program.	No	No	No
United States Steel Corporation	4/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted in light of the large corporate aircraft perquisite provided to the CEO.	Yes	Yes	No
United Therapeutics Corporation	6/27/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the CEO's base salary remains relatively high, annual incentives were based on objective financial and operational goals, with financial targets that appear rigorous. In addition, in accordance with its stated commitment and in response to shareholder feedback, the committee did not grant equity awards to the NEOs in FY21.	No	No	No

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UnitedHealth Group Incorporated	6/6/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the total amount of perquisite compensation reported for certain executives is considered excessive, notably life Insurance and other aggregate perquisites. Additionally, the company uses above-median benchmarking for certain pay elements.	Yes	Yes	No
Univar Solutions Inc.	5/5/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time	No	No	No
Universal Display Corporation	6/23/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's failed say-on-pay vote, the committee demonstrated adequate responsiveness to shareholder concerns. However, although disclosed changes to next year's compensation program will reduce the magnitude of LTI award values and increase the proportion of performance-based equity, significant concerns remain, particularly regarding the long-term incentive program. Neither forward-looking goals for PSU metrics nor performance results and vesting of closing-cycle awards are disclosed, precluding investor assessment of the link between pay and performance for equity awards of significant magnitude. Further, multiple NEOs received total compensation that was greater than total peer median CEO pay and, despite reductions to the value of FY22 LTI awards, one NEO will continue to receive total compensation equal to that of the CEO; investors may question the necessity of paying multiple executives at the level of a CEO. Lastly, the company maintains agreements that contain excise tax gross-up provisions. Accordingly, a vote AGAINST this proposal is warranted.	Yes	No	No
Unum Group	5/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were heavily weighted toward pre-set financial goals. The annual incentive plan is largely based on pre-set financial metrics and the long-term annual incentives are half performance-conditioned with the performance shares utilizing a multi-year measurement period..	No	No	No
US Foods Holding Corp.	5/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. CEO pay is not excessive, and pay and performance are reasonably aligned for the year in review. However, while one-time PRSUs include TSR goals requiring meaningful growth and vest over four years, annual equity awards were entirely time-based. Close monitoring of equity grant practices is warranted, and investors may expect grant values to normalize and for one-time awards not to be repeated in 2022.	No	No	No
US Foods Holding Corp.	5/18/2022	Management	Yes	26	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Valero Energy Corporation	4/28/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company continued to pay an excessive tax gross-up for the CEO's home/personal security benefits in the year under review. CEO pay increased in FY21, primarily driven by a larger equity grant. Long-term incentives are half performance based; however, one-third of performance equity can be earned after just a one-year performance period. Further, performance equity continues to target merely median TSR, a goal that is not considered to be particularly rigorous, and vesting is not capped if absolute TSR is negative. Lastly, investors are advised to monitor the new ESG modifiers in the long-term incentive program, which have resulted in maximum-level adjustments to both of the completed cycles where the modifiers have been applied.	Yes	No	No
Valmont Industries, Inc.	4/26/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Valvoline Inc.	1/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Ventas Inc.	4/27/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given the following: * The company paid a sizable life insurance perquisite and associated tax gross-up to the CEO; * The company maintains an employment agreement with the CEO that contains problematic severance provisions, including a modified single trigger; and * There are structural concerns identified with the STI program changes for FY21, which were implemented due to the pandemic. The program appears largely discretionary, as half of awards were earned based on individual performance and the remainder was based on corporate goals that are mostly described in qualitative terms, with minimal disclosure of pre-set, quantified targets and results. The company's rationale for this structure is not considered compelling for FY21, and the structural concerns identified are not mitigated by discretionary reductions to STI payouts. LTI program concerns are also identified, as the relative TSR metrics target merely the index without a disclosed cap in the event of negative TSR and forward-looking goals for the remaining metrics are not disclosed. Lastly, NEOs received retention awards that lack performance-vesting criteria.	Yes	No	No
Ventas Inc.	4/27/2022	Management	Yes	28	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
VeriSign, Inc.	5/26/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance metrics.	No	No	No
Verisk Analytics, Inc.	5/25/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were largely based on pre-set financial goals and granted equity was targeted to be half performance based	No	No	No
Verizon Communications Inc.	5/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to concerns regarding the excessive nature of CEO perquisites, consisting primarily of large life insurance and financial planning perks.	Yes	Yes	No
Vertex Pharmaceuticals Incorporated	5/18/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although there are structural concerns with the STI and LTI design, a vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.	No	No	No
VICI Properties Inc.	4/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned and no significant concerns were identified at this time.	No	No	No
Victoria's Secret & Co.	5/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Virgin Galactic Holdings, Inc.	6/9/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although CEO pay declined following last year's sizable new hire equity grants, pay remained elevated. Annual incentive awards are predominately based on subjective performance goals, with limited disclosure regarding the committee's assessment of performance. Further, while the committee introduced performance awards for FY21, long-term incentive awards remained majority time-vesting for NEOs. Investors generally expect the majority of equity awards to maintain performance vesting criteria.	Yes	No	No
Virtu Financial, Inc.	6/2/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Visa Inc.	1/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives were sufficiently performance-based, although disclosure of financial metric weightings would be beneficial to assess the rigor of the program. Half of long-term incentives consisted of performance shares. Moreover, performance shares are measured over a multi-year performance period.	No	No	No
Vistra Corp.	5/3/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Vontier Corporation	5/25/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Vornado Realty Trust	5/19/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual bonus pool is funded formulaically, individual payouts are discretionarily determined, and the proxy lacks key disclosures, such as performance targets, the CEO's target opportunity, or per-metric weightings. The redesigned LTI program also raises structural and disclosure concerns. Half of performance awards are primarily earned based on relative TSR metrics that target merely the median, and the remaining half are primarily earned based on annual operational goals for which forward-looking targets are not entirely disclosed. Concerns over the use of an annual measurement period are not substantially mitigated by the existence of a three-year modifier, as the modifier may only reduce awards by up to 30 percent. Furthermore, the company paid an excessive amount for the CEO's automobile perquisites.	Yes	No	No
Voya Financial, Inc.	5/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided inordinate amounts of corporate aircraft use, automobile-related and financial planning perquisites to the CEO.	Yes	Yes	No
Vulcan Materials Company	5/13/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and long-term incentives are chiefly performance-conditioned and linked to multi-year performance periods. With that said, concerns are raised regarding the rigor of the LTI plan's performance shares, as relative TSR targets median performance and there is no disclosed payout cap if absolute TSR is negative.	No	No	No
W. P. Carey Inc.	6/16/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Short-term incentives are based on financial performance, and long-term incentives are half performance-based.	No	No	No
W. R. Berkley Corporation	6/15/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide the executive chairman with problematic lifetime benefits and perks under his supplemental benefits agreement. Furthermore, the company will pay any excise taxes on these benefits, which makes the agreement more concerning.	Yes	Yes	No
W.W. Grainger, Inc.	4/27/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of CEO pay remains conditioned on objective financial performance metrics and CEO pay and company performance appear reasonably aligned at this time.	No	No	No
Walgreens Boots Alliance, Inc.	1/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. In response to last year's failed say-on-pay vote, the proxy included disclosure regarding feedback received from shareholders. However, disclosure of engagement efforts was incomplete and, more concerning, the pay program changes did not fully address the most prominent shareholder concern regarding the use of positive discretion to increase 2020 closing cycle LTI earnouts. Additionally, mitigated pay-for-performance misalignment exists for the year in review. The annual bonus was based on pre-set objective metrics with clear disclosure regarding the payout structure, targets, and actual performance, though a concern is noted regarding the use of an individual performance modifier, particularly given shareholder feedback regarding the use of positive discretion. The long-term incentive program is half performance-conditioned equity, which utilizes a multi-year performance period. Though forward-looking targets were not disclosed, these goals are disclosed retroactively at the end of the performance period. Lastly, the CEO received significant tax gross-ups related to relocation payments.	Yes	No	No
Walmart Inc.	6/1/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Waste Management, Inc.	5/10/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted with regards to the long-term incentive plan, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No



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Waters Corporation	5/24/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. While the company increased the potential impact of the individual performance modifier on annual incentive awards, the majority of CEO pay remains conditioned on objective financial performance metrics.	No	No	No
Webster Financial Corporation	4/28/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
WEC Energy Group, Inc.	5/5/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The metrics underlying the annual incentive awards are clearly disclosed, and the majority of the CEO's equity awards are conditioned on long-term performance.	No	No	No
Wells Fargo & Company	4/26/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's low support for say-on-pay, the committee engaged with shareholders, disclosed specific feedback received, and implemented pay program changes and incremental disclosure improvements. Accordingly, the committee has demonstrated sufficient responsiveness. While the increase in CEO performance year pay is directionally aligned with improved company performance, there are ongoing concerns regarding the impact of committee discretion in ultimately determining incentive payouts, and a lack of key disclosures under the total incentive assessment. Concerns around discretion are underscored by the fact that financial accomplishments highlighted for the FY21 performance year are not entirely consistent with those highlighted in the prior year without specific rationale provided. In addition, the proxy does not disclose quantified pre-set target or maximum goals, nor per-metric weightings, which inhibits investors' ability to assess the pay-for-performance linkage. Lastly, there are ongoing concerns regarding high base salaries for the CEO and other NEOs, and the target goal for the reintroduced relative metric under the LTI program is not considered particularly rigorous. Given these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
Welltower Inc.	5/23/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were largely based on pre-set measures, annual equity grants were majority performance-based, and the special award was entirely performance-based.	No	No	No
West Pharmaceutical Services, Inc.	5/24/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance metrics and the PSU awards are conditioned on clearly disclosed long-term performance goals.	No	No	No
Western Alliance Bancorporation	6/14/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Westinghouse Air Brake Technologies Corporation	5/18/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance appear reasonably aligned.	No	No	No
WestRock Company	1/28/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the increase in CEO pay was due primarily to the sign-on equity grants awarded to the new CEO. While annual incentive targets were set lower than the previous year, both the annual incentive and long-term incentive awards are based primarily on objective financial performance metrics.	No	No	No
WEX Inc.	5/12/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, the pay-for-performance misalignment is mitigated at this time. CEO pay significantly decreased compared to last year, and the short- and long-term programs are primarily performance-based.	No	No	No
Weyerhaeuser Company	5/13/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Whirlpool Corporation	4/19/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance were reasonably aligned for the year in review. STI and LTI awards are primarily performance-based with objective metrics. Concerns are raised as the STI's FCF target was lowered and performance was achieved above maximum for the second year in a row and forward-looking goals for PSUs were not disclosed. Shareholders may therefore wish to continue monitoring incentive program rigor and disclosure.	No	No	No
White Mountains Insurance Group, Ltd.	5/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Although concerns are noted in the LTI program regarding duplicative metrics between the STI and LTI as well as an increase in the CEO's LTI grant value without a disclosed rationale, these concerns are largely mitigated, as the LTI program utilizes a multi-year performance period and discloses rigorous growth goals. The STI program is entirely based on a pre-set financial metric and did not pay out in FY21, which largely aligns with recent company underperformance.	No	No	No
Willis Towers Watson Public Limited Company	6/8/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily based on financial performance, and long-term awards were entirely performance-based and utilized a multi-year measurement period. The lack of disclosure of annual incentive targets and results was mitigated by the company's rationale and plans to include such disclosure for the FY22 awards.	No	No	No
Wintrust Financial Corporation	5/26/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Woodward, Inc.	1/26/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Workday, Inc.	6/22/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The executive pay program lacks a strong connection to objective performance criteria. Annual bonuses were guided by performance assessments, but ultimately determined by committee discretion. Further, equity awards were entirely time-based. These concerns underscore a pay-for-performance misalignment. * The company provided an inordinate amount of security perquisites and total perquisite compensation to the CEO.	Yes	No	No
Wyndham Hotels & Resorts, Inc.	5/11/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Wynn Resorts, Limited	5/5/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company has demonstrated poor responsiveness to low vote support for the 2021 say-on-pay proposal. Specifically, disclosure regarding shareholder feedback is limited and it is not clear that the company has made meaningful changes to the pay program to address shareholders' concerns. In addition, a pay-for-performance misalignment is underscored by the former CEO's high base salary and target STI opportunity, and goal disclosure issues. Further, while annual equity awards were 50 percent performance-conditioned, the newly appointed CEO received a large equity grant that was entirely time-based. Finally, disclosure surrounding transition payments made to the former CEO is not sufficient.	Yes	No	No
Xcel Energy Inc.	5/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns remain regarding auto-accelerated equity vesting, pay and performance are reasonably aligned at this time, and annual incentives and equity awards are primarily based on objective goals.	No	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Xerox Holdings Corporation	5/19/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company failed to demonstrate adequate responsiveness to last year's say-on-pay vote, despite receiving significantly less than majority support. While the company engaged with investors following the annual meeting and disclosed specific shareholder feedback, the committee failed to implement changes to the compensation program so as to sufficiently address the concerns underlying the failed 2021 vote. Below-target payouts on both annual and long-term incentive awards were reasonably in line with performance for their respective performance periods, and although FY21 annual bonuses and equity awards utilize overlapping metrics, metrics are measured over differing performance periods and this overlap has been eliminated for FY22 awards, mitigating pay-for-performance concerns.	Yes	No	No
Xylem Inc.	5/12/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures and the majority of equity awards were performance based and utilized a multi-year measurement period.	No	No	No
YETI Holdings, Inc.	5/5/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned.	No	No	No
YUM! Brands, Inc.	5/19/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, due to significant concerns regarding pay program structure and one-time decisions. The STI payout formula allows for a large increase in total payouts based on the committee's subjective assessment of individual performance. The CEO also has a relatively high maximum STI opportunity that could allow for outsized bonuses. With respect to equity incentives, the entirety of the 2021-23 PSUs are based on a relative TSR metric that targets merely median performance. Moreover, the committee significantly increased the CEO's regular LTI grant value in the same year they awarded a sizable one-time equity award. The special award utilizes only a two-year measurement period and the metric is shared under the annual incentive program. Lastly, the company continues to provide an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	No	No
Zebra Technologies Corporation	5/12/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Zimmer Biomet Holdings, Inc.	5/13/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although the annual pay program is reasonably performance-based, the company made a problematic one-time pay decision after the fiscal year end. In connection with a spinoff, performance equity granted in 2020 and 2021 was converted into time-vested equity, without disclosure of sufficient rationale. In addition, despite the 2020 performance equity tracking to not earn a payout due to underperformance, that grant was determined to vest at 50 percent of target, which undermines a pay-for-performance philosophy.	Yes	No	No
Zions Bancorporation, N.A.	4/29/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Zoetis Inc.	5/19/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives appear to be primarily performance-based and half of the long-term incentives are targeted to be performance based.	No	No	No
Zoom Video Communications, Inc.	6/16/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of security-related perquisite to the CEO.	Yes	Yes	No

										Vote Against Manage ment	Vote Against ISS	Vote Against Policy
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale		
Zscaler, Inc.	1/5/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, driven by concerns surrounding the CEO's equity awards. While the awards are entirely performance-based, they utilize the same financial metrics as the annual incentive plan, are measured over a one-year performance period, and lack disclosure of both targets and actual performance. While the same target number of PSUs was granted as in the previous year, the CEO's FY21 equity grant value was substantially larger than the median total pay of both Public Fund Advisory Services' and the company's selected peers. Most other NEOs' equity awards were only subject to time-based vesting.	Yes	No



## Governance Risk Report

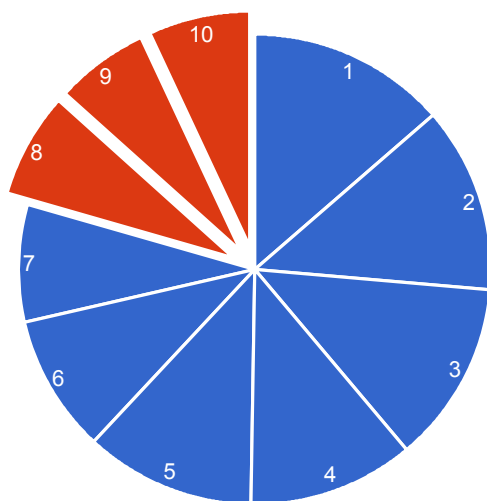
02-Jul-2022

Reporting Period: 01-Apr-2022 to 30-Jun-2022

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



Portfolio Risk by ISS Governance QualityScore



**21%**<sup>2</sup> of the companies within your portfolio that held meetings during the reporting period are high risk, falling within the ISS Governance QualityScore range of **10** through **8**.

### Largest Portfolio Positions with High Governance Risk

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

Company	Ticker	Position Value (USD) <sup>1</sup>	ISS Governance QualityScore	Board Structure Subscore	Compensation Subscore	Shareholder Rights Subscore	Audit Subscore
Alphabet Inc.	GOOGL	83.8 M	10	2	9	10	10
argenx SE	ARGX	36.5 M	8	5	10	3	7
Constellation Software Inc.	CSU	36.4 M	10	10	9	6	9
Barclays Plc	BARC	34.1 M	8	3	8	1	10
LVMH Moët Hennessy Louis Vuitton SE	MC	32.7 M	9	9	9	7	3
Aon plc	AON	29.6 M	8	2	9	8	8
Tencent Holdings Limited	700	24.7 M	10	8	10	3	10
Tencent Holdings Limited	700	24.7 M	10	8	10	3	10
Berkshire Hathaway Inc.	BRK.B	15.8 M	10	10	8	10	10
Bayerische Motoren Werke AG	BMW	12.3 M	8	7	1	9	10
Meta Platforms, Inc.	FB	8.3 M	10	8	10	10	10
NVIDIA Corporation	NVDA	7.4 M	8	9	2	8	10
Toyota Industries Corp.	6201	7.3 M	10	10	9	6	1
JPMorgan Chase & Co.	JPM	6.2 M	9	7	10	1	9
KEYENCE Corp.	6861	5.6 M	8	6	8	3	1

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

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

<sup>2</sup>Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.



Investment Manager Summary

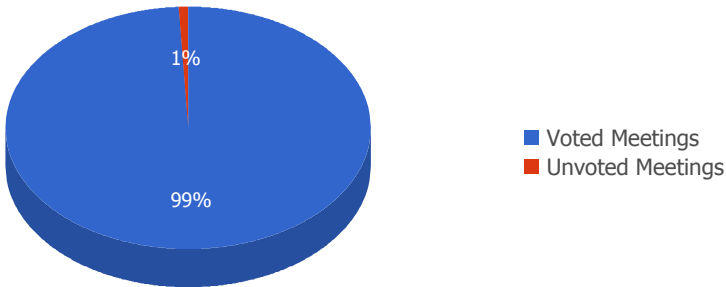
Investment Manager	% Meetings Voted	% of Companies with ISS Governance QualityScore of 8, 9 or 10 <sup>1</sup>	% of Votes Cast Against Management	% of Votes Cast Against ISS Benchmark Policy	% of Votes Cast Against Public Fund Policy
Artisan Partners	95%	22%	5%	3%	12%
DIMENSIONAL FUND ADVISORS INC.	N/A	N/A	N/A	N/A	N/A
Marin County Employees Retirement Association	100%	20%	38%	28%	0%
Morgan Stanley Investment Management- New York #132	98%	11%	7%	4%	10%
PARAMETRIC PORTFOLIO ASSOC	98%	36%	19%	6%	0%
State Street Global Advisors	N/A	N/A	N/A	N/A	N/A
TimesSquare Capital Management, LLC	100%	8%	7%	3%	9%
TOTALS	99%	21%	30%	20%	1%

<sup>1</sup>Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.

Meeting Overview

Category	Number
Votable Meetings	2,428
Meetings Voted	2,409
Proxy Contests Voted	11
Meetings with Against Management Votes	2,041
Meetings with Against ISS Votes	1,630

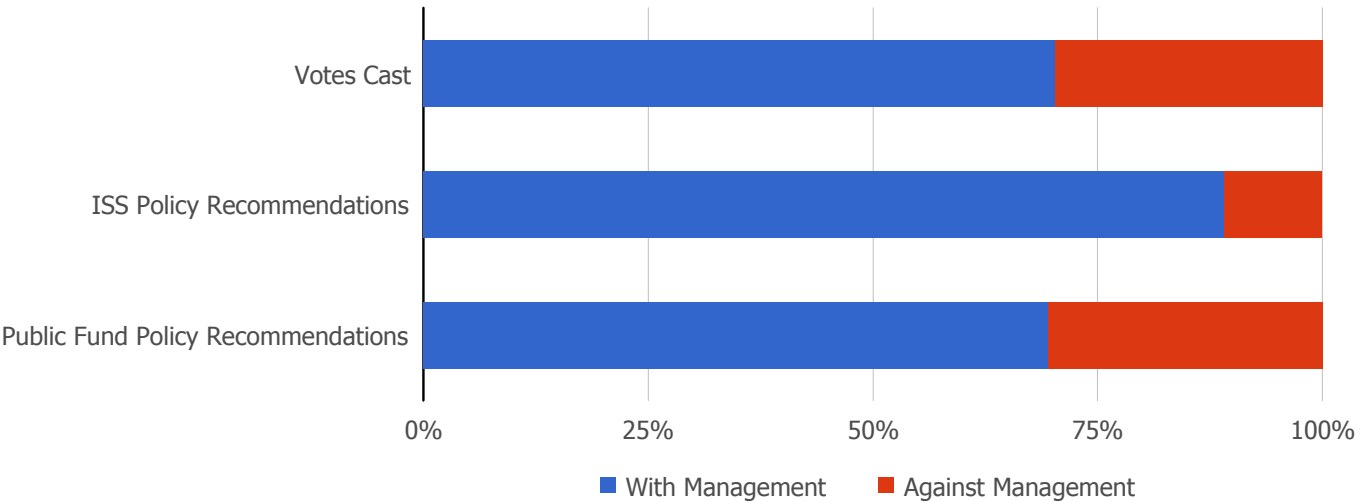
Comparison of Meetings Voted



With 2,428 meetings available to vote during the period, 2,409 were voted, equating to approximately 99% of the votable meetings with close to 1% unvoted.

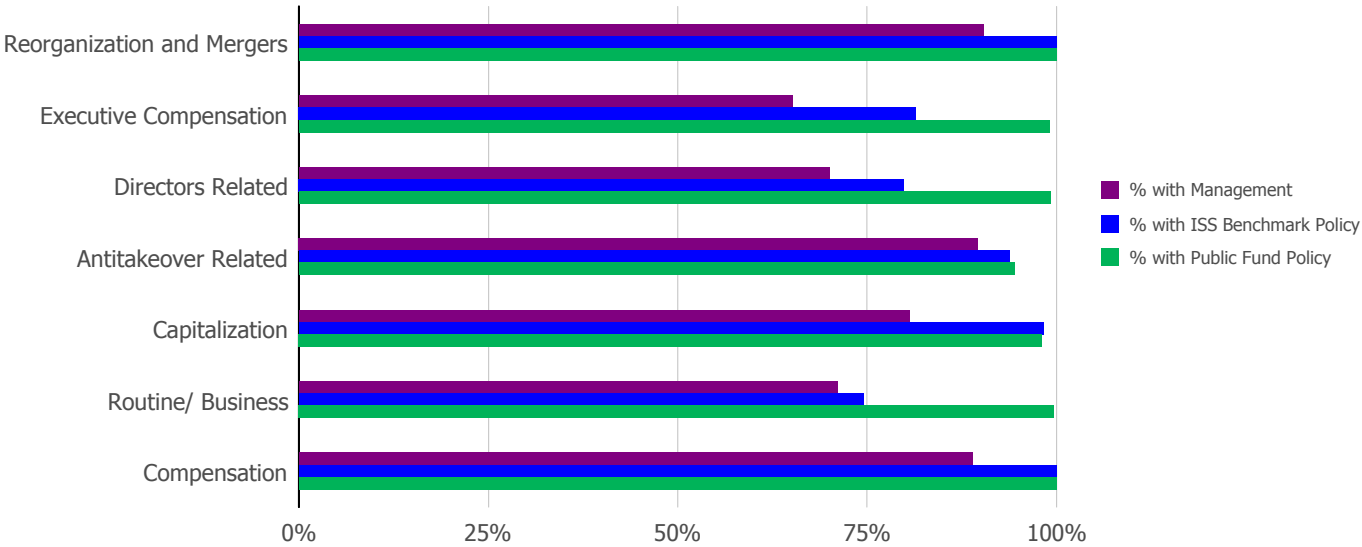
Alignment with Management

- > Comparing vote alignment with management recommendations highlights similarities and differences between investment managers’ governance philosophies and companies’ approach to key corporate governance issues.
- > The votes cast on ballots during the reporting period are aligned with management recommendations in 70% of cases, while the ISS Benchmark Policy recommendations are at 89%.
- > The recommendations of the specialized policy selected as referenced, the Public Fund policy, follow management recommendations for 70% of proposals.



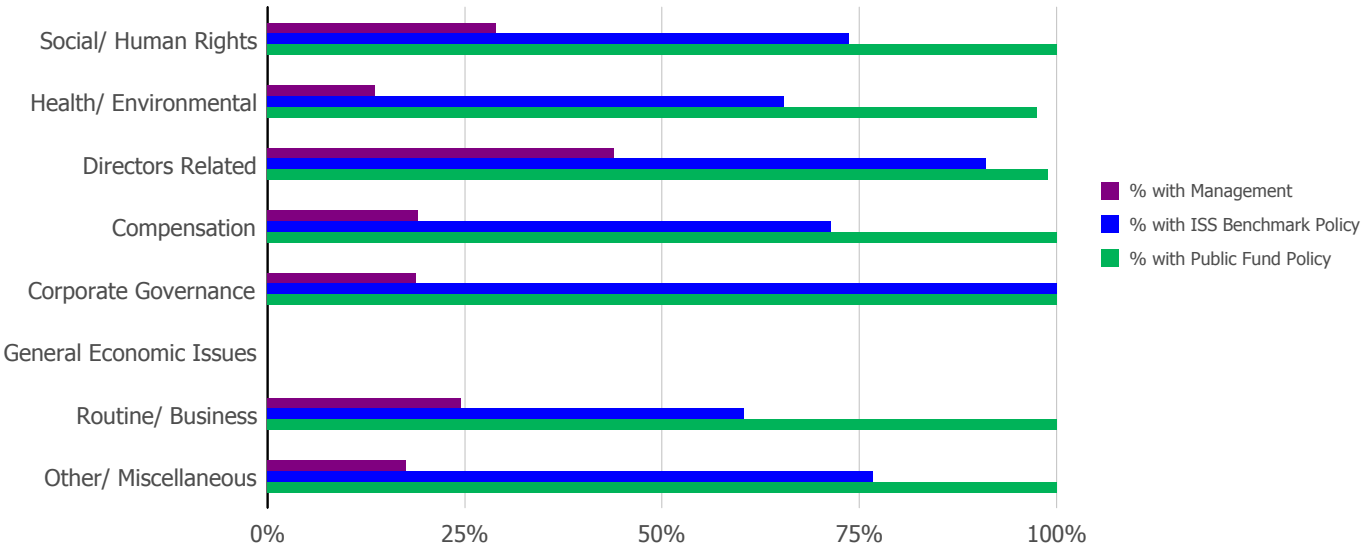
Votes Cast on Management Proposal Categories

- › The breakdown of proposals into the major proposal categories and the comparison of votes cast to management recommendations, ISS Benchmark Policy recommendations and the recommendations of the selected specialized policy, the Public Fund Policy, provide insight into the positioning of votes cast on proposals submitted by management against these benchmarks.
- › Votes cast during the reporting period were least in line with management on Directors Related II matters, where only 29% of votes followed management recommendations.
- › Across categories, votes cast on management proposals show the closest alignment to the Public Fund Policy guidelines.



Votes Cast on Shareholder Proposal Categories

- › Votes cast on shareholder proposals, in opposition to management, reflect support for proposals submitted by shareholders.
- › During the reporting period, has shown the highest level of support for shareholder proposals related to Health/ Environmental, at 89% and the lowest level of support for shareholder proposals related to Directors Related, with 57% of proposals supported in this category.
- › Across categories, votes cast on shareholder proposals show the closest alignment to the Public Fund Policy guidelines.



## Contested Meetings Overview

Company	Ticker	ISS Governance QualityScore	Meeting Date	Position Value (USD)*	ISS Recommended Slate	Slate Voted	Key Takeaways
McDonald's Corporation	MCD	7	26-May-2022	3.3 M	Management	Management	<p>&gt; Carl Icahn, who engaged with MCD prior to the company's 2012 commitment to source pork from producers that do not house pregnant sows in gestation stalls, is nominating two candidates to replace incumbent directors Sheila Penrose and Richard Lenny, the two longest-tenured directors serving on the Sustainability and Corporate Responsibility Committee (SCRC).</p> <p>&gt; On balance, the dissident campaign has not made a sufficient case, on an issue-specific or broader view of ESG, that the immediate replacement of incumbent directors is necessary at this time. However, in recognition of the issues presented and the apparent room for improvement in the company's ESG efforts and communication, cautionary support is warranted for targeted directors Lenny and Penrose. Shareholders should consider this vote within the context of their specific ESG agendas and may wish to engage directly with the SCRC members to determine whether the board is adequately focused on these issues; those who prioritize such concerns may opt to withhold support from these directors as a way of signaling a view that more attention is needed at the board level.</p> <p>&gt; Shareholder support for Item 4 warrants support, as it would further enhance the existing shareholder right to call special meetings.</p> <p>&gt; Support for the shareholder resolution on reducing plastic use (Item 5) is warranted, as shareholders would benefit from additional information on how the company intends to reduce plastic in its business.</p> <p>&gt; Support for the shareholder resolution on overseeing a civil rights audit (Item 8) is warranted as such disclosure would allow shareholders to better assess the civil rights impacts and effectiveness of the company's policies and practices.</p> <p>&gt; Support for the proposal requesting lobbying payments and policy (Item 9) is warranted, as additional disclosure on direct and indirect lobbying and board oversight would help shareholders better assess risks and benefits associated with the company's participation in the public policy process.</p>
Aerojet Rocketdyne Holdings, Inc.	AJRD	5	30-Jun-2022	764,108.5	Management	Management	<p>&gt; Two internal factions – one led by CEO Eileen Drake, and the other by executive chair Warren Lichtenstein – have submitted competing slates to overhaul the eight-member board. The Drake Slate includes Drake, three other incumbent directors (Kevin Chilton, Thomas Corcoran, and Lance Lord), and four new nominees. Although Lichtenstein has the backing of three other incumbent directors, the Lichtenstein Slate itself includes Lichtenstein, one other incumbent director (Martin Turchin), and six new nominees.</p>



							<p>&gt; This contest has its origins in the abandoned transaction with Lockheed Martin, which was announced in December 2020 and scuttled earlier this year. Lichtenstein argues that after announcement of the deal, AJRD deteriorated as Drake prioritized her personal financial interests, and that he was frozen out by Drake after attempting to ensure that AJRD had a contingency plan should the deal not close. Drake instead argues that Lichtenstein was never a true proponent of the transaction, so he sought to undermine the combination and her leadership, with the aim of replacing her with another candidate if the deal broke, thereby allowing him to pursue a self-serving strategy.</p> <p>&gt; This contest is the least desirable way to address the untenable board dynamic that has taken hold at AJRD. However, the deadlock must be addressed as soon as possible. Lichtenstein – who hired and oversaw Drake over several years, during which both were well compensated – has not made a sufficient case that management change is necessary at this point. Drake also has the support of the only long-tenured incumbent directors with no apparent ties to either side, the facts demonstrate that Lichtenstein bears significant responsibility for the organizational rot that enabled this contest, and there are concerns with Lichtenstein's recent actions. Therefore, although either slate would be better than the status quo, a board free from the direct influence of Lichtenstein is preferable. As such, support for the Drake Slate on the WHITE card is warranted.</p>
Aerojet Rocketdyne Holdings, Inc.	AJRD	5	25-May-2022	360,779.9	Dissident	Did Not Vote	<p>In a situation that exemplifies the perils of maintaining an even-numbered board, Aerojet Rocketdyne's eight-member board finds itself deadlocked in the wake of the company's abandoned merger with Lockheed Martin, which the bidder terminated in February due to apparent regulatory impediments. The opposing factions, one aligned with CEO Eileen Drake, and one aligned with Executive Chairman Warren Lichtenstein, are at odds over the latter's delay in calling this year's AGM; the former is therefore seeking consent from shareholders to call an EGM, at which the two sides will vie for control of the board. On balance, shareholders appear better served by supporting the Drake Group's consent solicitation, which should allow for a more expeditious vote on the substantive issues at hand, resolving an unproductive stalemate that has posed substantial risk to company, and allowing a reconstituted board to focus on matters most relevant to investors.</p>
Ventas Inc.	VTR	8	27-Apr-2022	353,486.5	Management	Management	<p>• Land &amp; Buildings, a 0.2 percent shareholder, is seeking one seat on the 11-member board. • Although Ventas' fundamental performance has moved in the same direction and with a similar magnitude to its closest competitor, its TSR and valuation have persistently lagged. • The board's refreshment, management's tangible steps to improve investor communications, and the acknowledgement by company leadership that it must reduce the multiple gap, lead to the conclusion that the dissident has not made a compelling case for immediate change - though its campaign may have helped to sharpen management's focus on key issues for shareholders. Support is therefore warranted for the management nominees on the management card, but shareholders are advised to monitor the company's efforts. • There are structural concerns identified in the STI program that was redesigned for FY21</p>

							due to pandemic uncertainties, which appears largely discretionary. There are also concerns around retention arounds that lack performance criteria.
Kohl's Corporation	KSS	1	11-May-2022	216,464.0	Dissident	Dissident	<p>&gt; Macellum Advisors, which owns approximately 5 percent of outstanding shares, is seeking 10 seats on what will be a 13-member board after this AGM.</p> <p>&gt; Last year, Macellum teamed up with three other investors to launch a proxy fight at Kohl's, which was ultimately settled with the company agreeing to appoint two of the dissidents' nominees and a third, mutually agreed nominee.</p> <p>&gt; Macellum launched a repeat proxy fight on Jan. 18, 2022, arguing that KSS' continued underperformance signaled a need for more meaningful change. Several days later, media reports emerged that the company had received an unsolicited bid from Acacia Research at \$64.00 per share in cash. The company has since launched a formal sale process, though it has been criticized by the dissident as insincere.</p> <p>&gt; Although the dissident has raised certain valid concerns, it has not made the case for a full board overhaul. Nevertheless, some incremental change at the board level may provide added comfort to investors that the strategic alternatives available are being weighed against the upside and risks associated with the standalone plan, and add expertise in the oversight of the company strategy should a deal not materialize. Shareholders are recommended to vote FOR dissident nominees Pamela Edwards and Jeffrey Kantor.</p>
Hasbro, Inc.	HAS	8	08-Jun-2022	197,202.7	Management	Management	<p>Alta Fox Capital Management, an approximately 2.6 percent holder, is nominating three candidates to the Hasbro board, seeking to replace Chair Richard Stoddart, compensation committee chair Lisa Girsch, and nomination and governance committee chair Edward Philip, the longest-tenured director, who has served on the board for 20 years. On April 4, 2022, a little over a month after the dissident's nomination, Hasbro disclosed that it had expanded the board from 11 to 13 members by appointing Elizabeth Hamren and Blake Jorgensen to the board effective immediately and that it expects to reduce the board to 12 members in 2023 and to 11 members in 2024. The dissident campaign highlighted some valid concerns, including inadequate disclosures, a questionable track record of capital allocation, the dilutive and expensive eOne acquisition, and lack of refreshment at the board level. While there may be some lingering concerns in this regard, the recent TSR outperformance, the appointment of Cocks as CEO, who has been on the job for less than 100 days, and the addition of directors with much needed gaming expertise, have reduced the urgency for significant change at the board level in the near term. At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are</p>

							recommended to WITHHOLD votes for incumbent director Edward Philip on the management card.
US Foods Holding Corp.	USFD	3	18-May-2022	150,239.1	Management	Management	<p>&gt; Sachem Head, which owns 8.7 percent of shares outstanding, is seeking five seats on what will be an 11-member board after this AGM.</p> <p>&gt; The company, the second largest broadline food distributor in the United States, was heavily impacted by the COVID pandemic and has been recovering since the introduction of the COVID vaccines in November 2020. Pre-pandemic and post-vaccine, the board does not appear to have held management accountable for lagging adjusted EBITDA margins and underwhelming margin expansion. The persistence of the margin gap since the company's 2016 IPO, which represents the tenure of the current CEO, argues against giving the board more time.</p> <p>&gt; The dissident has made a compelling case for further change. Dissident nominees James Barber adds supply chain and executive experience, Scott Ferguson provides the perspective of a significant independent shareholder, and Jeri Finard brings robust public board and relevant executive experience. In combination with other independent voices already on the board, the addition of these three dissident nominees should be sufficient to ensure that management is held accountable for reducing or eliminating the company's relative underperformance.</p> <p>&gt; The Teamsters filed an exempt solicitation to urge shareholders to reject the dissident's nominees because of the dissident's proposal to consolidate the company's distribution center network.</p> <p>&gt; Support for the shareholder proposal requesting that the company set GHG emissions targets is warranted, as it would allow shareholders to better assess how the company is managing a transition to a low carbon economy and climate change related risks. The board takes no position on the proposal.</p> <p>&gt; Cautionary support is warranted for the say-on-pay proposal. Annual equity grants were entirely time-vesting for 2021, however equity awards for 2022 will be 50 percent performance-conditioned and one-time PRSUs granted in 2021 require significant TSR growth to vest. While the addition of the one-time grants did not result in excessive pay levels, and CEO pay and company performance remain reasonably aligned, continued monitoring of the company's equity grant practices and long-term incentive program structure is warranted.</p>
Southwest Gas Holdings, Inc.	SWX	4	19-May-2022	146,021.2	Management	Management	<p>&gt; Carl Icahn, who owns 4.8 percent of shares, is seeking to replace all 10 members of the SWX board. Icahn also launched a tender offer in October 2021 at \$75.00 per share, which has since been increased to \$82.50 per share.</p> <p>&gt; Since the CEO took over in March 2015, SWX has demonstrated directionally-positive TSR, has proven competent as an operator at the core utility business level, and has avoided major corporate governance controversies. However, a series of recent developments – beginning</p>

							<p>with the acquisition of Questar in late 2021 – has revealed a less stable state of affairs than meets the eye.</p> <p>&gt; In a complication of matters, the board announced a strategic review on April 18, less than a month before this AGM, in response to an inbound bid. The focus of this contest has therefore evolved to incorporate the aim of ensuring the best outcome for shareholders in the strategic review process.</p> <p>&gt; The dissident has gained the backing of Cohen &amp; Steers Capital Management (1.2 percent), while Carronade Capital has joined the fray in criticizing the company.</p> <p>&gt; The dissident has made a compelling case for change. The board would benefit from the addition of Walter Higgins and Andrew Evans, who have extensive independent industry experience, Andrew Teno, who has the perspective of a direct shareholder, and Nora Brownell, who previously served as a FERC commissioner. Together, these additions should collectively ensure a thorough strategic review and address current needs that will remain relevant should a transaction not materialize.</p>
American Vanguard Corporation	AVD	2	01-Jun-2022	104,248.3	Dissident	Dissident	<p>&gt; Cruiser Capital, a 2.5 percent shareholder, is seeking three seats on the nine-member board.</p> <p>&gt; Top-line growth has not been accompanied by meaningful progress elsewhere on the income statement, which is particularly concerning given AVD's M&amp;A strategy. Coupled with deficiencies in board refreshment, this inability to execute has translated into TSR underperformance. These and other concerns make it challenging for investors to embrace the go-forward plan articulated by the board, which is designed to capitalize on tailwinds in a cyclical agriculture industry that is emerging from a prolonged downcycle.</p> <p>&gt; The dissident has made a compelling case for the addition of all three dissident nominees. Patrick Gottschalk, Mark Bassett, and Keith Rosenbloom should collectively assist in addressing concerns with operational performance, corporate governance, and AVD's ability to capitalize on industry tailwinds.</p> <p>&gt; While certain executive pay concerns are noted, they are sufficiently mitigated by reasonably performance-based incentive programs and the alignment of CEO pay and company performance for the year in review.</p>
Genworth Financial, Inc.	GNW	2	19-May-2022	53,802.0	Management	Management	<p>Scott Klarquist, who is a 0.01 percent shareholder and the CIO of Seven Corners Capital Management, has filed a competing proxy statement urging shareholders to withhold votes from compensation committee members and vote against the say-on-pay proposal. The dissident argues that executive compensation does not properly align the financial incentives of the company's senior executives with those of shareholders. The dissident therefore contends that compensation committee members have failed shareholders and therefore need to be removed. Multiple structural or disclosure concerns with the executive pay program are noted that merit continued monitoring, though pay</p>

							and performance appear reasonably aligned for the year in review. These concerns do not rise to a level to warrant an adverse vote recommendation against directors or the say-on-pay proposal. Support for all director nominees and the say-on-pay proposal is warranted.
Guess?, Inc.	GES	9	22-Apr-2022	45,980.6	Dissident	Dissident	Legion Partners, a 2.5 percent holder of company shares, is seeking votes against two of the four members standing for reelection on the company's seven-member classified board: co-founders Paul and Maurice Marciano, who together hold 41.3 percent of company shares.Models and prospective models, among other women, have accused Paul Marciano of a wide spectrum of sexual misconduct since the 1980s. The allegations emerged no later than the 1990s and have continued to come to light as recently as 2021.In February 2018, after a series of media articles detailing alleged encounters with and abuse by Paul Marciano, the company formed a two-member all-male special committee to investigate. The committee concluded its investigation approximately four months later. Marciano resigned his co-chairmanship but remained on the board and in his position as chief creative officer, a role which he stated he would not seek to continue after his employment agreement expired in January 2019. In late January 2019, the board unanimously agreed to ask him to remain as chief creative officer, a post he continues to hold today.The company's 2018 investigation was troublingly inadequate in design, transparency, and result achieved. The brand and reputation of the company do not appear to have been an emphasis of the inquiry. The measures enacted to prevent future sexual misconduct, or allegations thereof, by Paul Marciano, were seemingly ineffective; allegations of post-2018 sexual misconduct emerged in early 2021 in the form of several lawsuits. The company nonetheless maintains that Paul Marciano is essential to its success, and does not have a discernable succession plan for the chief creative officer role.The board's 2018 investigation was insufficient, there is a credible risk to the Guess brand posed by Paul Marciano's continued involvement with the company, and the board has been unable to separate him from the company despite a growing chorus of public allegations of sexual misconduct. As removal of the Marcianos appears to be the only course available to begin a clean break in this long and sordid thread in the company's history, shareholders should withhold support for both Paul and Maurice Marciano by voting on the dissident card. In addition, cautionary support is warranted for Anthony Chidoni, one of the two members of the all-male 2018 special committee that investigated the previous round of allegations against Paul Marciano.The company announced on March 4, 2022 that the annual meeting date would be held on April 22, approximately two months earlier than its customary mid-June meeting date. The company did not file its definitive proxy until April 6, giving shareholders a very short window in which to consider the numerous issues raised by Legion's Vote No campaign and cast their votes.There are concerns regarding large incentive target opportunities, pay quantum and equity award design. These issues underscore the quantitative pay-for-performance misalignment for the year in review (Item 2).

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



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## B.2 Supplement

### MCERA GOVERNANCE COMMITTEE

October 4, 2022 Meeting

#### ISS Governance Risk Report 2022 Q2 Contested Meetings Proxy Vote Summary

The following companies had contested meetings in the ISS Governance Risk Report for the second quarter of 2022: McDonald's, Aerojet Rocketdyne Holdings, Ventas, Kohl's, Hasbro, US Foods Holding Corp, Southwest Gas Holdings, American Vanguard, Genworth Financial, and Guess?. Results of the proxy votes (rounded) for these meetings are summarized below.

##### **McDonald's Corporation**

**Meeting Date: May 26, 2022**

MCERA Investment Manager: State Street Global Advisors

MCERA Shares Voted: 13,400

Estimated Market Value of MCERA Shares: \$3.2 Million as of June 30, 2022

##### Shareholder Proposal 1 – Replace Sheila Penrose and Richard Lenny as Directors

Issue: ESG re sourcing pork.

MCERA Vote: Withheld for Penrose and Lenny in management slate

Result: Shareholder slate failed.

Votes for Penrose: 450 million

Votes withheld: 38 million

Votes for Lenny: 448 million

Votes withheld: 39 million

##### Shareholder Proposal 4 – Reduce ownership threshold for shareholders to call special meeting

MCERA Vote: For

Result: Shareholder proposal failed.

Votes for: 214 million

Votes against: 278 million

##### Shareholder Proposal 5 – Report on efforts to reduce plastic use

MCERA Vote: For

Result: Shareholder proposal failed.

Votes for: 206 million

Votes against: 286 million

##### Shareholder Proposal 8 – Report on third-party civil rights audit

MCERA Vote: For

Result: Shareholder proposal passed.

Votes for: 274 million

Votes against: 217 million

## B.2 Supplement

### Shareholder Proposal 9 – Report on lobbying payments and policy

MCERA Vote: For

Result: Shareholder proposal failed.

Votes for: 173 million

Votes against: 318 million

### **Aerojet Rocketdyne Holdings, Inc.**

**Meeting Date: May 25, 2022 and June 30, 2022**

MCERA Investment Manager: Dimensional Fund Advisors

MCERA shares voted: 8,988

Estimated Market Value of MCERA Shares: \$447,000 as of June 30, 2022

#### **May 25, 2022**

##### Proposal 1 – Consent to Special Meeting

Issue: Merger and control of Board

MCERA Vote: For

Result: Passed

#### **June 30, 2022**

##### Proposal 1: Remove 8 directors

MCERA Vote: For

Result: Passed

Votes for: 65 million

Votes against: 1 million

##### Proposal 2: Elect 8 directors

MCERA Vote: For

Result: Passed by overwhelming majority, including Eileen Drake

### **Ventas Inc.**

**Meeting Date: April 27, 2022**

MCERA Investment Manager: State Street Global Advisors

MCERA Shares Voted: 6,900

Estimated Value of MCERA Shares: \$345,000

##### Item 1 – Board of Directors

MCERA Vote: For Management directors

Reason for MCERA vote: The Board's efforts to improve.

Result: Management slate passed

Votes for management slate: over 300 million for most directors

Votes withheld (dissident recommendation) on management slate: up to 60 million

Shareholder Proposal: A seat on the Board by Land & Buildings. No vote is listed in results.

Issue: Performance

## B.2 Supplement

### **Kohl's Corporation**

**Meeting Date: May 11, 2022**

MCERA Investment Manager: Dimensional Fund Advisors and State Street Global Advisors

MCERA Shares Voted: 5,515

Estimated Value of MCERA Shares: \$225,000 as of June 30, 2022

Shareholder Proposal: Seeks 10 seats on Board of Directors

Issue: Underperformance

MCERA Vote: For 2 directors per ISS and Withheld on all others

Result: Management slate of directors was elected by an overwhelming majority

### **Hasbro, Inc.**

**Meeting Date: June 8, 2022**

MCERA Investment Manager: State Street Global Advisors

MCERA Shares Voted: 2,300

Estimated Value of MCERA Shares: \$188,000 as of June 30, 2022

Board of Directors, Management slate

MCERA Vote: For, except Withhold regarding Director Phillips.

Reason for MCERA vote: Withholding on one long-tenured Director signals the need for change.

Result: Management slate of Directors passed by the overwhelming majority.

For Director Phillips, votes for were 75.6 million for and 28.8 million withheld. Votes for each of the other directors were over 100 million and votes withheld ranged from 6.5 million to 620,000.

Shareholder Proposal: Replace 3 directors: Stoddart, Girsch, and Phillip.

Issue: Underperformance

### **US Foods Holding Corporation**

**Meeting Date: May 18, 2022**

MCERA Investment Manager: Dimensional Fund Advisors and State Street Global Advisors

MCERA Shares Voted: 4,695

Estimated Value of MCERA Shares: \$123,000 as of June 30, 2022

Shareholder Proposal – 3 new directors: Barber, Ferguson and Finard

Issue: Lagging margin performance

\*Following the May 18 meeting, the company implemented a Cooperation Agreement increasing the size of the Board of Directors by appointing Ferguson, Barber and David Toy.

Proposal 1 – Management Slate of Directors

MCERA Vote: For

Result: \*Management slate of Directors elected by overwhelming votes.

## B.2 Supplement

### Proposal 2 – Say on Pay – Executive Compensation

MCERA Vote: For

Result: Approved

Votes for: 171 million

Votes against: 36 million

### Proposal 4 – Set GHG emission targets

MCERA Vote: For

Result: Approved

Votes for: 142 million

Votes against: 18 million

### **Southwest Gas Holdings, Inc.**

**Meeting Date: May 19, 2022**

MCERA Investment Manager: Dimensional Fund Advisors

MCERA Shares Voted: 1,658

Estimated Value of MCERA Shares: \$144,000 as of June 30, 2022

### Shareholder Proposal – Carl Icahn proposes to replace all 10 Directors

Issue: Compelling case for change in unstable situation and need for expertise.

On May 6, 2022 the company announced a settlement agreement with Icahn to have 3 or 4 new directors appointed after the annual meeting. Two Directors resigned prior to this meeting and another will resign as needed.

### Proposal 1 – Management Slate of Directors

MCERA Vote: For

Result: Management slate elected per settlement agreement above.

Vote: Approximately 45 million for.

### **American Vanguard Corporation**

**Meeting Date: June 1, 2022**

MCERA Investment Manager: Dimensional Fund Advisors

MCERA Shares Voted: 4,756

Estimated Value of MCERA Shares: \$86,000 as of June 30, 2022

### Shareholder Proposal: Place 3 new directors – Basset, Gottschalk and Rosenbloom

Issue: Performance

MCERA Vote: For

Result: The aforementioned were elected with a combined 50 million votes



## B.2 Supplement

### **Genworth Financial, Inc.**

**Meeting Date: May 19, 2022**

MCERA Investment Manager: Dimensional Fund Advisors

MCERA Shares Voted: 14,987

Estimated Value of MCERA Shares: \$52,000 as of June 30, 2022

#### Shareholder Proposal 1: Place himself as a Director

Issue: Pay not aligned with shareholders

MCERA Vote: For the management slate of Directors

Reason for MCERA vote: ISS views concerns as not warranting change.

Result: The management slate won, each Director receiving approximately 350 million votes.

#### Shareholder Proposal 2: Vote against Executive Officer Compensation

Issue: Pay not aligned with shareholders

MCERA Vote: For Executive Officer compensation

Result: Executive Officer compensation approved

Votes for: 332 million

Votes against: 66 million

### **Guess?, Inc.**

**Meeting Date: April 22, 2022**

MCERA Investment Manager: Dimensional Fund Advisors

MCERA Shares Voted: 2,472

Estimated Value of MCERA Shares: \$125,000 as of June 30, 2022

#### Shareholder Proposal 1: Withhold on co-founder nominees to the Board of Directors

Issue: Multiple allegations of sexual misconduct

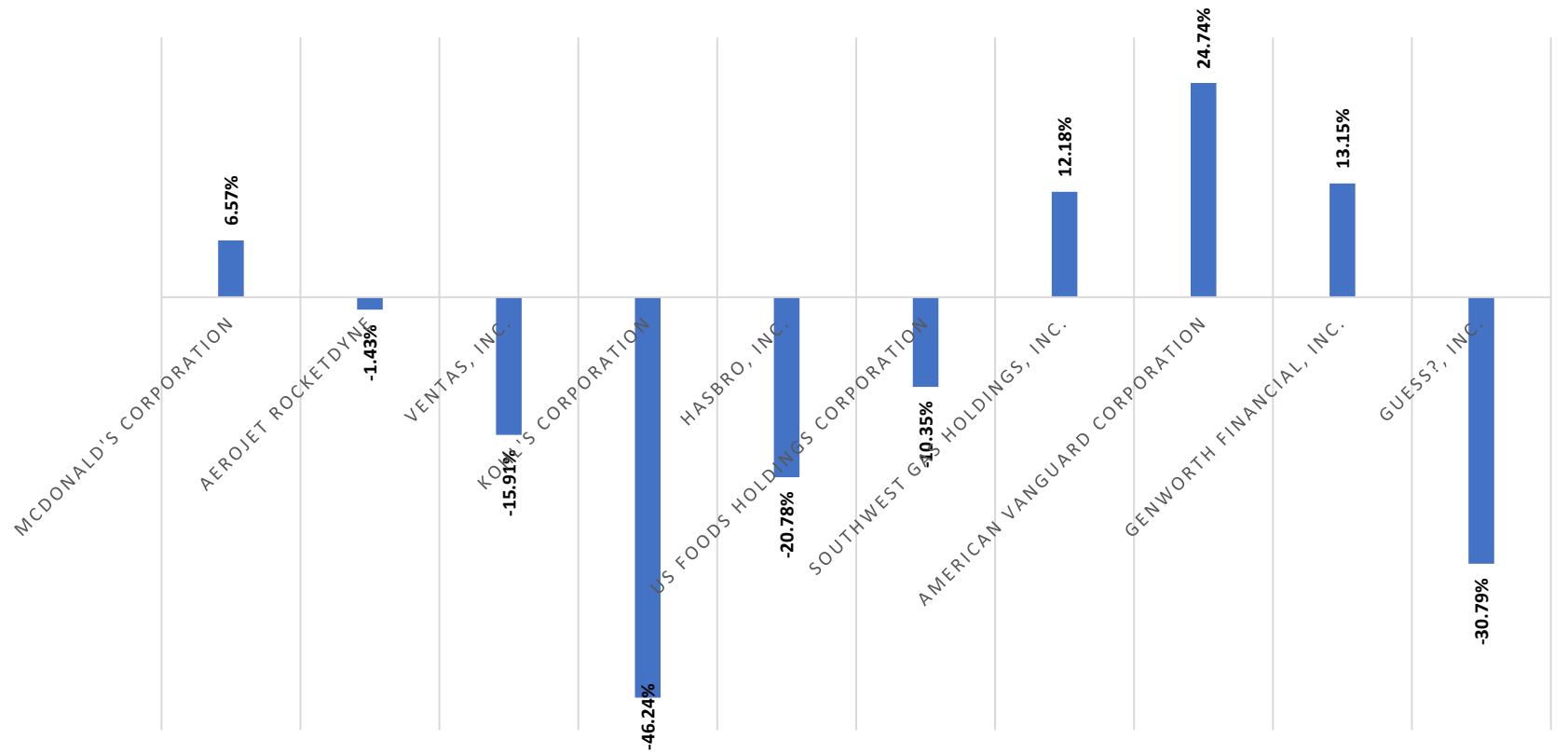
MCERA Vote: For

Result: Co-founder M. Marciano was elected by 37.7 million to 13.9 million votes withheld.

Co-founder P. Marciano was elected by 31.3 million to 20.3 million votes withheld.

## B.2 Supplement

### 1 YEAR RETURN AS OF SEPTEMBER 2, 2002 - COMPANIES WITH CONTESTED MEETINGS IN JUNE 30, 2002 ISS GOVERNANCE RISK REPORT



**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
CONFLICT OF INTEREST CODE**

Adopted: November 3, 2010

Amended: February 13, 2013, May 6, 2015, December 9, 2015, May 4, 2016, May 10, 2017,  
May 9, 2018, June 10, 2020, May 5, 2021, \_\_\_\_\_

**I. PURPOSE**

Pursuant to the provisions of the Government Code sections 87300, et seq., the Board of Retirement of MCERA first adopted a Conflict of Interest Code in 2000 by its Resolution No. 00/01-1. The substantive provisions of that Resolution are set forth under "Code Provisions" below. For purposes of facilitating amendments to the Code and its Exhibit 1 and Appendix, the existing Conflict of Interest Code is hereby restated and reconfirmed. Nothing contained herein is intended to modify or abridge the provisions of the Political Reform Act of 1974 (Gov. Code secs. 81000, et seq.).

**II. CODE PROVISIONS**

- A. The terms of 2 Cal. Code of Regs. Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference as "Exhibit 1" and, along with the attached Appendix consisting of Attachments A through E, in which members and employees are designated and disclosure categories are set forth, and the place of filing is specified, shall constitute the Conflict of Interest Code of the Marin County Employees' Retirement Association.
- B. Designated employees, including consultants, as set forth on Attachment B of the Appendix shall file Statements of Economic Interests (Form 700s) with the Retirement Administrator, through the MCERA Clerk of the Board, or by using the electronic filing process specified in Attachment E.
- C. Upon receipt of the statements from individuals in the identified and designated positions, MCERA shall retain the original of these statements and maintain a record of their receipt.
- D. Board members, as set forth on Attachment A of the Appendix, shall file Statements of Economic Interests (Form 700) with the Retirement Administrator, through the MCERA Clerk of the Board, or by using the electronic filing process specified in Attachment E.
- E. Upon receipt of the statements from Board members, MCERA shall retain the original of these statements and maintain a record of their receipt.
- F. As soon as possible, MCERA will prepare a Form 806 identifying all of the current paid appointments to MCERA standing committees as to which compensation is \$250 or more per annum, and the completed Form will be posted on MCERA's website. Thereafter, the posted Form will be amended to include future appointments. If any appointees to such committees vote on those appointments, the Form 806 will be updated and re-posted prior to, and after, such vote, in accordance with FPPC Regulation 18705.5. The Form 806 will also be amended and re-posted promptly upon any of the following circumstances if such circumstance changes any

information included on the Form 806: (1) the number of scheduled meetings is changed; (2) there is a change in the compensation paid to the members; or (3) there is a change in membership on the standing committee.

**III. CODE REVIEW**

The Retirement Board shall review this Code at least every even-numbered year to ensure that it remains relevant and appropriate. The Code may be amended from time to time by majority vote of the Board.

**IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE**

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

\_\_\_\_\_  
Retirement Administrator

**APPENDIX**

DRAFT



**ATTACHMENT A**  
**REQUIRED (STATUTORY) FILERS**  
**CONFLICT OF INTEREST CODE**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION**  
*Amended: November 3, 2010*

Pursuant to Government Code section 87200 the following Marin County Employees' Retirement Association officials, if any occupies the identified positions, must file Statements of Economic Interests (Form 700s):

POSITION

DISCLOSURE CATEGORIES

Board Members (includes ex officio and alternate)  
Retirement Administrator

1  
1

**ATTACHMENT B**  
**DESIGNATED EMPLOYEES**  
**CONFLICT OF INTEREST CODE**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION**

*Amended: February 13, 2013*

*Amended: May 6, 2015*

*Amended: May 4, 2016*

*Amended: May 9, 2018*

*Amended: May 5, 2021*

Under provisions of the Standard Code, designated employees, including consultants as defined in the Political Reform Act of 1974, shall file Statements of Economic Interests (Form 700s). Listed below are the designated employees, including consultants, of the Marin County Employees' Retirement Association, if any occupy the identified positions, and their respective disclosure categories:

<u>POSITION</u>	<u>DISCLOSURE CATEGORIES</u>
Assistant Retirement Administrator	1
Chief Financial Officer	1
Retirement Manager	1
Accounting Unit Manager	2
Senior Accountant(s)	2
Benefits Supervisor(s)	2
Member Services Technician -- Disabilities	2
Legal Counsel (internal and external)	1
Investment Consultant(s)	1
Investment Managers*	2
Real Estate Consultants and Managers	3
Medical Consultant(s)	4
Consulting Actuary	2
Consultants**	1

\*Private Debt Managers provide annual disclosures through contract provisions and are not subject to Form 700 filing requirements.

\*\*Consultants shall be included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the Code subject to the following limitation:

The Retirement Administrator may determine in writing that a particular consultant, although a "designated position," is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements described in this Code. Such written determination shall include a description of the Consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. Such written determination

### B.3.a

shall also be timely provided to the Governance Committee for its information. The Retirement Administrator's determination is a public record and shall be retained for public inspection in the same manner and location as this Conflict of Interest Code.

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**ATTACHMENT C**  
**DESIGNATED COMMITTEES & COMMISSIONS MEMBERS**  
**CONFLICT OF INTEREST CODE**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION**

Voting Members of the following appointed committees and commissions shall file statements of economic interests:

NONE

**ATTACHMENT D**  
**DISCLOSURE CATEGORIES FOR DESIGNATED POSITIONS**  
**CONFLICT OF INTEREST CODE**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)**

*Amended: May 6, 2015*

**CATEGORY 1**

All sources of income, reportable interest in real property and investments and business positions in business entities located in or doing business in Marin County.

**CATEGORY 2**

Investments and business positions in business entities and sources of income which provide services, supplies, materials, machinery or equipment of the type utilized by the agency.

**CATEGORY 3**

Any reportable interest in real property; any reportable investments and business positions held in business entities which have done business with the county government in the previous two (2) years; any reportable income from business entities which have done business with the county government in the previous two (2) years; any reportable income from individuals who are County employees.

**CATEGORY 4**

Investments and business positions in business entities and income from sources which are providers of health care services, including but not limited to pharmacies, physicians, etc.

Investments and business positions in business entities and/or nonprofit corporations and income from sources which may be the recipient of patient referrals for the delivery of health care services or supplies by the employee's hospitals.

Investments and business positions in business entities or nonprofit corporations and income from sources which are of the type which provide consultant services regarding health care or disabilities to any business entity, agency or nonprofit corporation made reportable by this disclosure category.

**CATEGORY 5**

All sources of income, investments and business positions in business entities located in or doing business in Marin County.

**CATEGORY 6**

Any income from any employee of the County.

**CATEGORY 7**

Reportable interest in real property.

Investments and business positions in any business entity located in or doing business in Marin County or income from any source if the business entity or source of income manufactures or sells supplies, machinery or equipment of the type utilized by the County.

Investments and business positions in any business entity or income from any source if the business entity or source of income is a contractor or subcontractor engaged in the performance of work or services of the type utilized by the County.

**CATEGORY 8**

\*Consultants.

Consultants shall disclose pursuant to the Disclosure Categories set forth in Attachment B, subject to the following limitation:

The Retirement Administrator may determine in writing that a particular consultant, although a “designated position,” is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements described in this section. Such written determination shall include a description of the consultant’s duties and, based upon that description, a statement of the extent of disclosure requirements. Such determination shall be a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code.



**ATTACHMENT E**  
**PLACE OF FILING**  
CONFLICT OF INTEREST CODE  
MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)

*Amended: May 4, 2016*

*Amended: May 5, 2021*

The Form 700 Statement of Economic Interests may be filed by one of the following two methods:

**1. Electronic Filing**

Form 700 may be filed electronically by using the link to the NetFile system provided by MCERA, using the filer's email address to obtain a password.

**2. Filing a paper Form 700**

Return the original completed Form 700 to:

Marin County Employees' Retirement Association  
Attention: Clerk of the Board  
One McInnis Parkway, Suite 100  
San Rafael, CA 94903

The Clerk of the Marin County Employees' Retirement Association's Retirement Board shall furnish to each statutory and designated member upon assuming office, annually and upon termination a Form 700 Statement of Economic Interests. Form 700 is accessible through MCERA's website, [www.mcera.org](http://www.mcera.org),

**EXHIBIT I**

DRAFT

(Regulations of the Fair Political Practices Commission, Title 2, Division 6, California Code of Regulations-~~7~~)

**§ 18730. Provisions of Conflict of Interest Codes.**

(a) Incorporation by reference of the terms of this regulation along with the designation of employees and the formulation of disclosure categories in the Appendix referred to below constitute the adoption and promulgation of a conflict of interest code within the meaning of Section 87300 or the amendment of a conflict of interest code within the meaning of Section 87306 if the terms of this regulation are substituted for terms of a conflict of interest code already in effect. A code so amended or adopted and promulgated requires the reporting of reportable items in a manner substantially equivalent to the requirements of article 2 of chapter 7 of the Political Reform Act, Sections 81000, et seq. The requirements of a conflict of interest code are in addition to other requirements of the Political Reform Act, such as the general prohibition against conflicts of interest contained in Section 87100, and to other state or local laws pertaining to conflicts of interest.

(b) The terms of a conflict of interest code amended or adopted and promulgated pursuant to this regulation are as follows:

(1) Section 1. Definitions.

The definitions contained in the Political Reform Act of 1974, regulations of the Fair Political Practices Commission (Regulations 18110, et seq-~~7~~), and any amendments to the Act or regulations, are incorporated by reference into this conflict of interest code.

(2) Section 2. Designated Employees.

### B.3.a

The persons holding positions listed in the Appendix are designated employees. It has been determined that these persons make or participate in the making of decisions which may foreseeably have a material effect on economic interests.

#### (3) Section 3. Disclosure Categories.

This code does not establish any disclosure obligation for those designated employees who are also specified in Section 87200 if they are designated in this code in that same capacity or if the geographical jurisdiction of this agency is the same as or is wholly included within the jurisdiction in which those persons must report their economic interests pursuant to article 2 of chapter 7 of the Political Reform Act, Sections 87200, et seq.

In addition, this code does not establish any disclosure obligation for any designated employees who are designated in a conflict of interest code for another agency, if all of the following apply:

(A) The geographical jurisdiction of this agency is the same as or is wholly included within the jurisdiction of the other agency;

(B) The disclosure assigned in the code of the other agency is the same as that required under article 2 of chapter 7 of the Political Reform Act, Section 87200; and

(C) The filing officer is the same for both agencies.<sup>1</sup>

Such persons are covered by this code for disqualification purposes only. With respect to all other designated employees, the disclosure categories set forth in the Appendix specify which kinds of economic interests are reportable. Such a designated employee shall disclose in ~~his or her~~ the employee's statement of economic interests those economic interests ~~he or she~~ the employee has which are of the kind described in the disclosure categories to which ~~he or she~~ the employee is assigned in the Appendix. It has been determined that the economic interests set forth in a designated employee's ~~disclosure categories are the kinds of economic interests which he or she foreseeably can affect materially through the conduct of his or her office.~~

disclosure categories are the kinds of economic interests which the employee foreseeably can affect materially through the conduct of the employee's office.

(4) Section 4. Statements of Economic Interests: Place of Filing.

The code reviewing body shall instruct all designated employees within its code to file statements of economic interests with the agency or with the code reviewing body, as provided by the code reviewing body in the agency's conflict of interest code.<sup>2</sup>

(5) Section 5. Statements of Economic Interests: Time of Filing.

(A) Initial Statements. All designated employees employed by the agency on the effective date of this code, as originally adopted, promulgated and approved by the code reviewing body, shall file statements within 30 days after the effective date of this code. Thereafter, each person already in a position when it is designated by an amendment to this code shall file an initial statement within 30 days after the effective date of the amendment.

(B) Assuming Office Statements. All persons assuming designated positions after the effective date of this code shall file statements within 30 days after assuming the designated positions, or if subject to State Senate confirmation, 30 days after being nominated or appointed.

(C) Annual Statements. All designated employees shall file statements no later than April-  
~~(C)~~ 1. If a person reports for military service as defined in the Servicemember's Civil Relief Act, the deadline for the annual statement of economic interests is 30 days following ~~his or~~ herthe person's return to office, provided the person, or someone authorized to represent the person's interests, notifies the filing officer in writing prior to the applicable filing deadline that ~~he or she~~ the person is subject to that federal statute and is unable to meet the applicable deadline, and provides the filing officer verification of ~~his or her~~ the person's military status.

### B.3.a

(D) Leaving Office Statements. All persons who leave designated positions shall file statements within 30 days after leaving office.

#### (5.5) Section 5.5. Statements for Persons Who Resign Prior to Assuming Office.

Any person who resigns within 12 months of initial appointment, or within 30 days of the date of notice provided by the filing officer to file an assuming office statement, is not deemed to have assumed office or left office, provided ~~he or she~~the person did not make or participate in the making of, or use ~~his or her~~the person's position to influence any decision and did not receive or become entitled to receive any form of payment as a result of ~~his or her~~the person's appointment. Such persons shall not file either an assuming or leaving office statement.

(A) Any person who resigns a position within 30 days of the date of a notice from the filing officer shall do both of the following:

- (1) File a written resignation with the appointing power; and
- (2) File a written statement with the filing officer declaring under penalty of perjury that during the period between appointment and resignation ~~he or she~~the person did not make, participate in the making, or use the position to influence any decision of the agency or receive, or become entitled to receive, any form of payment by virtue of being appointed to the position.

#### (6) Section 6. Contents of and Period Covered by Statements of Economic Interests.

##### (A) Contents of Initial Statements.-

~~(A)~~

Initial statements shall disclose any reportable investments, interests in real property and business positions held on the effective date of the code and income received during the 12 months prior to the effective date of the code.

##### (B) Contents of Assuming Office Statements.-



### B.3.a

Assuming office statements shall disclose any reportable investments, interests in real property and business positions held on the date of assuming office or, if subject to State Senate confirmation or appointment, on the date of nomination, and income received during the 12 months prior to the date of assuming office or the date of being appointed or nominated, respectively.

#### ~~(C)~~ Contents of Annual Statements.

(C) Annual statements shall disclose any reportable investments, interests in real property, income and business positions held or received during the previous calendar year provided, however, that the period covered by an employee's first annual statement shall begin on the effective date of the code or the date of assuming office whichever is later, or for a board or commission member subject to Section 87302.6, the day after the closing date of the most recent statement filed by the member pursuant to Regulation 18754.

#### (D) Contents of Leaving Office Statements.

Leaving office statements shall disclose reportable investments, interests in real property, income and business positions held or received during the period between the closing date of the last statement filed and the date of leaving office.

#### (7) Section 7. Manner of Reporting.

Statements of economic interests shall be made on forms prescribed by the Fair Political Practices Commission and supplied by the agency, and shall contain the following information:

##### (A) Investment and Real Property Disclosure.

When an investment or an interest in real property<sup>3</sup> is required to be reported,<sup>4</sup> the statement shall contain the following:

1. A statement of the nature of the investment or interest;

### B.3.a

2. The name of the business entity in which each investment is held, and a general description of the business activity in which the business entity is engaged;
3. The address or other precise location of the real property;
4. A statement whether the fair market value of the investment or interest in real property equals or exceeds \$2,000, exceeds \$10,000, exceeds \$100,000, or exceeds \$1,000,000.

(B) Personal Income Disclosure. When personal income is required to be reported,<sup>5</sup> the statement shall contain:

1. The name and address of each source of income aggregating ~~\$520~~500 or more in value, or-  
~~1.~~ \$50 or more in value if the income was a gift, and a general description of the business activity, if any, of each source;

2. A statement whether the aggregate value of income from each source, or in the case of a loan, the highest amount owed to each source, was \$1,000 or less, greater than \$1,000, greater than \$10,000, or greater than \$100,000;

3. A description of the consideration, if any, for which the income was received;
4. In the case of a gift, the name, address and business activity of the donor and any intermediary through which the gift was made; a description of the gift; the amount or value of the gift; and the date on which the gift was received;

5. In the case of a loan, the annual interest rate and the security, if any, given for the loan and the term of the loan.

(C) Business Entity Income Disclosure. When income of a business entity, including income of a sole proprietorship, is required to be reported,<sup>6</sup> the statement shall contain:

1. The name, address, and a general description of the business activity of the business-  
~~entity;~~  
entity:

### B.3.a

2. The name of every person from whom the business entity received payments if the filer's pro rata share of gross receipts from such person was equal to or greater than \$10,000.

(D) Business Position Disclosure. When business positions are required to be reported, a designated employee shall list the name and address of each business entity in which ~~he or she~~ the employee is a director, officer, partner, trustee, employee, or in which ~~he or she~~ the employee holds any position of management, a description of the business activity in which the business entity is engaged, and the designated employee's position with the business entity.

(E) Acquisition or Disposal During Reporting Period. In the case of an annual or leaving office statement, if an investment or an interest in real property was partially or wholly acquired or disposed of during the period covered by the statement, the statement shall contain the date of acquisition or disposal.

(8) Section 8. Prohibition on Receipt of Honoraria.

(A) No member of a state board or commission, and no designated employee of a state or local government agency, shall accept any honorarium from any source, if the member or employee would be required to report the receipt of income or gifts from that source on ~~his~~ the member's or ~~her~~ employee's statement of economic interests.

(B) This section shall not apply to any part-time member of the governing board of any public institution of higher education, unless the member is also an elected official.

(C) Subdivisions (a), (b), and (c) of Section 89501 shall apply to the prohibitions in this section.

(D) This section shall not limit or prohibit payments, advances, or reimbursements for travel and related lodging and subsistence authorized by Section 89506.

(8.1) Section 8.1. Prohibition on Receipt of Gifts in Excess of \$520.

### B.3.a

(A) No member of a state board or commission, and no designated employee of a state or local government agency, shall accept gifts with a total value of more than \$520 in a calendar year from any single source, if the member or employee would be required to report the receipt of income or gifts from that source on ~~his~~the member's or ~~her~~employee's statement of economic interests.

(B) This section shall not apply to any part-time member of the governing board of any public institution of higher education, unless the member is also an elected official.

(C) Subdivisions (e), (f), and (g) of Section 89503 shall apply to the prohibitions in this section.

#### (8.2) Section 8.2. Loans to Public Officials.

(A) No elected officer of a state or local government agency shall, from the date of ~~his~~or her~~the~~ election to office through the date that ~~he or she~~the officer vacates office, receive a personal loan from any officer, employee, member, or consultant of the state or local government agency in which the elected officer holds office or over which the elected officer's agency has direction and control.

(B) No public official who is exempt from the state civil service system pursuant to subdivisions (c), (d), (e), (f), and (g) of Section 4 of Article VII of the Constitution shall, while he or she holds office, receive a personal loan from any officer, employee, member, or consultant of the state or local government agency in which the public official holds office or over which the public official's agency has direction and control. This subdivision shall not apply to loans made to a public official whose duties are solely secretarial, clerical, or manual.

(C) No elected officer of a state or local government agency shall, from the date of ~~his~~or her~~the~~ election to office through the date that ~~he or she~~the officer vacates office, receive a personal loan from-

### B.3.a

~~(C)~~ any person who has a contract with the state or local government agency to which that elected officer has been elected or over which that elected officer's agency has direction and control. This subdivision shall not apply to loans made by banks or other financial institutions or to any indebtedness created as part of a retail installment or credit card transaction, if the loan is made or the indebtedness created in the lender's regular course of business on terms available to members of the public without regard to the elected officer's official status.

(D) No public official who is exempt from the state civil service system pursuant to subdivisions (c), (d), (e), (f), and (g) of Section 4 of Article VII of the Constitution shall, while ~~he or she~~ the official holds office, receive a personal loan from any person who has a contract with the state or local government agency to which that elected officer has been elected or over which that elected officer's agency has direction and control. This subdivision shall not apply to loans made by banks or other financial institutions or to any indebtedness created as part of a retail installment or credit card transaction, if the loan is made or the indebtedness created in the lender's regular course of business on terms available to members of the public without regard to the elected officer's official status. This subdivision shall not apply to loans made to a public official whose duties are solely secretarial, clerical, or manual.

(E) This section shall not apply to the following:

1. Loans made to the campaign committee of an elected officer or candidate for elective office.
2. Loans made by a public official's spouse, child, parent, grandparent, grandchild, brother, sister, parent-in-law, brother-in-law, sister-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such persons, provided that the person making the loan is not acting as an agent or intermediary for any person not otherwise exempted under this section.

## B.3.a

3. Loans from a person which, in the aggregate, do not exceed ~~\$520~~500 at any given time.

~~4.~~ Loans made, or offered in writing, before January 1, 1998.

4. (8.3) Section 8.3. Loan Terms.

(A) Except as set forth in subdivision (B), no elected officer of a state or local government agency shall, from the date of ~~his or her~~the officer's election to office through the date ~~he or she~~the officer vacates office, receive a personal loan of ~~\$520~~500 or more, except when the loan is in writing and clearly states the terms of the loan, including the parties to the loan agreement, date of the loan, amount of the loan, term of the loan, date or dates when payments shall be due on the loan and the amount of the payments, and the rate of interest paid on the loan.

(B) This section shall not apply to the following types of loans:

1. Loans made to the campaign committee of the elected officer.

2. Loans made to the elected officer by his or her spouse, child, parent, grandparent, grandchild, brother, sister, parent-in-law, brother-in-law, sister-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such person, provided that the person making the loan is not acting as an agent or intermediary for any person not otherwise exempted under this section.

3. Loans made, or offered in writing, before January 1, 1998.

(C) Nothing in this section shall exempt any person from any other provision of Title 9 of the Government Code.

(8.4) Section 8.4. Personal Loans.

(A) Except as set forth in subdivision (B), a personal loan received by any designated employee shall become a gift to the designated employee for the purposes of this section in the following circumstances:



### B.3.a

1. If the loan has a defined date or dates for repayment, when the statute of limitations for filing an action for default has expired.

2. If the loan has no defined date or dates for repayment, when one year has elapsed from the later of the following:

- a. The date the loan was made.
- b. The date the last payment of \$100 or more was made on the loan.
- c. The date upon which the debtor has made payments on the loan aggregating to less than \$250 during the previous 12 months.

(B) This section shall not apply to the following types of loans:

1. A loan made to the campaign committee of an elected officer or a candidate for elective office.
2. A loan that would otherwise not be a gift as defined in this title.
3. A loan that would otherwise be a gift as set forth under subdivision (A), but on which the creditor has taken reasonable action to collect the balance due.
4. A loan that would otherwise be a gift as set forth under subdivision (A), but on which the creditor, based on reasonable business considerations, has not undertaken collection action. Except in a criminal action, a creditor who claims that a loan is not a gift on the basis of this paragraph has the burden of proving that the decision for not taking collection action was based on reasonable business considerations.

5. A loan made to a debtor who has filed for bankruptcy and the loan is ultimately discharged in bankruptcy.

(C) Nothing in this section shall exempt any person from any other provisions of Title 9 of the Government Code.

### B.3.a

#### (9) Section 9. Disqualification.

No designated employee shall make, participate in making, or in any way attempt to use ~~his or her~~ the employee's official position to influence the making of any governmental decision which ~~he or she~~ the employee knows or has reason to know will have a reasonably foreseeable material financial effect, distinguishable from its effect on the public generally, on the official or a member of ~~his or her~~ the official's immediate family or on:

(A) Any business entity in which the designated employee has a direct or indirect investment worth \$2,000 or more;

(B) Any real property in which the designated employee has a direct or indirect interest worth \$2,000 or more;

(C) Any source of income, other than gifts and other than loans by a commercial lending institution in the regular course of business on terms available to the public without regard to official status, aggregating ~~\$520~~ \$500 or more in value provided to, received by or promised to the designated employee within 12 months prior to the time when the decision is made;

(D) Any business entity in which the designated employee is a director, officer, partner, trustee, employee, or holds any position of management; or

~~(E)~~ (E) Any donor of, or any intermediary or agent for a donor of, a gift or gifts aggregating ~~\$520~~ \$500 or more provided to, received by, or promised to the designated employee within 12 months prior to the time when the decision is made.

#### (9.3) Section 9.3. Legally Required Participation.

No designated employee shall be prevented from making or participating in the making of any decision to the extent ~~his or her~~ the employee's participation is legally required for the decision to be made.-

### B.3.a

The fact that the vote of a designated employee who is on a voting body is needed to break a tie does not make ~~his or her~~the employees' participation legally required for purposes of this section.

(9.5) Section 9.5. Disqualification of State Officers and Employees.

In addition to the general disqualification provisions of section 9, no state administrative official shall make, participate in making, or use ~~his or her official~~the official's position to influence any governmental decision directly relating to any contract where the state administrative official knows or has reason to know that any party to the contract is a person with whom the state administrative official, or any member of ~~his or her~~the official's immediate family has, within 12 months prior to the time when the official action is to be taken:

(A) Engaged in a business transaction or transactions on terms not available to members of the public, regarding any investment or interest in real property; or

(B) Engaged in a business transaction or transactions on terms not available to members of the public regarding the rendering of goods or services totaling in value \$1,000 or more.

(10) Section 10. Disclosure of Disqualifying Interest.

When a designated employee determines that ~~he or she~~the employee should not make a governmental decision because ~~he or she~~the employee has a disqualifying interest in it, the determination not to act may be accompanied by disclosure of the disqualifying interest.

(11) Section 11. Assistance of the Commission and Counsel.

Any designated employee who is unsure of ~~his or her~~the duties under this code may request assistance from the Fair Political Practices Commission pursuant to Section 83114 and Regulations 18329 and 18329.5 or from the attorney for ~~his or her~~the employee's agency, provided that nothing in this section requires the attorney for the agency to issue any formal or informal opinion.

(12) Section 12. Violations.

### B.3.a

This code has the force and effect of law. Designated employees violating any provision of this code are subject to the administrative, criminal and civil sanctions provided in the Political Reform Act, Sections 81000-91014. In addition, a decision in relation to which a violation of the disqualification provisions of this code or of Section 87100 or 87450 has occurred may be set aside as void pursuant to Section 91003.

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<sup>1</sup> Designated employees who are required to file statements of economic interests under any other agency's conflict of interest code, or under article 2 for a different jurisdiction, may expand their statement of economic interests to cover reportable interests in both jurisdictions, and file copies of this expanded statement with both entities in lieu of filing separate and distinct statements, provided that each copy of such expanded statement filed in place of an original is signed and verified by the designated employee as if it were an original. See Section 81004.

<sup>2</sup> See Section 81010 and Regulation 18115 for the duties of filing officers and persons in agencies who make and retain copies of statements and forward the originals to the filing officer.

<sup>3</sup> For the purpose of disclosure only (not disqualification), an interest in real property does not include the principal residence of the filer.

<sup>4</sup> Investments and interests in real property which have a fair market value of less than \$2,000 are not investments and interests in real property within the meaning of the Political Reform Act.- However, investments or interests in real property of an individual include those held by the individual's spouse and dependent children as well as a pro rata share of any investment or interest in real property of any business entity or trust in which the individual, spouse and dependent children own, in the aggregate, a direct, indirect or beneficial interest of 10 percent or greater.

### B.3.a

<sup>5</sup> A designated employee's income includes ~~his or her~~the employee's community property interest in the income of ~~his or her~~the employee's spouse but does not include salary or reimbursement for expenses received from a state, local or federal government agency.

<sup>6</sup> Income of a business entity is reportable if the direct, indirect or beneficial interest of the filer and the filer's spouse in the business entity aggregates a 10 percent or greater interest. In addition, the disclosure of persons who are clients or customers of a business entity is required only if the clients or customers are within one of the disclosure categories of the filer.

Note: Authority cited: Section 83112, Government Code. Reference: Sections 87103(e), 87300-87302, 89501, 89502 and 89503, Government Code.

#### HISTORY

1. New section filed 4-2-80 as an emergency; effective upon filing (Register 80, No. 14).-

~~1.~~ Certificate of Compliance included.

2. Editorial correction (Register 80, No. 29).

3. Amendment of subsection (b) filed 1-9-81; effective thirtieth day thereafter (Register 81, No.-

2).

~~3.~~

4. Amendment of subsection (b)(7)(B)1. filed 1-26-83; effective thirtieth day thereafter (Register 83, No. 5).

5. Amendment of subsection (b)(7)(A) filed 11-10-83; effective thirtieth day thereafter (Register 83, No. 46).

6. Amendment filed 4-13-87; operative 5-13-87 (Register 87, No. 16).

7. Amendment of subsection (b) filed 10-21-88; operative 11-20-88 (Register 88, No. 46).

8. Amendment of subsections (b)(8)(A) and (b)(8)(B) and numerous editorial changes filed 8-28-90; operative 9-27-90 (Reg. 90, No. 42).

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9. Amendment of subsections (b)(3), (b)(8) and renumbering of following subsections and amendment of Note filed 8-7-92; operative 9-7-92 (Register 92, No. 32).
10. Amendment of subsection (b)(5.5) and new subsections (b)(5.5)(A)-(A)(2) filed 2-4-93; operative 2-4-93 (Register 93, No. 6).
11. Change without regulatory effect adopting Conflict of Interest Code for California Mental Health Planning Council filed 11-22-93 pursuant to title 1, section 100, California Code of Regulations (Register 93, No. 48). Approved by Fair Political Practices Commission 9-21-93.
12. Change without regulatory effect redesignating Conflict of Interest Code for California Mental Health Planning Council as chapter 62, section 55100 filed 1-4-94 pursuant to title 1, section 100, California Code of Regulations (Register 94, No. 1).
13. Editorial correction adding History 11 and 12 and deleting duplicate section number (Register 94, No. 17).
14. Amendment of subsection (b)(8), designation of subsection (b)(8)(A), new subsection (b)(8)(B), and amendment of subsections (b)(8.1)-(b)(8.1)(B), (b)(9)(E) and Note filed 3-14-95; operative 3-14-95 pursuant to Government Code section 11343.4(d) (Register 95, No. 11).
- ~~15.~~ 15. Editorial correction inserting inadvertently omitted language in footnote 4 (Register 96, No. 13).
16. Amendment of subsections (b)(8)(A)-(B) and (b)(8.1)(A), repealer of subsection (b)(8.1)(B), and amendment of subsection (b)(12) filed 10-23-96; operative 10-23-96 pursuant to Government Code section 11343.4(d) (Register 96, No. 43).
17. Amendment of subsections (b)(8.1) and (9)(E) filed 4-9-97; operative 4-9-97 pursuant to Government Code section 11343.4(d) (Register 97, No. 15).



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18. Amendment of subsections (b)(7)(B)5., new subsections (b)(8.2)-(b)(8.4)(C) and amendment of Note filed 8-24-98; operative 8-24-98 pursuant to Government Code section 11343.4(d) (Register 98, No. 35).

19. Editorial correction of subsection (a) (Register 98, No. 47).

20. Amendment of subsections (b)(8.1), (b)(8.1)(A) and (b)(9)(E) filed 5-11-99; operative 5-11-99 pursuant to Government Code section 11343.4(d) (Register 99, No. 20).

21. Amendment of subsections (b)(8.1)-(b)(8.1)(A) and (b)(9)(E) filed 12-6-2000; operative 1-1-2001 pursuant to the 1974 version of Government Code section 11380.2 and Title 2, California Code of Regulations, section 18312(d) and (e) (Register 2000, No. 49).

~~22.~~ Amendment of subsections (b)(3) and (b)(10) filed 1-10-2001; operative 2-1-2001.-

~~22.~~ Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2001, No. 2).

~~23. 23.~~ Amendment of subsections (b)(7)(A)4., (b)(7)(B)1.-2., (b)(8.2)(E)3., (b)(9)(A)-(C) and footnote 4. filed 2-13-2001. Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2001, No. 7).

~~24.~~ Amendment of subsections (b)(8.1)-(b)(8.1)(A) filed 1-16-2003; operative 1-1-2003.-

Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District,-

~~24.~~ nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2003, No. 3).

25. Editorial correction of History 24 (Register 2003, No. 12).

26. Editorial correction removing extraneous phrase in subsection (b)(9.5)(B) (Register 2004, No. 33).

~~27. 27.~~ Amendment of subsections (b)(2)-(3), (b)(3)(C), (b)(6)(C), (b)(8.1)-(b)(8.1)(A), (b)(9)(E) and (b)(11)-(12) filed 1-4-2005; operative 1-1-2005 pursuant to Government Code section 11343.4 (Register 2005, No. 1).

~~28. 28.~~ Amendment of subsection (b)(7)(A)4. filed 10-11-2005; operative 11-10-2005 (Register 2005, No. 41).

~~29. 29.~~ Amendment of subsections (a), (b)(1), (b)(3), (b)(8.1), (b)(8.1)(A) and (b)(9)(E) filed 12-18-2006; operative 1-1-2007. Submitted to OAL pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2006, No. 51).

30. Amendment of subsections (b)(8.1)-(b)(8.1)(A) and (b)(9)(E) filed 10-31-2008; operative 11-30-2008. Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2008, No. 44).

~~31.~~ Amendment of section heading and section filed 11-15-2010; operative 12-15-2010.- Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of*

~~31.~~ *Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2010, No. 47).

32. Amendment of section heading and subsections (a)-(b)(1), (b)(3)-(4), (b)(5)(C), (b)(8.1)-(b)(8.1)(A) and (b)(9)(E) and amendment of footnote 1 filed 1-8-2013; operative 2-7-2013. Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2013, No. 2).

~~33.~~ Amendment of subsections (b)(8.1)-(b)(8.1)(A), (b)(8.2)(E)3. and (b)(9)(E) filed 12-15-2014; operative 1-1-2015 pursuant to section 18312(e)(1)(A), title 2, California Code of Regulations.

33. Submitted to OAL for filing and printing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2014, No. 51).

34. Redesignation of portions of subsection (b)(8)(A) as new subsections (b)(8)(B)-(D), amendment of subsections (b)(8.1)-(b)(8.1)(A), redesignation of portions of subsection (b)(8.1)(A) as new subsections (b)(8.1)(B)-(C) and amendment of subsection (b)(9)(E) filed 12-1-2016; operative 12-31-2016 pursuant to Cal. Code Regs. tit. 2, section 18312(e). Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision,-

~~34.~~ April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2016, No.

49).

35. Amendment of subsections (b)(8.1)-(b)(8.1)(A) and (b)(9)(E) filed 12-12-2018; operative 1-11-2019 pursuant to Cal. Code Regs., tit. 2, section 18312(e). Submitted to OAL for filing and printing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2018, No. 50).

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~~(Regulations Amendment of the Fair Political Practices Commission, Title 2, Division 6, California Code of Regulations)~~

~~§ 18730 subsections (b)(8).1. Conflict of Interest Code: Reporting of Gifts.~~

~~Nothing contained in an agency's conflict of interest code shall be interpreted to require the reporting of gifts from outside the agency's jurisdiction if the purpose of disclosure of the source of the gift does not have some connection with or bearing upon the functions or duties of the position for which the reporting is required. Nothing in this language is intended to create an inference that all gifts within the jurisdiction are reportable.~~

~~Note: Authority cited: Section 83112, Government Code. Reference: Sections 82028, 87100, 87103, 87207, 87300, 87302, 87309 and 89503, Government Code.~~

#### ~~HISTORY~~

~~36. )-(8.1. New section )(A) filed 10-3-201212-23-2020; operative 11-2-2012.1-1-2021 pursuant to Cal. Code Regs., tit. 2, section 18312(e). Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 20122020, No. 4052).~~

~~37. Amendment of subsections (b)(3)(C), (b)(5)(C), (b)(5.5), (b)(5.5)(A)(2), (b)(7)(D), (b)(8)(A), (b)(8.1)(A), (b)(8.2)(A), (b)(8.2)(C)-(D), (b)(8.3)(A), (b)(9), (b)(9.3), (b)(9.5), (b)(10) and (b)(11) and footnote 5 filed 5-12-2021; operative 6-11-2021 pursuant to Cal. Code Regs., tit. 2, section 18312(e). Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974~~

Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2021, No. 20).

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## B.3.a

(Regulations of the Fair Political Practices Commission, Title 2, Division 6, California Code of Regulations)

### **§ 18730.1. Conflict of Interest Code: Reporting of Gifts.**

Nothing contained in an agency's conflict of interest code shall be interpreted to require the reporting of gifts from outside the agency's jurisdiction if the purpose of disclosure of the source of the gift does not have some connection with or bearing upon the functions or duties of the position for which the reporting is required. Nothing in this language is intended to create an inference that all gifts within the jurisdiction are reportable.

Note: Authority cited: Section 83112, Government Code. Reference: Sections 82028, 87100, 87103, 87207, 87300, 87302, 87309 and 89503, Government Code.

### **HISTORY**

1. New section filed 10-3-2012; operative 11-2-2012. Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2012, No. 40).

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
TRUSTEE DUE DILIGENCE POLICY**

ADOPTED: June 11, 2007  
REVIEWED: July 14, 2010  
REVIEWED: March 13, 2013  
AMENDED: March 12, 2014  
AMENDED: December 14, 2016  
REVIEWED: January 8, 2020  
**AMENDED:** \_\_\_\_\_

**I Purpose**

The Board of MCERA recognizes its constitutional and statutory fiduciary duty to administer the retirement system prudently for the benefit of the members and their beneficiaries. Prudent administration requires the Board to diversify its investments and to conduct and/or have its authorized designees conduct, ~~regular,~~ periodic on-site or video conference examinations of individually held properties and hold meetings with MCERA's investment managers, limited liability partnerships, real estate managers, and other professional service providers to enable the Board to effectively monitor the performance of its investment professionals so as to minimize the risk of loss and maximize the rate of return. The Board adopts this Due Diligence Policy to promote the Board's ability to achieve these goals. The Board conducts such due diligence to complement the due diligence performed on its behalf by its investment consultant.

This Due Diligence Policy sets forth the guidelines governing the ~~Trustees'~~ responsibilities of the Trustees and the Retirement Administrator in conducting due diligence activities in connection with MCERA's investment portfolio. These guidelines are intended to complement the Board's Education and Travel Expense Policies. The Board will exercise the due diligence activities described in this policy through its Investment Committee which is a standing committee comprised of all members of the Board of Retirement~~References to the "Board" in this Policy are interchangeable with the MCERA Investment Committee, which is a standing committee of the entire Board.~~

**II Guidelines**

*General Provisions*

1. Evaluation and Education. The Retirement Administrator shall be responsible for organizing and conducting on-site or video conference meetings with Trustees and investment managers, general partners, and other financial service providers. At a minimum, on-site or video conference meetings provide Trustees and staff with opportunities to:
  - a. Evaluate an investment manager's team that serves MCERA and observe how the team members jointly carry out their fiduciary responsibilities to MCERA.
  - b. Interview individuals who directly manage MCERA's account.
  - c. Evaluate the significance of personnel shifts or other organizational changes that may affect MCERA's account.

### B.3.b

- d. Observe the systems and controls utilized in the investment of the assets of MCERA.
- e. Hold in-depth reviews regarding an investment manager's philosophy, style and approach to investing MCERA's assets.
- f. Develop a better understanding of the significance of short-term periods of good or poor performance by a manager.

#### *Retirement Administrator's Regular Due Diligence Responsibilities*

The Retirement Administrator or a designee shall be responsible for conducting regular due diligence on each manager and consultant engaged by MCERA in the ordinary course of business and shall keep the Board apprised of any important facts, industry trends and other events that reasonably may affect the Board's continued retention of such ~~manager, consultant~~manager, consultant or property. Such regular due diligence shall include analysis of performance reports, financial statements, technical standards and practices, advisor reports filed with federal and state governments, meetings and interviews, research on industry trends and developments, visits to real property and third party evaluations.

#### *Regular Manager Presentations to the ~~Board~~Investment Committee*

The Investment Committee will meet with investment managers in the following asset classes for a performance evaluation on a two-year rotational basis as determined by the Investment Committee each year at their January meeting:

- Actively managed domestic and international equity and fixed income.
- Public Real Assets
- Private Real Estate
- Opportunistic
- Portfolio Overlay
- Securities Lending

Private equity managers will meet with the Investment Committee for a performance review on an annual basis.

The Investment Committee will determine annually when to conduct performance reviews of investment managers for passively managed investments in any asset classes.

All performance evaluation presentations may be made in-person or by video conference as determined by the Investment Committee.

~~Investment managers are to appear before the Board for performance evaluation on a rotational basis at least once per year, and such presentations may be in-person or by video conference as the Board requests.~~

~~On-Site~~ Due Diligence Evaluations

Periodic Regular, on-site or video conference due diligence evaluations shall be scheduled with investment managers in the following asset classes at their primary place of business:

- Actively managed domestic and international equity and fixed income.
  - Public Real Assets
  - Private Real Estate
  - Opportunistic
- ~~traditional domestic and international equity and fixed income managers and real estate managers at their primary place of business on a rotational basis every three to five years, unless otherwise approved by the Board.~~

Evaluations may be necessary on a more frequent basis if there have been significant personnel changes, a deterioration of investment returns, industry concentration concerns or to the extent there are unresolved issues relating to a manager. ~~Due diligence evaluations of managers of separately owned real estate, if any, shall include on-site or video conference inspections of representative properties held in the MCERA account, in which visits shall be accompanied by the investment manager and the individual property manager.~~ The requirement of periodic of regular, on-site or video conference due diligence with private equity and limited liability partnership managers may be met, in some circumstances, by attendance at annual partnership or annual client meetings sponsored by the partnership in which MCERA is invested, or otherwise as approved by the Board. Where attendance at the annual meetings is not possible, the Retirement Administrator shall request that the manager provide copies of all materials presented at the meetings.

The Investment Committee will determine when to conduct due diligence meetings for passively managed investments in any asset classes, securities lending and the portfolio overlay program.

Due Diligence ~~Trips~~ Meetings

~~An official~~ On-site or video conference due diligence ~~trip~~ shall consist of one or more Trustees or the Retirement Administrator or his/her designee, but in no case may include a quorum of the Board. The Retirement Administrator shall agendize a proposed schedule for all ~~on-site~~ due diligence ~~trips~~ to be performed during the year at the first regular meeting of the calendar year. The Board shall take appropriate action at that meeting. Changes in the approved schedule shall be made only upon subsequent Board approval. The Board Chair, with the consent of the Board, shall designate the Trustees who shall participate in each ~~on-site~~ due diligence evaluation. The Retirement Administrator, or designee, shall participate in each on-site or video conference due diligence evaluation, unless excused from participation by the Board Chair. The Retirement Administrator shall coordinate all planned due diligence travel so as to maximize the effectiveness of the evaluations and minimize the cost of the necessary travel. The participants shall discuss their planned due diligence with the Board in advance of the trip.

*Reporting*

1. The Trustees and Retirement Administrator, or designee, participating in ~~an on-site~~ due diligence evaluation shall provide a written report to the Board for the next following regular Board meeting, but in no event later than 45 days following the completion of the ~~visit~~ evaluation, summarizing their findings and recommendations, if any, and accompanied by a completed questionnaire provided to the manager by MCERA. The Retirement Administrator shall make any materials obtained during the evaluation available to other Board members and staff for reference purposes and shall retain a copy for not less than five years following the completion of ~~the visit~~ evaluation.
2. The Retirement Administrator shall provide the Board annually with a report of all due diligence evaluations completed in the previous calendar year and those proposed for the upcoming calendar year.

## B.3.b

### *New Investment Managers and Service Providers*

Due diligence on [prospective](#) new investment managers and service providers shall be performed as part of the selection process. The Retirement Administrator will perform or cause to be performed all necessary and reasonable due diligence with respect to the final slate of investment managers or service providers being considered for engagement by MCERA. Due diligence may include those processes identified for on-going providers as well as other processes deemed reasonable by the Retirement Administrator after consultation with the investment consultant, MCERA's auditor, and/or other consultants [or advisers](#) the Retirement Administrator deems appropriate. The Retirement Administrator may direct such parties to independently perform due diligence activities and provide a written report of the results of such due diligence to the Retirement Administrator and/or the Board.

When recommending the engagement of an investment manager or service provider for Board approval, the Retirement Administrator shall provide the Board with a description of the due diligence activities that were conducted.

Once a search for a new investment manager or service provider has commenced, a due diligence “quiet period” shall be observed by all Trustees. During the “quiet period” Trustees shall not participate in any due diligence being conducted on any new investment manager or service provider.

A Board action to engage an investment manager or service provider is subject to negotiation and execution of the appropriate legal documentation. The final engagement also may be subject, at the Board’s sole and exclusive determination, to further due diligence, including without limitation an on-site [visit or video conference](#) ~~visit~~ conducted in the manner described in this Due Diligence Policy.

### *Expenses*

As provided by the Trustee Travel Expense Policy, MCERA shall reimburse Trustees and Staff for all reasonable and necessary expenses incurred in conducting due diligence evaluations as set forth in this Due Diligence Policy and in accordance with the Travel Expense Policy.

### **III Policy Review**

The Board shall review this Due Diligence Policy at least every three years to assure its efficacy and relevance. This Policy may be amended from time to time by majority vote of the Board.



**IV Certificate**

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

Dated: January 8, 2020

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Jeff Wickman, Retirement Administrator

DRAFT

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
PORTABLE ELECTRONIC DEVICE POLICY**

**ADOPTED: March 13, 2013**  
**AMENDED: March 12, 2014**  
**REVIEWED: May 6, 2015**  
**AMENDED: May 4, 2016**  
**AMENDED: May 10, 2017**  
**REVIEWED: May 9, 2018**  
**AMENDED: December 12, 2018**  
**REVIEWED: January 8, 2020**  
**AMENDED: October 14, 2020**  
**AMENDED: November 3, 2021**  
**AMENDED:**

For purposes of this policy, "portable electronic devices" are any devices having the capability to store, record, and/or transmit text, images/video, or audio data. -Examples include, defined to include but are not limited to: cellular phones, personal digital assistants, tablets, electronic watches with input capability, laptops, e-readers, netbooks, and notebooks ~~or any other electronic device capable of displaying data or images.~~

**I. PURPOSE**

This policy is intended to set forth the authorization and limitations of use of MCERA portable electronic devices. In addition, this policy provides for the systematic review of the portable electronic devices.

**II. SCOPE**

These guidelines apply to all MCERA board members and staff.

**III. BACKGROUND**

MCERA board packet material is extensive. Copying, delivering and producing the packet material is costly and requires significant staff time that could be used on other MCERA business. MCERA would like to facilitate the electronic access and usage of documents by allowing board and staff to use MCERA portable electronic devices to retrieve, store, edit and read board meeting materials.

Portable electronic devices are a security risk because, being portable, they are at risk for loss, theft, or other unauthorized access, and they may contain confidential or privileged MCERA information, including, without limitation, private member and beneficiary information as well as confidential and proprietary information of alternative investment managers.

Email and other written communications by MCERA Board and staff members discussing or otherwise conducting MCERA business constitute public records that are subject to inspection

unless protected by the California Public Records Act from disclosure. If personal devices are used for official communications, as the California Supreme Court concluded in the 2017 *City of San Jose v. Superior Court* decision, MCERA Board and staff members will be required timely to respond to requests for their email communications regarding MCERA business in response to any California Public Records Act requests for such communications.

#### IV. POLICY

1. Board members and staff understand that their authorization to periodically use MCERA portable electronic devices, associated equipment and software (“MCERA portable electronic devices”) is limited to and for the sole purpose of conducting MCERA business. Board members and staff further understand that they have no expectation of personal privacy with regard to their use of such devices. MCERA reserves the right to enter, search and monitor any MCERA portable electronic devices without advanced notice for any reason including but not limited to monitoring work flow or productivity, investigating theft, disclosure of confidential business or proprietary information, or personal use or abuse of the MCERA portable electronic devices or the MCERA or Marin County (“County”) systems.
2. MCERA portable electronic devices are not solely assigned to individual Board Members and staff but are resources to be used on an as needed basis and may be rotated among Board Members and staff in accordance with MCERA’s business needs. MCERA is entitled to and will require such devices to be returned to MCERA for routine maintenance and to ensure that they are being used only in a manner that is consistent with this policy.
3. MCERA portable electronic devices are not for the personal use of the Board member or staff employee or any other person or entity. Board members and staff will not permit anyone else including, but not limited to, the Board member’s or staff’s family and/or associates, to use ~~this~~ MCERA property.
4. Any MCERA portable electronic devices purchased for use by MCERA will have security settings pre-established on the device before it is provided to trustees or staff for use. The security settings will protect the device, as much as possible, from unauthorized intrusions and unauthorized use. Users of the portable devices should not modify security settings or add software to the device that has not been authorized by MCERA.
5. Board members and staff should consult with the MCERA Retirement Administrator prior to downloading or installing any software onto any MCERA portable electronic devices.
6. Board members and staff who have an assigned portable electronic devices are responsible for the security of the device, all associated equipment and all data. Board members and staff must report (i) any lost or stolen portable electronic equipment or data to the MCERA Retirement Administrator as soon as discovered and (ii) any attempted or

actual unauthorized access, use, disclosure or destruction of data, however nominal, to the MCERA Retirement Administrator as soon as discovered or reasonably suspected.

7. Authorized Users may remotely access MCERA's information maintained ~~by Marin the County on its network system for MCERA's use~~ and work-related websites using portable electronic devices. Remote access will be maintained by ~~the Marin~~ County ~~asand~~ coordinated with MCERA.
8. The General Prohibited Uses of Electronic Media (Section M) set forth in ~~Marin the~~ County's Electronic Media<sup>1</sup> policy are incorporated by this reference into this policy.
9. To the extent possible Board members and staff should use a secure WIFI connection to access information and avoid public locations or "hot spots."
10. MCERA Board and staff members will limit their discussions regarding, and other conduct of, MCERA business by email to their MCERA email accounts, which communications also shall comply with requirements of the Ralph M. Brown Act (e.g., no serial meetings). If MCERA Board or staff members discuss, or engage in other conduct of, MCERA business on their private (non-MCERA) email accounts, they will be required to respond substantively to MCERA staff within five (5) business days regarding any California Public Records Act request for such email communications.
11. Every Board and staff member must acknowledge in writing that he or she has read, understood and will comply with all terms of this policy before that individual may be provided with any MCERA portable electronic devices.
12. This policy will also be added to those that are subject to annual Affirmation as to Key Policies by all Board members and certain staff members.

#### **V. PORTABLE ELECTRONIC DEVICE REVIEW**

The electronic device will be reviewed by staff every three to five years to consider whether to recommend to the Board the upgrade of either the software or the hardware.

#### **VI. POLICY REVIEW**

This Policy will be reviewed by the Retirement Board at least every year to ensure that it remains relevant and appropriate. The Policy may be amended from time to time by majority vote of the Board.

#### **VII. RETIREMENT ADMINISTRATOR'S CERTIFICATE**

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<sup>1</sup> Marin County Personnel Management Regulation (PMR) Section 23.2 (General Policy on the Use of Electronic Media.

### B.3.c

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby ~~certify~~ the amendment review of this Policy on ~~November 3~~ November 3, 2021 ~~2022~~.

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Retirement Administrator

DRAFT

**Investment Policy Statement  
For**

**Marin County Employees' Retirement Association**

Mcera



**DRAFT~~FINAL~~**  
**October 2022~~December 2021~~**



**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION**  
**INVESTMENT POLICY STATEMENT**

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## **INTRODUCTION**

The Marin County Employees' Retirement Association ("MCERA") was established to provide retirement benefits to county employees and other local public agencies. The Board of Retirement (the "Board" and/or the "Board of Retirement") is comprised of the County Director of Finance, four members appointed by the County Board of Supervisors, four members elected by the membership, plus one alternate retiree and one alternate safety member. The Director of Finance may also designate a deputy, who is employed under the Director of Finance's authority, to act in his or her place and stead on the Board or any of its committees.

MCERA was organized in accordance with the provisions of California's 1937 County Employees Retirement Law ("1937 Act"). The powers and duties of the Board of Retirement are set forth in the 1937 Act and in Article XVI, section 17, of the State Constitution. This document provides a framework for the investment of the assets of MCERA. The Board of Retirement has established a standing Investment Committee, which is composed of all members of the Board of Retirement ("Investment Committee" or "Committee"). As set forth in the Investment Committee's Charter, the Committee has been delegated all investment authority of MCERA as set forth therein. The purpose of the Investment Policy is to assist the Board, through the Investment Committee, in effectively supervising and monitoring the assets of MCERA (the "Plan" or the "Fund"). Specifically, it will address the following issues:

- The general goals of the investment program;
- The policies and procedures for the management of the investments;
- Specific asset allocations, rebalancing procedures and investment guidelines;
- Performance objectives; and
- Responsible parties.

The Investment Committee establishes this investment policy in accordance with applicable local, State, and Federal laws. The Board and Committee members exercise authority and control over the Plan, by setting policy which the Staff executes either internally or through the use of external prudent experts. The Board and Committee oversee and guide the Plan subject to the following basic fiduciary responsibilities:

- Solely in the interest of, and for the exclusive purpose of, providing benefits to participants and their beneficiaries, minimizing contributions thereto, and defraying reasonable expenses of administering the Plan.
- Invest and manage Fund assets as a prudent investor would, by considering the purposes, terms, distribution requirements, and other circumstances of the Fund. In satisfying this standard of care, the trustees shall exercise reasonable care, skill, and caution.
- Diversify the investments of the Plan so as to minimize the risk of loss and to maximize the rate of return, unless under the circumstances it is clearly prudent not to do so. Diversification is applicable to the deployment of the assets as a whole.

This policy statement is designed to allow for sufficient flexibility in the management oversight process to capture investment opportunities as they may occur, while setting forth reasonable parameters to ensure prudence and care in the execution of the investment program.

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## **POLICIES AND PROCEDURES**

The policies and procedures of MCERA's investment program are designed to maximize the probability that the investment goals will be fulfilled. Investment policies will evolve as Fund conditions change and as investment conditions warrant.

### *Asset Allocation Policy*

MCERA adopts and implements an asset allocation policy that is predicated on a number of factors, including:

- A projection of actuarial assets, liabilities and benefit payments and the cost of contributions;
- Historical and expected long-term capital market risk and return behavior;
- An assessment of future economic conditions, including inflation and interest rate levels; and
- The current and projected funding status of the Plan.

This policy provides for diversification of assets in an effort to maximize the investment return of the Plan consistent with market conditions. Asset allocation modeling identifies asset classes the Plan will utilize and the percentage that each class represents of the total Fund. Due to the fluctuation of market values, positioning within a specified range is acceptable and constitutes compliance with the policy. It is anticipated that an extended period of time may be required to fully implement the asset allocation policy, and that periodic revisions will occur. MCERA's Staff and external consultants will monitor and assess the actual asset allocation versus policy and will evaluate any variation deemed significant.

The Board and Committee will implement the asset allocation policy (i) through the use of investment managers to invest the assets of MCERA in accordance with the investment guidelines incorporated into the investment management agreements executed with MCERA and/or (ii) through its investment in limited liability partnerships, limited liability corporations, commingled funds, group trusts or other commonly used investment vehicles, which invest allocated assets in accordance with the governing documents for the investment vehicle. When appropriate, passive management strategies may also be utilized.

## **INVESTMENT GOAL STATEMENT**

The Plan's general investment goals are broad in nature. The objective shall be to efficiently allocate and manage the assets dedicated to the payment of Plan benefits and administrative expenses. The following goals, consistent with the above described purpose, are adopted:

- The overall goal of MCERA's investments is to provide Plan participants with retirement, disability, and death and survivor benefits as provided for under the County Employees Retirement Law of 1937. This will be accomplished through a carefully planned and executed long-term investment program.
- MCERA's assets will be managed on a total return basis. While MCERA recognizes the importance of the preservation of capital, it also adheres to the principle that varying degrees of investment risk are generally rewarded with compensating returns.
- The total portfolio over the long term will be expected to:
  1. Meet or exceed a long-term total portfolio real (above inflation) return commensurate with the target asset allocation contained in Appendix A to this document (annualized, net of fees, over a full market cycle, normally defined as 5-7 years);
  2. Meet or exceed the assumed actuarial rate of return over long-term periods; and
  3. Meet or exceed a weighted index of the total Plan's asset allocation policy and component benchmarks over rolling five-year periods by an appropriate amount (annualized, net of fees, over a full market cycle).
- MCERA's Investment Policy has been designed to produce a total portfolio, long-term real return. Consequently, prudent risk-taking is warranted within the context of overall portfolio diversification to meet this goal. The investment activities are designed and executed in a manner that serves the best interests of the members and beneficiaries of the Association.
- All transactions undertaken will be for the sole benefit of MCERA's members and beneficiaries and for the exclusive purpose of providing benefits to them, minimizing contributions to the Plan and defraying reasonable associated administrative expenses.
- MCERA has a long-term investment horizon, and utilizes an asset allocation plan that encompasses a strategic, long-run perspective of capital markets. It is recognized that a strategic long-run asset allocation plan implemented in a consistent and disciplined manner will be the major determinant of the Plan's investment performance.

Investment recommendations and subsequent actions are expected to comply with "prudent expert" standards. Board and Committee members are expected to comply with "prudent investor" standards.

### **Manager Utilization and Selection**

The selection of investment managers is accomplished in accordance with all applicable local, State and Federal laws and regulations. Each investment manager and consultant functions under a formal contract which delineates responsibilities and appropriate performance expectations. A formal set of investment guidelines and investment administrative requirements for each investment manager has been established and is provided as an addendum to this document. With regard to investment in limited liability partnerships, limited liability corporations, commingled funds, group trusts or other commonly used investment vehicles, the management of the relevant investment vehicle and the investment guidelines will be as set forth in the fund's legal documentation.

### **Manager Authority**

The Plan's investment managers, unless otherwise noted in their contract, shall have designated discretion to direct and manage the investment and reinvestment of assets allocated to their accounts in accordance with this document; applicable local, State and Federal statutes and regulations; and individual management investment plans and executed contracts. Commingled investments, including but not limited to investments in mutual funds, trusts, limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles, are expected to comply with the guidelines established in the governing documents or fund prospectus.

The Board, Committee, and Staff will consider the comments and recommendations of consultants in conjunction with other available information in making informed, prudent decisions.

### **Proxy Voting**

MCERA acknowledges that the ownership of equities requires proxies to be voted. MCERA commits to managing its proxy voting rights with the same care, skill, diligence and prudence as is exercised in managing its other assets. As responsible fiduciaries, the Board of Retirement will exercise its proxy voting rights in the sole interest of the Plan's members and beneficiaries in accordance with all applicable statutes and MCERA's Proxy Voting and Corporate Governance Policy.

### **Securities Lending**

The Board and/or Committee may authorize the execution of a "Securities Lending Program" which will be performed by the Plan custodian or qualified third-party securities lending agent(s). The program will be established by a written agreement authorized by the Board and/or Committee and monitored and reviewed by the Staff.

The following are the general guidelines for the securities lending program:

1. The lending program may be implemented through the use of agent lenders or principal lenders;



2. The lenders may lend financial securities including, but not limited to, U.S. and non-U.S. equities, corporate bonds, and U.S. and non-U.S. government securities;
3. If an agent program is implemented, the agent shall have full discretion over the selection of borrowers and shall continually review the creditworthiness of potential borrowers through extensive analysis of relevant information;
4. All loans shall be fully collateralized with cash, government securities or irrevocable bank letters of credit;
5. Cash collateral received from securities borrowers will be deposited upon receipt in a pre-approved short-term investment vehicle or vehicles;
6. Loans of U.S. securities are initially collateralized at 102% of the market value of the borrowed securities if the borrowed securities and the collateral are denominated in the same currency and at 105% if the borrowed securities and the collateral are denominated in different currencies. As the market value of the collateral falls below 102% (105%) of the market value of the borrowed securities, the borrower is marked to market each business day using yesterday's closing prices, subject to the lending agent's de minimis rules of change;
7. Securities on loan should be marked-to-market on a daily basis to assess adequacy of collateralization;
8. The lender shall provide periodic performance reports to MCERA;
9. The securities lending program should in no way inhibit the portfolio management activities of the other investment managers of the system;
10. Staff shall be responsible for making an annual report to the Board and/or Committee on securities lending activity; and
11. All other operational aspects of MCERA's securities lending program are hereby delegated to Staff.

### **Derivatives and Leverage**

MCERA's investment managers may be permitted under the terms of individual investment guidelines to use derivative instruments to implement market decisions and security positions and to control portfolio risk. Derivatives are contracts or securities whose returns are derived from the returns of other securities, indices or instruments including, but not limited to, futures, forwards, options, swaps and options on futures. Examples of appropriate applications of derivative strategies include hedging interest rate and currency risk, rebalancing portfolio exposures, securitizing Fund level and manager cash, maintaining exposure to a desired asset class while effecting asset allocation changes and adjusting portfolio duration for fixed income. Portfolio liabilities associated with investments (i.e. mortgage forward bond purchases, futures, in-the-money short puts, reverse repurchase agreements, etc.) shall be backed by cash equivalents or deliverable securities.

MCERA's investment managers are not allowed to utilize derivatives for speculative purposes. All derivatives must be backed by collateral in the form of deliverable securities equal to or greater than the value of the total derivative exposure. In no circumstances can individual managers borrow funds to purchase derivatives. No derivatives positions can be established that create portfolio characteristics outside of portfolio guidelines. Managers must ascertain and carefully monitor the creditworthiness of any third parties involved in derivative transactions.

**Rebalancing**

Staff shall, on an ongoing basis in accordance with market fluctuations, rebalance the Fund's portfolio so as to remain within the range of targeted allocations and distributions among investment managers and asset allocations. MCERA has a long-term investment horizon and utilizes an asset allocation plan that encompasses a strategic, long-run perspective of capital markets. It is recognized that a strategic long-run asset allocation plan implemented in a consistent and disciplined manner will be the major determinant of the Plan's investment performance.

MCERA will not attempt to time rises or falls in equity or bond markets by moving away from long-term targets.

Systematic rebalancing, implemented when the asset classes move outside their target ranges or when significant cash flows occur, will be used to maintain or to move asset allocations within these appropriate ranges.

## **GENERAL INVESTMENT OBJECTIVES AND GUIDELINES**

### **Equity Portfolios**

Each equity investment manager retained by MCERA will follow a specific investment style and will be evaluated against a specific market index that represents their investment style. In addition, in the case of active managers, investment results may also be compared to returns of a peer group of managers with similar styles. Benchmarks for the various equity portfolios may include the following indices as well as those proposed by the managers reviewed by the Staff and approved by the Investment Committee or Board:

#### **Domestic Equity Portfolio – Russell 3000 Index**

*Large Cap Stocks – Russell 1000 Index*

*Small Cap Stocks – Russell 2000 Index*

#### **International Equity Portfolio – MSCI ACWI ex-US IMI Index**

*International Large Cap Stocks – MSCI EAFE Index*

*International Small Cap Stocks – MSCI EAFE Small Cap Index*

*International Emerging Markets Stocks – MSCI Emerging Markets Free Index*

General equity guidelines for active managers include the following:

- American Depositary Receipts (ADRs) and foreign securities listed on a major US stock exchange or on the NASDAQ are permitted if specified in the manager's guidelines.
- Convertible securities may be held in equity portfolios and shall be considered equity holdings.
- Securities must be traded on a regulated stock exchange, or listed on the NASDAQ or a comparable foreign market operation.
- Forward or futures contracts for foreign currencies may be entered into for hedging purposes or pending the selection and purchase of suitable investments in, or the settlement of, any such securities transactions only in international equity portfolios.
- The following transactions are not permitted unless specifically authorized in the investment manager agreement or in the specific manager guidelines in the appendix:
  - The use of borrowed funds
  - Short sales or margin sales
  - Private placements (except 144As)
  - Futures, options, currency forwards and futures, and other derivative securities.

### **Fixed Income Portfolios**

The fixed income portfolios will be managed on a total return basis, following specific investment styles and evaluated against specific market indices that represent a specific investment style or market segment. In addition, investment results may also be compared to returns of a peer group of managers investing with a similar style. The benchmarks for the various fixed income portfolios may include the following indices:

**Fixed Income Portfolio – Blended Benchmark (50% Bloomberg U.S. Aggregate, 25% Bloomberg Intermediate Credit, 25% FTSE World Government Bond Index USD Unhedged)**

*U.S. Core Plus Fixed Income – Bloomberg U.S. Aggregate Bond Index*

*U.S. Intermediate Credit Fixed Income – Bloomberg U.S. Intermediate Credit Index*

*Global Fixed Income – FTSE World Government Bond Index (USD Unhedged)*

General fixed income guidelines include the following:

- Unless specified in the manager’s guidelines, the minimum average quality rating of the securities in any portfolio will maintain an average weighted credit quality of not more than 2 rating notches below the benchmark’s average weighted credit quality, at all times. For the avoidance of doubt, if the benchmark is rated AA-, then 2 notches below would be A.
- Ratings method: The ratings method used to test both the benchmark’s average credit rating and the portfolio’s average credit rating will be “split to the highest rating” of the three major rating agencies.
- Derivatives, including forward or futures contracts for foreign currencies, may be used to hedge the portfolio, or to effect portfolio management decisions in a timely, cost-effective manner. Borrowed funds shall not be used.
- An individual investment manager’s portfolio shall have an effective duration between 75% - 125% of the effective duration of the appropriate index, unless a broader range is permitted with the specific manager guidelines in the Appendix.
- The following transactions are prohibited unless specifically authorized by the Investment Committee or Board or by the specific manager guidelines in the Appendix:
  - Private placements (except 144As);
  - Interest Only CMOs, Principal Only CMOs, inverse floaters and any tranche that has a leveraged component embedded in the structure.

### **Real Estate Portfolios**

The Real Estate portfolios will be managed on a total return basis, through a combination of income and appreciation, following specific investment styles and evaluated against a specific market index. In addition, investment results may also be compared to returns of a peer group of managers investing with a similar style. The benchmark for the various Real Estate portfolios may include the following index:

#### **Real Estate Portfolio – NFI-ODCE Equal Weighted Index (Net)**

*Core Real Estate – NFI-ODCE Equal Weighted Index (Net)*

- All investments in real estate shall be managed by external advisors.
- MCERA may invest in real estate through diversified institutional commingled vehicles. The vehicles can be limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles.
- The vehicle's manager(s) will have discretion with respect to the management of the fund's investment program, operating within the parameters delineated in the fund's legal documentation.

### **Real Assets Portfolio**

The real assets portfolio will be managed on a total return basis, following specific investment styles and evaluated against specific market indices that represent a specific investment style or market segment. In addition, investment results may also be compared to returns of a peer group of managers investing with a similar style. The benchmarks for the various real assets portfolios may include the following indices:

#### **Real Assets Portfolio – Blended Benchmark (25% Bloomberg US TIPS Index, 25% Bloomberg Commodities Index, 25% S&P Global Natural Resources Index, 25% Dow Jones US Select Real Estate Securities Index)**

*Treasury Inflation Protected Securities – Bloomberg US TIPS Index*

*Commodities – Bloomberg Commodities Index*

*Global Natural Resources Equity – S&P Global Natural Resources Index*

*Real Estate Investment Trusts – Dow Jones US Select Real Estate Securities Index*

- MCERA may invest in real assets through separate accounts or diversified institutional commingled vehicles.
- The vehicle's manager(s) will have discretion with respect to the management of the fund's investment program, operating within the parameters delineated in the fund's legal documentation.

- The investment objective of the real asset program is to create a portfolio of high-quality real asset investments that will enhance long-term investment performance, meet inflation objectives, and diversify the asset base for the entire MCERA investment portfolio.

### **Private Equity Portfolios**

MCERA will invest in private equity through institutional closed-end, finite-life commingled private equity fund-of-funds vehicles. The fund-of-funds vehicles will be limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles.

- Private equity investments will consist primarily of limited partnership investments in diversified private equity portfolios (e.g., venture capital, acquisition, special situation, subordinated debt, restructuring funds, and others).
- The vehicle's manager(s) will have discretion with respect to the management of the fund-of-funds investment program, operating within the parameters delineated in the investment vehicle's legal documents.
- The investment objective of the private equity allocation is to achieve consistent positive real returns and to maximize long-term total return net of fees within prudent levels of risk through capital appreciation and diversification.
- While the investment guidelines of each investment vehicle will be determined by the fund-of-funds legal documentation, the fund's manager, in managing the portfolio, should take prudent care.

### **Opportunistic Portfolio**

MCERA may invest in opportunistic investments that will vary by assignment. Performance objectives or guidelines will be defined by MCERA in its retention of managers or selection of suitable investments and will be evaluated to test progress toward attainment of longer-term goals.

- MCERA may invest in opportunistic investments through separate accounts and diversified institutional commingled vehicles which may include limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles.
- The manager(s) will have discretion with respect to the management of the separate account or fund's investment program, operating within the parameters delineated in the separate account or fund's legal documentation.
- The investment objective of the opportunistic allocation is to achieve consistent positive real returns and to maximize long-term total return net of fees within prudent levels of risk through capital appreciation and diversification.



**Short Term Investment/Cash Equivalents**

MCERA is restricted from investing short term funds and cash equivalents in investment vehicles other than the Treasurer's Pool, the State Pool and the STIF funds maintained at the custodian bank. Retirement funds shall be invested in investments with an average maturity of one year or less.

Any exemption from these general guidelines requires prior written approval from the Board or Investment Committee.

**Policy Implementation Overlay**

The Board or Investment Committee may retain a "policy overlay manager" to rebalance portfolio exposures, bridge exposure gaps during transitions, 'securitize' Fund level cash, and securitize residual cash positions held by each manager. The policy overlay manager may use futures or swaps, when appropriate, to gain market exposure on existing cash positions. The manager will not use futures or other derivative instruments for speculative purposes.

## **INVESTMENT MANAGEMENT POLICY**

MCERA will utilize externally managed portfolios based on specific styles and methodologies. The manager will acknowledge in writing, as more particularly set forth in Appendix B, that they are fiduciaries to MCERA with respect to the assets they manage and/or invest on MCERA's behalf, and will have discretion and authority to determine investment strategy, security selection and timing within their asset class and subject to the Policy guidelines and any other guidelines specific to their portfolio. Performance of the portfolio will be monitored and evaluated on a regular basis relative to each portfolio component's benchmark return and relative to peer groups of managers with similar investment styles where applicable.

Investment managers, as prudent experts, will be expected to know MCERA's investment policies (as outlined in this document) and any specific guidelines for their portfolios, and to comply with those policies and guidelines. It is each manager's responsibility to identify policies that may have an adverse impact on performance, and to initiate discussion with Staff toward possible amendment to said policies through Board or Investment Committee action.

The Investment Committee and Staff will also review each investment manager's adherence to its investment policy, and any material changes in the manager's organization (e.g., personnel changes, new business developments, etc.). The investment managers retained by MCERA will be responsible for informing the Investment Committee and Staff of all such material changes on a timely basis.

Investment managers under contract with MCERA shall have discretion to establish and execute transactions with established regional and national securities broker/dealers as needed. Unless otherwise authorized by the Board or Investment Committee, these investment managers must obtain the best available prices and most favorable executions with respect to all of the portfolio transactions as market conditions permit.

Unless specifically authorized by the Board or Investment Committee, the following transactions will be prohibited: short sales; selling on margin; "prohibited transactions" as defined under the Employee Retirement Income Security Act of 1974 (ERISA); transactions that involve a broker acting as a "principal", where such broker is also the investment manager who is making the transaction, and any or all investment activities forbidden by the SEC or other applicable governing bodies.

### **Selection Criteria for Investment Managers**

Criteria will be established for each manager search undertaken by MCERA, and will be tailored to MCERA's needs in such a search. In general, eligible managers will possess attributes including, but not limited to, the following:

- The firm must be experienced in managing money for institutional clients in the asset class/product category/investment style specified by MCERA.

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- The firm must display a record of stability in retaining and attracting qualified investment professionals, as well as a record of managing asset growth effectively, both in gaining and retaining clients.
- The firm must have an asset base sufficient to accommodate MCERA's portfolio. In general, managers should have at least \$100 million of discretionary institutional assets under management, and MCERA's portfolio should make up no more than 20% of the firm's total asset base. Exceptions shall be made on a case-by-case basis.
- The firm must demonstrate adherence to the investment style sought by MCERA, and adherence to the firm's stated investment discipline.
- The firm's fees should be competitive with industry standards for the product category.
- The firm must comply with the "Duties of the investment managers" outlined herein and conform to the CFA Institute standards for performance reporting.

### **Criteria for Investment Manager Termination and Watchlist**

MCERA reserves the unilateral right to terminate a manager at any time for any reason. The occurrence of certain events will result in specific actions being taken. This section describes these events, the course of action that will be taken and the responsible parties. It also establishes a "Watchlist" as a means of monitoring and evaluating managers who meet any of the items identified under the Criteria For Investment Manager Termination. If a manager is on the Watchlist no additional assets will be allocated to the manager until the manager has been removed from the Watchlist, provided however that if the Investment Committee determines, after review and discussion with staff and its Investment Consultant, that it is appropriate and in alignment with the other goals established under this policy to make additional funds to a manager on the Watchlist then the Committee can vote to direct the staff to take this action. The Investment Committee will determine where to invest any additional assets that would otherwise have been allocated to the manager. Each manager on the Watchlist will be monitored closely by Staff and the Consultant and may be required to make special presentations to the Investment Committee and Staff if requested. MCERA may place a manager on the Watchlist at any time and when it is deemed warranted due to improved conditions, a manager may be removed from the Watchlist.

*Illegal or Unethical Practice.* The manager will report this event in writing to the Retirement Administrator not later than the close of the business day following discovery of the illegal or unethical practice. The Retirement Administrator will inform the Investment Committee in writing of this practice as soon as administratively possible. If the illegal or unethical practice has a material adverse effect upon the MCERA portfolio, or any attempt was made by the manager to hide this practice, the manager will normally be terminated upon review and action by the Investment Committee. If the practice is procedural and has been properly referred to the appropriate regulatory authorities, the Retirement Administrator will recommend to the Investment Committee whether or not to terminate the manager.

*Guideline Violation.* The manager will report any guideline violation in writing to the Retirement Administrator not later than the close of the second business day following discovery along with the manager's proposed remedy. If the violation results in a loss to MCERA, the manager will compensate MCERA for this loss. If the manager refuses to correct this violation, or if other violations occur, the Retirement Administrator may recommend termination of the manager to the Investment Committee. Guideline violations that have been corrected will be reported to the Investment Committee at their next regular meeting. Violations that have not been corrected, or violations that persist, will be reported to the Investment Committee as soon as administratively possible.

*Deviation from Investment Process.* If the Retirement Administrator determines that the manager has deviated materially from its stated investment process or philosophy, the Retirement Administrator will report to the Chair of the Investment Committee as soon as possible. The Retirement Administrator may also recommend termination of the manager, as soon as administratively possible, to the Investment Committee.

*Loss of Key Personnel or Change in Ownership.* The manager will inform the Retirement Administrator in writing within 24 hours following the loss of key personnel or a change in ownership. Loss of key personnel may result in termination of the manager. A material change in the ownership of the manager may result in the termination of the manager. The Retirement Administrator will make a recommendation regarding termination to the Investment Committee as soon as administratively possible.

*Lack of Cooperation with Reasonable Requests.* The manager is required to provide information, attend meetings and comply with other reasonable requests. Failure to do so may result in a recommendation to terminate the manager.

*Underperformance.* MCERA understands the cyclical nature of investment performance and the potential for its investment managers not to meet objectives over short-term periods. While it is not the Investment Committee's intention to terminate a manager for short-term underperformance relative to objectives, the Investment Committee has implemented the following process as a means of monitoring and evaluating managers that have experienced performance difficulties in the short-term to assess the impact on longer-term performance.

If a manager trails its relevant benchmark by more than 100 basis points (net of fees) and ranks in the bottom quartile of its peer universe (gross of fees ranking) for the trailing three years, or if a manager trails its relevant benchmark (net of fees) or ranks below median of its peer universe (gross of fees ranking) for the trailing five years, then the manager may be placed on the Watchlist.

If the underperformance of a manager on the Watchlist persists over a reasonable period in the future (as defined by the Staff, Investment Committee and Consultant based on the unique circumstances surrounding the manager and current market conditions), the Investment Committee may and will consider termination.

*Procedures Following the Initiation of Watch Status.*

The watch period will be established for a one-year total duration.

If at the end of the watch period, performance has improved to above-benchmark and/or above the manager median over a market cycle, the manager will be removed from the Watchlist.

If at the end of the watch period, the manager is underperforming the manager may be terminated or remain on the Watchlist for a period defined by the Investment Committee.

Unlike open-end funds and separate accounts for public market securities which are more easily liquidated, exiting open-end or closed-end commingled funds for private markets may have liquidity constraints. For these reasons, the Watchlist and terminating procedures used for traditional public market vehicles are not applicable for private market vehicles. Staff with the assistance of the Investment Consultant will make appropriate recommendations for exiting such positions.

## **PRIVATE EQUITY POLICY**

MCERA's private equity investments allocation will consist primarily of limited partnership investments in diversified private equity portfolios (e.g., venture capital, acquisition, special situation, subordinated debt, and restructuring funds and others). MCERA will invest in private equity through institutional closed-end, finite-life commingled private equity fund-of-funds vehicles. The fund-of-funds vehicles will be limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles. Investments directly in stand-alone corporate finance limited partnerships and direct investments in companies are not currently considered appropriate. The vehicle's manager(s) will have discretion with respect to the management of the fund-of-funds investment program, operating within the parameters delineated in the fund's legal documentation. The investment manager of the fund-of-funds will acknowledge in writing by side letter or otherwise that they are Plan fiduciaries and will acknowledge having read and understood the guidelines set forth in this section of the Investment Policy Statement and any other guidelines specific to their portfolio as more particularly set forth in Appendix C.

To maintain an appropriate funded status on a net asset value basis, MCERA may be required to make periodic commitments to additional fund-of-funds vehicles managed by either the same or different fund-of-funds managers. MCERA's staff will work with the investment consultant and the managers to determine appropriate commitment timing and amounts and present a recommended plan to the Investment Committee annually.

To ensure adequate access and diversification, MCERA may utilize multiple fund-of-funds providers. There is no specific limit on the number of vendors to be utilized. However, to avoid unnecessary administrative burdens, MCERA will limit the number of vendors employed to the extent practical. Only those firms committed to providing ongoing access to the private equity arena through fund-of-funds offerings, who have a demonstrated record of investing client funds in top tier private equity partnerships and who limit assets accepted for management to sums that can in fact be committed in top tier funds will be considered.

MCERA recognizes that many well-qualified fund-of-funds providers make direct private equity investments within the fund-of-funds vehicle (e.g. secondary or co-investments). Such investments are permissible provided that they constitute a comparatively small portion of the total fund-of-funds' asset base (typically less than 35%).

### **Investment Objectives**

The investment objective of the private equity allocation is to achieve consistent positive real returns and to maximize long-term total return within prudent levels of risk through capital appreciation and diversification. MCERA's holdings will be professionally managed on a cash-to-cash basis and will have broad exposure to key private corporate finance strategies (e.g., venture capital, acquisition, special situation, etc.), with allocations to the various strategies diversified in a manner consistent with institutional private equity programs generally.



### Selection Criteria for Private Equity

#### Partnership Selection

As requested by MCERA, the investment consultant shall develop a proposed “Manager Candidate Profile” that will serve as the basis for evaluation of potential fund-of-funds providers consistent with MCERA’s investment policy. This document will specify the minimum selection criteria for potential vendors and also detail preferred characteristics. The consultant will then evaluate prospective candidates and submit a listing of those firms that appear to best meet the requirements and preferences. Staff and consultant will discuss these candidates and identify those that should be advanced for Board and/or Investment Committee consideration. Ultimately, the Investment Committee will determine which firms shall be retained.

The targeted private equity investments will be fund-of-funds vehicles that are commingled, closed-end, and finite-life limited liability entities.

Due to the inevitability of short-term market fluctuations that may cause variations in the investment performance, it is intended that the performance objectives outlined below will be achieved by the fund-of-funds over the life of the vehicle(s), generally 15 years. The Investment Committee will evaluate the Funds’ interim performance to test progress toward attainment of these longer-term goals. However, it is understood that there are likely to be short-term periods during which performance will deviate from expectations. Minimum expectations are as follows:

- For policy benchmarking purposes, over the long-term (rolling 10-year periods) the private equity portfolio is expected to generate returns in excess of the combined benchmark, consisting of 60% Russell 3000 and 40% MSCI ACWI ex-US IMI, employing a time-weighted return calculation.
- The private equity portfolio and manager returns will also be measured employing a dollar-weighted, internal rate of return (IRR) calculation and benchmarked against relevant peer group information from a recognized private equity database provider. The portfolio will also be benchmarked employing standard private equity performance ratio measures: Total Value to Paid-In Capital (TVPI) and Distributed Value to Paid-In Capital (DPI). IRR and ratio performance should be above median relative to recognized private equity industry peer database returns. Measures should be focused on returns net of all partnership fees and expenses.

Attainment of these objectives does not guarantee future investment by the Investment Committee in a specific manager’s fund-of-funds vehicles, nor does failure to achieve these guidelines ensure a lack of future investment support for follow-on vehicles. Providers are selected at the discretion of the Investment Committee.

In addition, the following stipulation(s) apply:

- The investment manager of the fund-of-funds vehicle shall be a Bank or a registered investment advisor under the Investment Advisors Act of 1940 (1940 Act).
- If the fund-of-funds vehicle provides distributions in cash or securities, the Fund will opt to receive cash.

#### Reporting Requirements

Reporting requirements will be governed by the fund-of-funds legal documentation, which at a minimum will provide for quarterly unaudited financial statement and other relevant investment holdings related exhibits, and annual audited financial statements and relevant investment holdings-related exhibits.

It is expected that the fund-of-funds investment managers will meet with the Board or Investment Committee as reasonably requested and at least annually.

#### Coordination with Total Fund Performance Reporting

MCERA relies on its custodian to generate short-term time-weighted performance statistics. This information is utilized by the Fund's investment consultant to evaluate ongoing investment performance. An integral part of the performance evaluation is a comparison of the total Fund's return in relation to a policy benchmark index comprised of market indices weighted in the same manner as the Fund's strategic asset allocation policy.

Given the private market nature of private equity investments and the long lead-time associated with such investments, a public market equity index shall be used in lieu of the private equity database return set forth in Appendix B for the private equity component of the total portfolio. The index used shall be a composite of the equity component of MCERA's total policy benchmark: 60% Russell 3000 and 40% MSCI ACWI ex-US IMI.

## **DUTIES OF RESPONSIBLE PARTIES**

### **Duties of the MCERA Board of Retirement and Investment Committee**

The Board of Retirement has the responsibility for administration of MCERA for the benefit of plan participants. The County Employees Retirement Law of 1937, Government Code Chapter 3, Part 3, Division 4, Title 3, Article 5, permits the Board of Retirement at its discretion to invest the assets of the Plan through the purchase, holding or sale of any form or type of investment, financial instrument or financial transaction when prudent in the informed opinion of the Board. In the interest of efficient and prudent administration of MCERA and investment of its assets, the Board of Retirement has delegated its responsibilities with respect to the investments to the Investment Committee, which consists of all members of the Board of Retirement. Although it is not the intent of the Investment Committee to become involved in the day-to-day investment decisions, the Investment Committee or its designee(s) will adhere to the following procedures in the management of MCERA's assets:

- The Investment Committee develops and approves guidelines for the execution of MCERA's investment program. Only the Board, through the Investment Committee, in its sole discretion can delegate its decision-making authority regarding the investment program. Staff is responsible for the timely implementation and administration of these decisions.
- A formal review of MCERA's investment structure, asset allocation and financial performance will be conducted annually or more frequently as the need arises. The review will include recommended adjustments to the long-term strategic asset allocation to reflect any changes in applicable regulations, long-term capital market assumptions, actuarial assumptions or MCERA's financial condition.
- The Investment Committee shall review MCERA's investments quarterly, or as needed, to ensure that policy guidelines continue to be met. The Investment Committee shall monitor investment returns on both an absolute basis and relative to appropriate benchmarks and peer group comparisons. The source of information for these reviews shall come from Staff, outside consultants, the custodian and MCERA's investment managers.
- The Investment Committee is comprised of all Board members.
- The Investment Committee may retain investment consultants to provide services such as conducting performance reviews, asset allocation, manager reviews and investment research. The comments and recommendations of the consultants will be considered in conjunction with other available information to aid the Investment Committee in making informed, prudent decisions.
- Trustees shall direct questions from managers regarding MCERA's Investment Policy or other matters relating to the Plan to the Retirement Administrator and/or investment consultant.

- The Investment Committee shall be responsible for taking appropriate action if investment objectives are not being met or if policies and guidelines are not being followed. Reviews for separate portfolios managed by external managers will focus on:
  1. Material changes in the managers' organizations, such as investment philosophy, personnel changes, acquisitions or losses of major accounts, etc. The managers will be responsible for keeping MCERA advised of any material changes in personnel, investment strategy, or other pertinent information potentially affecting performance.
  2. Investment performance relative to each manager's stated performance benchmark(s) as set forth in the manager's investment guidelines.
- The Investment Committee shall expect Staff to administer MCERA's investments in a cost-effective manner subject to Committee approval. These costs include, but are not limited to, management, consulting and custodial fees, transaction costs and other administrative costs chargeable to MCERA.
- The Board shall be responsible for selecting a qualified custodian with advice from Staff.
- The Investment Committee shall perform due diligence on each new manager prior to funding, and on each existing manager in accordance with the Due Diligence policy found at: <https://www.mcera.org/retirementboard/governance-policies>
- To maintain and strengthen the investment management of MCERA's Plan, Staff and Board/Investment Committee members shall be expected to participate in educational conferences/seminars related to their direct responsibility for the investment activities of MCERA in accordance with the Education Policy found at:
  - <https://www.mcera.org/retirementboard/governance-policies>

#### **Duties of the Staff**

The Retirement Staff, as designated by the Board and/or Investment Committee, plays a significant role in the management and oversight of the Plan. Staff duties include:

- Authority to invest the Fund's cash without requiring Board or Investment Committee permission, and as set forth elsewhere in MCERA's Investment Policy.
- Monitoring investment managers for adherence to appropriate policies and guidelines.
- Evaluating and managing the relationships with the consultants to the Fund to ensure that they are providing all the necessary assistance to Staff, Investment Committee, and the Board as set forth in their service contracts.
- Conducting manager searches, as set forth in this document, with necessary assistance from consultants as directed by the Board or Investment Committee.

- Restructuring portfolios following manager terminations with the assistance of consultants and managers, as needed.
- Organizing and/or participating in any special research required to manage the Plan more effectively or in response to any questions raised by Board/Investment Committee members.
- Supporting the Board or Investment Committee in the development and approval of the Investment Plan, implementing and monitoring the Plan, and reporting at least monthly on investment activity and matters of significance.
- Assisting with the negotiation of investment manager fees when needed.
- Ensuring that investment managers conform to the terms of their contracts and that their performance monitoring systems are sufficient to provide the Board or Investment Committee with timely, accurate and useful information.

#### **Duties of the Public Markets Investment Managers**

The following duties apply to managers investing in public market securities:

- Provide the Plan with a written agreement to invest within the guidelines established in the Investment Policy.
- Provide the Plan with proof of liability and fiduciary insurance coverage. Updated policy information will be provided to MCERA upon renewal and/or changes to the policy.
- Be an SEC-Registered Investment Advisor under the 1940 Act, and be recognized as providing demonstrated expertise over a number of years in the management of institutional, tax-exempt assets within a defined investment specialty.
- Adhere to the investment management style concepts and principles for which they were retained, including, but not limited to, developing portfolio strategy, performing research, developing buy, hold and sell lists, and purchasing and selling securities.
- Execute all transactions for the benefit of the Plan with brokers and dealers qualified to execute institutional orders on an ongoing basis at the best net cost to the Plan.
- Reconcile monthly accounting, transaction and asset summary data with custodian valuations, and communicate and resolve any significant discrepancies with the custodian.
- Submit written acknowledgement to the Retirement Administrator of these investment guidelines at the time of hire or upon any contract renewal or amendment.
- Maintain frequent and open communication with Staff and the Board or Investment Committee on all significant matters pertaining to the Investment Policy, including, but not limited to, the following:

- Major changes in the investment manager’s investment outlook, investment strategy and portfolio structure;
  - Significant changes in ownership, organizational structure, financial condition or senior personnel;
  - Any changes in the portfolio manager or client servicing personnel assigned to the Plan;
  - All pertinent issues which the investment manager deems to be of significant interest or material importance.
- Meet with the Board, Investment Committee or their designee(s) on an as-needed basis.

#### **Duties of the Private Markets Investment Managers**

The following duties apply to managers investing in private markets:

- Be a SEC-Registered Investment Advisor under the 1940 Act.
- Adhere to the investment management style concepts and principles set forth in the legal documentation of the relevant investment vehicle.
- Provide reporting as specified by the legal documentation of the relevant investment vehicle.
- Meet with the Board, Investment Committee or their designee(s) on an as-needed basis.

#### **Duties of the Master Custodian**

The master custodian shall be responsible for the following:

- Provide complete global custody and depository services for the designated accounts.
- Manage, if directed by the Board or Investment Committee, a Short Term Investment Fund (STIF) for investment of any cash not invested by managers, and ensure that all available cash is invested. If the cash reserves are managed externally, full cooperation must be provided.
- Provide in a timely and effective manner a monthly report of the investment activities implemented by the investment managers. If certain portfolios are custodied elsewhere, full cooperation must be provided.
- Collect all income and principal realizable and properly report it on the periodic statements.
- Provide monthly and fiscal year-end accounting statements for the portfolio, including all transactions; these should be based on accurate security values for both cost and market. These reports should be provided within acceptable time frames.



- Report to MCERA situations where accurate security pricing, valuation and accrued income is either not possible or subject to considerable uncertainty.
- Provide assistance to the Plan to complete such activities as the annual audit, transaction verification or other issues as required by the Board or Investment Committee.
- Manage a securities lending program to enhance income if directed by the Board or Investment Committee. If the securities lending program is managed externally, full cooperation must be provided.
- Securities transactions shall be settled under the contractual method.
- The use of due bills or substitute securities is expressly forbidden.

#### **Duties of the General Investment Consultant**

The investment consultant will act as a fiduciary for all services provided to MCERA. The Investment Consultant shall be responsible for the following:

- Make recommendations to the Board or Investment Committee regarding investment policy and strategic asset allocation.
- Assist MCERA in the selection of qualified investment managers and sponsors of limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles and assist in the oversight of existing managers and said sponsors, including monitoring changes in personnel, ownership and their investment process.
- Assist in the selection of a qualified custodian (including a securities lending agent and/or a cash manager) if necessary.
- Prepare a quarterly performance report including performance attribution on MCERA's managers and total assets and adherence to investment style and discipline.
- Provide topical research and education on investment subjects that are relevant to MCERA.
- Assist with the negotiation of investment management and custodian assignment and fees.

**POLICY REVIEW**

The Investment Committee will review this Policy at least every year to ensure that it remains relevant and appropriate. The Policy may be amended at any time by majority vote.

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**APPENDIX A****MCERA'S LONG-TERM STRATEGIC ASSET ALLOCATION TARGETS AND RANGES**

The strategic asset allocation targets have been developed as a function of the returns and risks of various asset classes and a rigorous analysis of MCERA's liabilities, taking into account the Board and Investment Committee's risk tolerance and long-term objectives. As asset class values change over time, deviations from the asset allocation targets may occur. Rebalancing the portfolio may be necessary to return the asset class allocations to targeted weights so as to ensure that the Board's intended strategy is consistently maintained over time. Rebalancing actions are the responsibility of the Staff and shall be reported to the Board or Investment Committee on a periodic basis.

Staff is authorized and directed (in the normal course of events) to act in accordance with this policy. Where particular circumstances arise and Staff determines rebalancing is not prudent, because doing so may generate unnecessary costs or otherwise not be in the best interests of MCERA, a full report of the actions taken or not taken shall be made to the Board or Investment Committee at the earliest opportunity.

MCERA's actual asset allocation shall be reviewed at the end of each quarter at a minimum and shall be based on current asset valuations. Estimated values may be used when current asset valuations are not available.

By using statistical models and employing a diversified portfolio strategy, MCERA seeks to create an efficient frontier, which is an optimal portfolio profile that accomplishes the lowest possible level of risk for a certain level of return. While asset allocation targets are an essential part of MCERA's investment policy, the inputs used to develop these benchmarks are not known with certainty. Indeed, the targets were derived using estimates of future returns and estimates of the risk of loss for each asset class. Because future results are only estimates based on historical returns and volatility for each asset class, a range of different allocations other than the target percentage may be statistically identical in risk-return terms to the targeted benchmark even though the actual allocations may be outside of the targeted percent. Thus, the efficient frontier is really a range of targeted allocations, rather than a strict target percent of asset allocations in a portfolio. In other words, the portfolio is on the efficient frontier if the allocations to each asset class are within a range around the target allocations.

## B.4.a

The strategic policy asset allocation and rebalancing triggers are set out in the table below:

Asset Class	Target Percent	Allowable Range
<b><i>US Equity</i></b>	<b>32.0%</b>	<b>28.0% - 36.0%</b>
Large Cap Core	24.0%	21.0% - 27.0%
Small Cap Core	8.0%	6.0% - 10.0%
<b><i>Non-US Equities</i></b>	<b>22.0%</b>	<b>19.0% - 25.0%</b>
International Large Cap Value	6.6%	5.6% - 7.6%
International Large Cap Growth	6.6%	5.6% - 7.6%
International Small Cap Core	4.4%	3.9% - 4.9%
International Emerging Markets	4.4%	3.9% - 4.9%
<b><i>Fixed Income</i></b>	<b>23.0%</b>	<b>20.0% - 26.0%</b>
US Core Plus Fixed Income	11.5%	8.5% - 14.5%
US Intermediate Credit Fixed Income	5.75%	4.75% - 6.75%
Global Fixed Income	5.75%	4.75% - 6.75%
<b><i>Real Assets</i></b>	<b>7.0%</b>	<b>4.0% - 10.0%</b>
Treasury Inflation Protected Securities	1.75%	1.5% - 2.0%
Commodities	1.75%	1.5% - 2.0%
Global Natural Resources Equity	1.75%	1.5% - 2.0%
Real Estate Investment Trusts	1.75%	1.5% - 2.0%
<b><i>Real Estate</i></b>	<b>8.0%</b>	<b>4.0% - 12.0%</b>
<b><i>Private Equity</i></b>	<b>8.0%</b>	<b>0.0% - 12.0%*</b>
<b><i>Opportunistic</i></b>	<b>0.0%</b>	<b>0.0% - 5.0%</b>

\* MCERA acknowledges that because of the nature of private equity investment, it may take several years to fund the private equity allocations and during the initial funding period, its allocation to private equity in market value terms may fall below the 8% target. During the initial funding period, as a proxy for private equity, MCERA intends to keep the assets committed to private equity partnerships invested in domestic and international equity. The result will be overweights in both of these asset classes relative to the long-term targets described above.

The following principles apply when asset allocations are outside the allowable ranges noted above:

1. Cash held by MCERA and cash awaiting investment in private equity investments or other alternative investments may be securitized with exchange-traded futures to a Fund policy mix by MCERA's overlay manager. The use of derivative instruments is

permitted as long as it does not create economic leverage in the portfolio and the instruments comply with the Derivatives section of this investment policy.

2. In order to rebalance as efficiently as possible and save transactions costs, allocations may be brought back within the allowable range rather than exactly to the target percentage.
3. Private market portfolios, such as Real Estate, Private Equity, and certain Opportunistic allocations, because of their illiquid nature, are very costly to rebalance. MCERA's Staff will make reasonable attempts to keep these asset classes within the allowable ranges defined above. Given their illiquidity, the risk of these asset classes moving outside of the allowable ranges for an extended period is heightened. In these cases, MCERA's Staff will document a plan to rebalance the allocations within the allowable ranges in the most timely and cost-efficient manner possible given market and other conditions. It is noteworthy that the risk of these asset classes drifting outside of the efficient frontier is mitigated by the relatively small exposure to these classes as a percentage of the entire portfolio.
4. When physical securities are traded, assets will be moved between investment managers in accordance with the following principles:
  - a) Assets will be taken from investment managers in the overweight asset class(es) with consideration given to asset class structure, investment manager target weights, and confidence in the investment managers themselves. With respect to private market allocations, the illiquid nature of these classes will be taken into account and trading will normally be avoided where possible.
  - b) Primary emphasis should be on significantly different asset classes (e.g. equity vs. fixed income).
  - c) Assets will be directed to investment managers in the underweight asset class(es) with consideration given to the same factors listed above.

**APPENDIX B - 1**  
**STATE STREET GLOBAL ADVISORS (SSGA)**  
**RUSSELL 1000 INDEX STRATEGY (LARGE CAP CORE)**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

The objective of the Russell 1000 Index strategy is to provide returns consistent with the US equity market as measured by the Russell 1000 Index.

**MCERA Performance Objectives**

- Match the return, gross of management fees, of the Russell 1000 Index over a complete market cycle.
- Minimize tracking error relative to the Russell 1000 Index.

**Investment Guidelines**

- All investments shall be managed in a diversified and prudent manner, subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees' Retirement Association as set forth in this Appendix B-1 and the Statement of Investment Policies, Objectives and Guidelines set forth in the Investment Management Agreement between MCERA and SSGA, dated January 11, 2019, as amended from time to time (the "SSGA Agreement").
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to SSGA subject to the SSGA Agreement.
- The following transactions are prohibited: short sales, selling on margin, writing options other than covered options, and "prohibited transactions" as defined under the Employee Retirement Income Security Act (ERISA), unless in reliance on an applicable Prohibited Transaction Exemption.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.



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- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and seek to resolve any significant discrepancies with the custodian.
- State Street Global Advisors will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- State Street Global Advisors will keep MCERA apprised of relevant information regarding its organization and personnel. To the extent legally possible, SSGA will use its best efforts to promptly notify MCERA of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 2**  
**DIMENSIONAL FUND ADVISORS (DFA)**  
**DOMESTIC SMALL CAP EQUITY**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

The strategy will be invested in a broadly diversified portfolio of companies that are generally in the lowest 10% of total market capitalization or companies whose market capitalizations are smaller than the 1,000<sup>th</sup> largest U.S. company, whichever results in the higher market capitalization break, in each case as reasonably determined by Manager at the time of purchase. In general, with respect to companies eligible for purchase the higher the relative market capitalization of the U.S. small cap company, the greater its representation in the Managed Assets. Manager may also adjust the representation within the Managed Assets of an eligible company, or exclude a company, after considering such factors as market capitalization, free float, momentum, trading strategies, liquidity, profitability, and other factors that Manager determines to be appropriate, given market conditions.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the Russell 2000 Index (the “Benchmark”) over a complete market cycle.
- Perform in the top half of a peer universe of small cap core equity managers over a complete market cycle.

**Investment Guidelines**

- All investments shall be managed in a diversified and prudent manner, subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees’ Retirement Association.
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to the manager subject to the investment management contract.
- The following transactions are prohibited: short sales, selling on margin, writing options other than covered options, and “prohibited transactions” as defined under the Employee Retirement Income Security Act (ERISA).
- Transactions shall be executed on the basis of seeking “best price and execution” and pursuant to Investment Manager’s best execution and trading policies for the sole benefit of the Marin County Employees’ Retirement Association.
- The use of foreign equity instruments which trade on U.S.-based exchanges or on NASDAQ, including American Depositary Receipts (ADRs), are acceptable as domestic equity investments

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but shall not constitute more than 15% of the portfolio (at market). Companies headquartered in the US will be considered domestic even if they are incorporated in a foreign jurisdiction.

- Securities in the Benchmark are permitted.
- Any security purchased or received in a corporate action is permitted.
- If not otherwise permitted herein, the use of other non-U.S. equity securities is prohibited. Notwithstanding the foregoing, securities of companies listed on exchanges or markets in the United States are permitted.
- The portfolio is expected to remain fully invested in that cash holdings should not exceed 10% of the market value in the portfolio; provided that such limit may be exceeded in situations where substantial withdrawals or inflows occur.
- DFA shall not purchase stock (or securities convertible into stock) of any single issuer if the purchase would cause this portfolio to include more than 5% of the outstanding voting stock, or more than 5% in (market) value of all outstanding securities of single issuer (assuming all shares are converted).
- Other than in connection with a corporate action, DFA shall not purchase private placements unless authorized in writing by the Board or Investment Committee.

Any material violation of these Investment Manager Guidelines shall be corrected promptly upon discovery and provided that a reasonable market exists.

Any material violation of these Investment Manager Guidelines shall be corrected promptly upon discovery, provided that in the event that the correction requires the buying and/or selling of securities, the Manager shall execute such purchase or sell trades of the applicable securities in an orderly fashion based upon prevailing market conditions.

### Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and seek to resolve any significant discrepancies with the custodian.

- DFA will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- DFA will keep MCERA apprised of relevant information regarding its organization and personnel. DFA will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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**APPENDIX B - 3**  
**MORGAN STANLEY INVESTMENT MANAGEMENT**  
**NON U.S. VALUE EQUITY**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

Morgan Stanley uses a bottom-up approach to build a diversified portfolio of primarily non US companies to generate long-term outperformance with an emphasis on reducing downside participation. The portfolio consists of a combination of high-quality companies characterized by their high returns on operating capital employed and strong free cash flow generation, and more cyclical companies with improving or mis-priced fundamentals, the mix of which varies over time based on valuations and company prospects.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the MSCI EAFE Index over a complete market cycle.
- Perform in the top half of a peer universe of Non-U.S. value equity managers over a complete market cycle.

**Investment Guidelines**

- The Morgan Stanley International Equity Trust is subject to provisions of the Employee Retirement Income Security Act, as amended (“ERISA”). The Agreement governs all aspects of investment with respect to the Trust, including an ERISA-mandated standard of care.
- MCERA is responsible for determining that its investment in the Trust is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees’ Retirement Association. The Manager shall invest within the scope of its style as stated in the Agreement.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA’s Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs (to be provided annually). These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Morgan Stanley will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of Morgan Stanley will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Morgan Stanley will keep MCERA apprised of relevant information regarding its organization and personnel. Morgan Stanley will notify MCERA promptly of any change in the lead personnel assigned to manage the account.



**APPENDIX B - 4**  
**ARTISAN PARTNERS**  
**NON U.S. GROWTH EQUITY**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

Artisan uses a fundamental bottom-up investment process to construct a diversified portfolio of international growth companies regardless of market capitalization, concentrating on industries or themes that the investment team believes present long-term growth opportunities and companies that are well positioned to capitalize on that growth. The portfolio has a primary emphasis on developed markets but also invests in emerging markets and is constructed without regard to index weightings.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the MSCI EAFE Index over a complete market cycle.
- Perform in the top half of a peer universe of Non-U.S. growth equity managers over a complete market cycle.

**Reporting Requirements**

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA’s Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Artisan will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the fund and its performance.
- Artisan will keep MCERA apprised of relevant information regarding its organization and personnel. Artisan will notify MCERA promptly of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 5**  
**TIMESQUARE CAPITAL MANAGEMENT COLLECTIVE INVESTMENT TRUST**  
**TIMESQUARE INTERNATIONAL SMALL CAP FUND**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

TimesSquare Capital Management believes fundamental equity growth research with a particular emphasis on the assessment of management quality, an in-depth understanding of superior business models, and valuation discrepancies enables them to create a diversified international small cap fund that will generate quality risk-adjusted returns.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the MSCI EAFE Small Cap Index over a complete market cycle.
- Perform in the top half of a peer universe of International Small Cap equity managers over a complete market cycle.

**Investment Guidelines**

- MCERA is responsible for determining that its investment in the TimesSquare International Small Cap Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. TimesSquare shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- A representative of TimesSquare will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the fund and its performance.

- TimesSquare will keep MCERA apprised of relevant information regarding its organization and personnel. The fund or its representative will notify MCERA promptly of any change in the lead personnel assigned to manage the account.

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**APPENDIX B - 6**  
**FIDELITY INSTITUTIONAL ASSET MANAGEMENT (FIAM)**  
**SELECT EMERGING MARKETS EQUITY**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

Fidelity Institutional Asset Management's (FIAM) investment philosophy is based on the premise that international and emerging markets are semi-efficient and pricing anomalies exist. The strategy seeks to exploit these inefficiencies through bottom-up stock selection based on fundamental company research, implemented within a framework of quantitative risk control.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of MSCI Emerging Markets Index (net) over a complete market cycle.
- Perform in the top half of a peer universe of emerging markets equity managers over a complete market cycle.

**Investment Guidelines**

- MCERA is responsible for determining that its investment in FIAM's Select Emerging Markets Equity commingled pool is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. FIAM shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- A representative of FIAM will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the fund and its performance.

- FIAM will keep MCERA apprised of relevant information regarding its organization and personnel. FIAM will notify MCERA promptly of any change in the lead personnel assigned to manage the account.

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**APPENDIX B - 7**  
**WELLINGTON MANAGEMENT COMPANY**  
**CORE PLUS FIXED INCOME**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

Wellington will invest in a diversified portfolio of investment grade and below investment grade fixed income securities. Wellington will add value primarily from sector and issue selection decisions. Interest rate anticipation and duration management will play a limited role in the portfolio.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the Bloomberg U.S. Aggregate Index over a complete market cycle.
- Perform in the top half of a peer universe of core plus fixed income managers over a complete market cycle.

**Investment Guidelines**

- All investments are subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees' Retirement Association, with applicable State and Federal statutes, and shall be managed in a diversified and prudent manner. The manager shall invest within the scope of their stated style.
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to the manager subject to the investment management contract.
- The following transactions are prohibited: short sales where securities are borrowed solely for the purpose of shorting, selling on margin, and "prohibited transactions" as defined under the Employee Retirement Income Security Act (ERISA).
- Transactions shall be executed on the basis of "best price and execution" for the sole benefit of the Marin County Employees' Retirement Association's beneficiaries.
- The duration on the portfolio shall range between 75% - 125% of the duration on the Bloomberg U.S. Aggregate Index.
- MCERA expects its domestic fixed income investment managers to maintain diversified portfolios by sector and by issuer. No more than 5% of the portfolio shall be invested with a single investment grade issuer other than obligations of the US Government and its agencies. No more than 2% of the portfolio shall be invested with a single below investment grade issuer.



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- Futures, options, swaps, forwards and other derivative securities are permitted investments. Any use of these instruments by Wellington will be in a non-leveraged manner, defined as follows:
  - The use of financial leverage is prohibited. The Account will not be considered leveraged as a result of authorized derivative positions provided the Account maintains cash and securities at least equal to the value of the obligations created by its net derivative positions in order to cover the obligations created by such positions.
- Wellington may invest up to 20% of the portfolio in securities rated below investment grade by all three of the major credit rating agencies. In the case of split ratings in which the three agencies have different ratings, the highest rating will be used in determining the credit rating of the security. If an issue is unrated, then an equivalent credit rating, as deemed by Wellington Management, may be used.
- Wellington may invest up to 20% of the portfolio in non-dollar denominated securities and currencies. The Portfolio may take currency positions unrelated to underlying portfolio holdings.
  - Non-dollar securities may be held on a currency hedged or un-hedged basis. The portfolio may invest in currency exchange transactions on a spot or forward basis. Both long and short currency exposures are permissible.
  - With respect to the 20% non-dollar investment limitation listed above, the Investment Manager may take effective foreign currency exposure up to 20% of the total portfolio (e.g. the entire non-dollar portfolio may be unhedged). Foreign currency exposure will be based on the absolute value of all positions (long and short) versus the dollar, except in the case of same country and currency exposures where these can be netted. Both long and short foreign currency positions may be held without owning securities denominated in such currencies.
- Wellington may invest up to 20% of the portfolio in private placements, including those issued pursuant to Rule 144A and/or Reg S and other restricted securities, the liquidity of which Wellington Management deems consistent with the Portfolio's investment objective.
- Wellington may invest up to 5% of the portfolio in U.S. and non-U.S. preferred and perpetual securities.
- Wellington will maintain an average weighted credit quality of not more than 2 rating notches below the benchmark's average weighted credit quality, at all times. For the avoidance of doubt, if the benchmark is rated AA-, then 2 notches below would be A.
  - Ratings method: The ratings method used to test both the benchmark's average credit rating and the portfolio's average credit rating will be "split to the highest rating" of the three major rating agencies.
- Investment in mortgage interest only (IO), principal only (PO), inverse floaters or other CMO derivatives that have highly uncertain or volatile duration or price movements are limited to 5% of the market value of the portfolio.

- Bank loans are permitted investments.
- All percentage limits refer to “at time of purchase.”

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

#### Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA’s Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and resolve any significant discrepancies with the custodian.
- Wellington will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Wellington will keep MCERA apprised of relevant information regarding its organization and personnel. Wellington will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 8**  
**WESTERN ASSET MANAGEMENT**  
**INTERMEDIATE CREDIT FIXED INCOME**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

Western will invest primarily in a portfolio of cash-based U.S. dollar (USD) denominated credit issues with an intermediate overall duration.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the Bloomberg U.S. Intermediate Credit Index over a complete market cycle.
- Perform in the top half of a peer universe of intermediate style fixed income managers over a complete market cycle.

**Investment Guidelines**

- All investments are subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees' Retirement Association, with applicable State and Federal statutes; accordingly, as of the date of this amendment these guidelines conform to all applicable rules and regulations and the Client will notify Western if any change thereof materially impact these guidelines. Moreover, the portfolio shall be managed in a diversified and prudent manner. The manager shall invest within the scope of their stated style.
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to the manager subject to the investment management contract.
- The following transactions are prohibited: short sales where securities are borrowed solely for the purpose of shorting, selling on margin, and "prohibited transactions" as defined under the Employee Retirement Income Security Act (ERISA).
- Transactions shall be executed on the basis of "best price and execution" for the sole benefit of the Marin County Employees' Retirement Association's beneficiaries.
- The average weighted duration of portfolio security holdings including derivatives positions is expected to range within  $\pm 20\%$  of the benchmark.
- MCERA expects its domestic intermediate credit fixed income investment managers to maintain diversified portfolios by issuer. Obligations of issuers are subject to a 5% per issuer limit excluding investments in commingled vehicles and US Treasuries and US Agencies. Any of the following fixed income securities, denominated in USD or non-USD, and their futures

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or options derivatives, individually or in commingled vehicles, subject to credit, diversification and marketability, may be held outright and under resale agreement (REPO):

- Western may invest up to 100% in corporate securities.
- Western may invest up to 10% of the portfolio in debentures issued or guaranteed by the U.S. Federal Government, U.S. Federal agencies or U.S. government-sponsored corporations and agencies;
- Western may invest up to 10% in contingent convertibles (“CoCos”) and preferred stocks.
- Western may invest up to 5% of the portfolio in U.S. and non-U.S. convertible securities (excluding CoCos which have their own bucket), bank loans, commercial paper, certificates of deposit and bankers’ acceptances issued by industrial, utility, finance, commercial banking or bank holding company organizations;
- Western may invest up to 10% of the portfolio in securities of emerging market issuers, international agencies, supranational entities, and foreign governments (or their subdivisions or agencies);
- Western may invest up to 5% of the portfolio in taxable and tax-exempt obligations issued or guaranteed by U.S. local, city and state governments, instrumentalities and agencies.
- Western may invest up to 10% of the portfolio in non-USD denominated securities. Up to 5% of the portfolio may be invested in non-USD exposure via unhedged non-US denominated securities and foreign currency transactions. The portfolio may invest in non-USD securities on a currency hedged or unhedged basis. Moreover, the portfolio may invest in currency exchange transactions on a spot or forward basis. Both long and short currency exposures are permissible. Western will net within currencies and the resulting value will contribute to the max percentage permitted.
- Swaps are permitted investments up to a maximum of 5%. Any use of these instruments by Western will be in a non-leveraged manner.
- At least 70% of the portfolio will be rated "investment grade." Security ratings will be determined as follows. If a security is rated by Moody's, S&P, and Fitch, then the middle rating of the three agencies will apply. In the event that the security is rated by two of the agencies, and the third is non-rated, then the lower rating of the two agencies will apply. If only one agency assigns a rating, then that rating will apply.

Standard & Poor's  
Moody's  
Fitch

BBB-, or A-2, or  
Baa3, or Prime-2, or  
BBB-, or F-2

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- Securities not covered by these standards will normally be, in the judgment of Western, at least equal in credit quality to the criteria implied in those standards. No more than 5% of the portfolio shall be invested in other unrated securities.
- In the event downgraded securities cause a breach of the Investment Guidelines, Western may continue to hold the positions but will not make any further purchases to increase the position while the breach remains.
- Western may invest up to 20% of the portfolio in Securities defined under Rule 144A and Commercial Paper defined under Section 4(2) of the Securities Act of 1933;
- For securities with legal final maturities of 270 days or less, Western may use the underlying credit's short-term ratings as proxy for establishing the minimum credit requirement.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

### Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and resolve any significant discrepancies with the custodian.
- Western will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Western will keep MCERA apprised of relevant information regarding its organization and personnel. Western will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 9**  
**COLCHESTER GLOBAL INVESTORS**  
**GLOBAL FIXED INCOME**  
**STATEMENT OF OBJECTIVES, GUIDELINES, AND PROCEDURES**

**Investment Approach**

Colchester is a value-oriented global fixed income manager. Colchester will invest primarily in high quality sovereign bond markets that offer attractive yields and sound finances.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the FTSE World Government Bond Index (USD Unhedged) over a complete market cycle.
- Perform in the top half of a peer universe of global fixed income managers over a complete market cycle.

**Investment Guidelines**

- MCERA is responsible for determining that its investment in Colchester's Global Bond Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. Colchester shall invest within the scope of its style as stated in the governing documents for the Global Bond Fund.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs (to be provided annually). These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- Colchester will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of Colchester will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.



- Colchester will keep MCERA apprised of relevant information regarding its organization and personnel. Colchester will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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**APPENDIX B - 10**  
**BLACKROCK**  
**US TREASURY INFLATION PROTECTED SECURITIES FUND**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

The objectives of the US Treasury Inflation Protected Securities Fund are to provide returns consistent with the US TIPS market as measured by the Bloomberg US TIPS Index.

**MCERA Performance Objectives**

- Match the return as closely as practicable, gross of management fees, of the Bloomberg US TIPS Index over a complete market cycle.
- Minimize tracking error relative to the Bloomberg US TIPS Index.

**Investment Guidelines**

- MCERA is responsible for determining that its investment in the US Treasury Inflation Protected Securities Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. BlackRock shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus, performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- BlackRock will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of BlackRock will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

- BlackRock will keep MCERA apprised of relevant information regarding its organization and personnel. BlackRock will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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**APPENDIX B - 11**  
**INVESCO**  
**BALANCED-RISK COMMODITY**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

The Invesco Balanced-Risk Commodity strategy uses an active approach to commodity investing due to some of the unique return sources available in the commodity markets. The investment strategy focuses on four key drivers of commodity returns: term structure weighting, equal risk contribution, optimal roll, and tactical allocation.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the Bloomberg Commodities Index over a complete market cycle.
- Perform in the top half of a peer universe of commodity managers over a complete market cycle.

**Investment Guidelines**

- MCERA is responsible for determining that its investment in Invesco's Balanced-Risk Commodity Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. Invesco shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- Invesco will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of Invesco will be available to meet with MCERA

annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

- Invesco will keep MCERA apprised of relevant information regarding its organization and personnel. Invesco will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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**APPENDIX B - 12**  
**KBI GLOBAL INVESTORS**  
**GLOBAL RESOURCE SOLUTIONS**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

KBI Global Investors' (KBIGI) Global Resource Solutions strategy invests in companies providing solutions to the greatest global resource challenges. There are compelling investment opportunities in companies providing solutions to resource scarcity across water, food and energy.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the S&P Global Natural Resources Index over a complete market cycle.

**Investment Guidelines**

- MCERA is responsible for determining that its investment in the KBIGI Global Resource Solutions Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. KBIGI shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- KBIGI will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of KBIGI will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.



- KBIGI will keep MCERA apprised of relevant information regarding its organization and personnel. KBIGI will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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**APPENDIX B - 13**  
**BLACKROCK**  
**REIT INDEX FUND**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

The objectives of the REIT Index Fund are to provide returns consistent with the US REIT market as measured by the Dow Jones US Select Real Estate Securities Index.

**MCERA Performance Objectives**

- Match the return as closely as practicable, gross of management fees, of the Dow Jones US Select Real Estate Securities Index over a complete market cycle.
- Minimize tracking error relative to the Dow Jones US Select Real Estate Securities Index.

**Investment Guidelines**

- MCERA is responsible for determining that its investment in the REIT Index Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. BlackRock shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- BlackRock will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of BlackRock will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

- BlackRock will keep MCERA apprised of relevant information regarding its organization and personnel. BlackRock will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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**APPENDIX B - 14**  
**UBS**  
**CORE REAL ESTATE**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

UBS Trumbull Property Fund is an open-ended core real estate commingled fund. UBS strives to invest predominantly in income producing properties diversified by both geographical region and by property type.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the NCREIF Open-Ended Core Diversified Equity (ODCE) Index over a complete market cycle.
- Perform in the top half of a peer universe of Open-Ended Core Real Estate managers over a complete market cycle.

**Investment Guidelines**

- MCERA is responsible for determining that its investment in the UBS Trumbull Property Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. UBS shall invest within the scope of its style as stated in the governing documents for the UBS Trumbull Property Fund.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Quarterly – Performance of the portfolio and benchmark for the quarter, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- UBS will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. Members of the investment team will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- UBS will keep MCERA apprised of relevant information regarding its organization and personnel. UBS will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B - 15**  
**AEW CAPITAL MANAGEMENT**  
**CORE REAL ESTATE**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

AEW Core Property Trust is an open-ended core real estate commingled fund. AEW strives to invest predominantly in income producing properties diversified by both geographical region and by property type.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the NCREIF Open-Ended Core Diversified Equity (ODCE) Index over a complete market cycle.
- Perform in the top half of a peer universe of Open-Ended Core Real Estate managers over a complete market cycle.

**Investment Guidelines**

- MCERA is responsible for determining that its investment in the AEW Core Property Trust is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. AEW shall invest within the scope of its style as stated in the governing documents for the AEW Core Property Trust.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

**Reporting Requirements**

- Quarterly – Performance of the portfolio and benchmark for the quarter, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- AEW will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. Members of the investment team will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- AEW will keep MCERA apprised of relevant information regarding its organization and personnel. AEW will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX B-16**  
**CARVAL INVESTORS**  
**CREDIT VALUE FUND V LP**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

CarVal Investors Credit Value Fund V LP is a closed-end fund that will make investments in distressed and credit-intensive assets within loan portfolios, corporate securities, structured credit, hard assets, and special opportunities.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the S&P/LSTA Leveraged Loan Index + 250 basis points over a complete market cycle.

**Investment Guidelines**

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.

**Reporting Requirements**

- Reporting requirements will be governed by the Partnership's legal documentation.
- A representative of CarVal will generally be available to meet or have discussions with MCERA, the Board of Retirement and/or Investment Committee, or their designee(s) as reasonably necessary to review the portfolio and its performance.

Any and all legal obligations related to MCERA's investment in the Partnership would be governed by the Partnership's legal documentation, notwithstanding anything in this Investment Policy Statement and any related appendices to the contrary.



**APPENDIX B-17**  
**FORTRESS INVESTMENT GROUP**  
**FORTRESS CREDIT OPPORTUNITIES FUNDS V EXPANSION**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

Fortress Credit Opportunities Funds V Expansion is a closed-end fund that will make investments in a range of distressed and undervalued credit investments.

**MCERA Performance Objectives**

- Exceed the return, net of management fees, of the S&P/LSTA Leveraged Loan Index + 250 basis points over a complete market cycle.

**Investment Guidelines**

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.

**Reporting Requirements**

- Reporting requirements will be governed by the Partnership's legal documentation.
- A representative of Fortress will generally be available to meet or have discussions with MCERA, the Board of Retirement and/or Investment Committee, or their designee(s) as reasonably necessary to review the portfolio and its performance.

Any and all legal obligations related to MCERA's investment in the Partnership would be governed by the Partnership's legal documentation, notwithstanding anything in this Investment Policy Statement and any related appendices to the contrary.

**APPENDIX B-18**  
**VÄRDE MANAGEMENT, L.P**  
**THE VÄRDE DISLOCATION FUND**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

The Värde Dislocation Fund is a closed-end fund that will make investments in a broad universe of mispriced, stressed, and distressed credit opportunities.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the S&P/LSTA Leveraged Loan Index + 250 basis points over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.

Reporting Requirements

- Reporting requirements will be governed by the Partnership's legal documentation.
- A representative of Värde will generally be available to meet or have discussions with MCERA, the Board of Retirement and/or Investment Committee, or their designee(s) as reasonably necessary to review the portfolio and its performance.

Any and all legal obligations related to MCERA's investment in the Partnership would be governed by the Partnership's legal documentation, notwithstanding anything in this Investment Policy Statement and any related appendices to the contrary.

**APPENDIX B - 19**  
**PARAMETRIC PORTFOLIO ASSOCIATES**  
**POLICY IMPLEMENTATION OVERLAY SERVICE**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

Parametric Portfolio Associates will use futures contracts to “securitize” cash investments in the portfolio, bridge exposure gaps during transitions, and to rebalance portfolio exposures.

**MCERA Performance Objectives**

- Produce returns approximately equal to the Fund’s guideline-based overlay portfolio benchmark.

**Investment Guidelines**

- All investments are subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees’ Retirement Association, with applicable State and Federal statutes, and shall be managed in a diversified and prudent manner. The manager shall invest within the scope of their stated style.
- Security selection and timing of purchase and sales are delegated to the manager subject to the investment management contract.
- The following transactions are prohibited: writing options other than covered options, and “prohibited transactions” as defined under the Employee Retirement Income Security Act (ERISA).
- Transactions shall be executed on the basis of “best price and execution” for the sole benefit of the Marin County Employees’ Retirement Association’s beneficiaries.
- Futures contracts, including short positions, are permitted in order to “securitize” existing cash positions, bridge exposure gaps during transitions, and to rebalance portfolio exposures. Futures are not to be used for speculative purposes.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio will be sent to the MCERA Retirement Administrator and MCERA’s Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio for the quarter, year-to-date and since inception, and review of transactions costs. These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and resolve any significant discrepancies with the custodian.
- Parametric Portfolio Associates will meet with the MCERA Board and/or the Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Parametric Portfolio Associates will keep MCERA apprised of relevant information regarding its organization and personnel. Parametric Portfolio Associates will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

**APPENDIX C-1**  
**PATHWAY CAPITAL MANAGEMENT**  
**PATHWAY PRIVATE EQUITY FUND 2008 (PPEF 2008)**  
**PATHWAY PRIVATE EQUITY FUND INVESTORS 7 (PPEF I-7)**  
**PATHWAY PRIVATE EQUITY FUND INVESTORS 8 (PPEF I-8)**  
**PATHWAY PRIVATE EQUITY FUND INVESTORS 9 (PPEF I-9)**  
**PATHWAY PRIVATE EQUITY FUND INVESTORS 10 (PPEF I-10)**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

The Partnership's investment strategy is to create a diversified portfolio of private equity funds that pursue a variety of investment strategies, including but not limited to, buyouts, venture capital, and special situations.

**MCERA Performance Objectives**

- Produce returns approximately equal to or in excess of the Refinitiv/Cambridge (All Regions) All Private Equity Index as provided and set forth in the legal documentation of the Partnership.

**Investment and other Guidelines**

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.
- The investment manager shall at all times be a SEC-Registered Investment Advisor under the Investment Advisors Action of 1940, as amended.

**Reporting Requirements**

- Reporting requirements will be governed by the Partnership's legal documentation.
- The investment manager shall meet or shall cause the General Partner of the Partnership to meet with the Board and/or the Investment Committee or their designee(s) annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

**APPENDIX C-2**  
**ABBOTT CAPITAL MANAGEMENT**  
**ABBOTT PRIVATE EQUITY FUND VI, LP (ACE VI)**  
**ABBOTT PRIVATE EQUITY FUND VII, LP (ACE VII)**  
**ABBOTT ANNUAL PROGRAM 2016, LP (AP 2016)**  
**ABBOTT ANNUAL PROGRAM 2017, LP (AP 2017)**  
**ABBOTT ANNUAL PROGRAM 2021, LP (AP 2021)**  
**STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

**Investment Approach**

The Partnership's investment strategy is to create a diversified portfolio of private equity funds that pursue a variety of investment strategies, including but not limited to growth equity buyouts, venture capital, and special situations.

**MCERA Performance Objectives**

- Produce returns approximately equal to or in excess of the Refinitiv/Cambridge (All Regions) All Private Equity Index as provided and set forth in the legal documentation of the Partnership.

**Investment and other Guidelines**

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.
- The investment manager shall at all times be a SEC-Registered Investment Advisor under the Investment Advisors Action of 1940, as amended.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery.

**Reporting Requirements**

- Reporting requirements will be governed by the Partnership' legal documentation.
- The investment manager shall meet or shall cause the General Partner of the Partnership to meet with the Board, and/or the Investment Committee, or their designee(s) annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.



**APPENDIX D**  
**RESOLUTION 2010/11-03**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)**  
**PLACEMENT AGENT PAYMENT DISCLOSURE RESOLUTION AND POLICY**

**Adopted: December 9, 2009**  
**Amended: February 9, 2011**  
**Amended: November 2, 2011**  
**Reviewed: May 6, 2015**  
**Reviewed: May 9, 2018**  
**Amended: May 5, 2021**

WHEREAS, California Government Code section 7513.85, chaptered on October 11, 2009 to be effective immediately ("Section 7513.85"), requires all California public retirement systems to develop and implement, on or before June 30, 2010, a policy requiring the disclosure of payments to placement agents made in connection with system investments in or through external managers ("Placement Agent Payment Disclosure Policy" or "Policy").

WHEREAS, placement agent as described in this Policy includes all those identified in California Government Code section 7513.8, as amended.

WHEREAS, the Board of Retirement ("Board") of the Marin County Employees' Retirement Association ("MCERA") has determined, upon the recommendation of the MCERA Governance Committee, that adoption of a Placement Agent Payment Disclosure Policy is consistent with the Board's fiduciary responsibilities.

WHEREAS, Section 7513.85 requires the Placement Agent Payment Disclosure Policy to include, but not be limited to, six of the requirements enumerated in the Policy, and new California Government Code section 7513.9 requires additional disclosures that also are enumerated in this Policy.

WHEREAS, the MCERA Governance Committee has recommended, and the Board has determined, that the Placement Agent Payment Disclosure Policy or similar acknowledgement must be agreed to in writing, and a report shall be filed annually, by all of MCERA's current and future external investment managers.

WHEREAS, in compliance with Section 7513.85, any external investment manager or Placement Agent that violates this Policy shall not solicit new investments from MCERA for five years after the violation is committed, unless the Board decides, in open session by majority vote, to waive the five year prohibition upon a showing of good cause.

WHEREAS, the Board reserves the right to impose an additional penalty of a fine on a external investment manager who violates this Policy, and does not establish good cause therefore to the reasonable satisfaction of the Board; provided, however, that said fine may not exceed the fees due from MCERA to the manager from the date of the violation to the date of the fee's imposition.

NOW, THEREFORE, BE IT RESOLVED, THAT:

Prior to MCERA investing with any external investment manager, and contemporaneous with required annual filings of Statements of Economic Interests (Form 700) or similar disclosures with respect to all MCERA existing external investment managers, MCERA shall be provided with a written representation from the investment manager, in a form acceptable to MCERA's legal counsel, stating that (1) the external investment manager agrees with the disclosure and penalty provisions set forth in this Policy and (2) it has not used a Placement Agent in connection with MCERA's investment, or if the manager has used a Placement Agent, it will disclose the following:

1. The name of the Placement Agent(s) and the relationship between the external investment manager and Placement Agent(s).
2. A resume for each officer, partner, or principal of the Placement Agent detailing the person's education, professional designations, regulatory licenses, and investment and work experience.
3. A description of any and all compensation of any kind provided, or agreed to be provided, to the Placement Agent.
4. A representation that the compensation provided is the sole obligation of the external investment manager and not of MCERA or the limited partnership.
5. A description of the services performed, and to be performed, by the Placement Agent.
6. A statement whether the Placement Agent, or any of its affiliates, are registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association, or any similar regulatory agent in a country other than the United States, and the details of that registration or explanation as to why no registration is required.
7. A statement whether the Placement Agent, or any of its affiliates, is registered as a lobbyist with any state or national government.
8. All campaign contributions made by the Placement Agent to any elected member of the Board, and to any member of the Marin County Board of Supervisors, during the prior 24-month period, which disclosure shall be amended if any campaign contributions are made during the time the Placement Agent is receiving compensation in connection with a system investment.
9. All gifts, as defined in Government Code section 82028, given by the Placement Agent to any member of the Board, or to the Board's investment consultant, during the time the Placement Agent is receiving compensation in connection with a system investment.
10. All current or former MCERA Board members, employees, or consultants or

11. A member of the immediate family of any such person who are either employed or receiving compensation from the Placement Agent.
12. The names of any current or former MCERA Board members, employees, or consultants who suggested the retention of the Placement Agent.

Policy Review

The Board shall review this Placement Agent Payment Disclosure Policy at least every three years to assure its efficacy and relevance. This Policy may be amended from time to time by majority vote of the Board.

Retirement Administrator's Certificate

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

Dated: May 5, 2021



Retirement Administrator

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
CODE OF FIDUCIARY CONDUCT, ETHICS AND GOVERNANCE**

**Adopted:** January 9, 2008

**Amended:** July 8, 2009

**Reviewed:** August 8, 2012

**Amended:** December 11, 2013

**Amended:** December 14, 2016

**Reviewed:** January 8, 2020

**Reviewed:**

**WHEREAS**, Article XVI, Section 17 of the California Constitution provides in pertinent part as follows:

*Notwithstanding any other provision of law or this Constitution to the contrary, the retirement board of a public pension or retirement system shall have plenary authority and fiduciary responsibility for investment of moneys and administration of the system, subject to all of the following:*

- (a) *The retirement board shall have the sole and exclusive fiduciary responsibility over the assets of the system in a manner that will assure prompt delivery of benefits and related services to the participants and their beneficiaries. The assets . . . are trust funds and shall be held for the exclusive purposes of providing benefits to participants . . . and their beneficiaries and defraying reasonable expenses of administering the system.*
- (b) *The members of the retirement board of a public pension or retirement system shall discharge their duties with respect to the system solely in the interest of, and for the exclusive purposes of providing benefits to, participants and their beneficiaries, minimizing employer contributions thereto, and defraying reasonable expenses of administering the system. A retirement board's duty to its participants and their beneficiaries shall take precedence over any other duty.*
- (c) *The members of the retirement board . . . shall discharge their duties with respect to the system with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character and with like aims.*
- (d) *The members of the retirement board of a public pension or retirement system shall diversify the investments of the system so as to minimize the risk of loss and to maximize the rate of return, unless under the circumstances it is clearly not prudent to do so.*
- (e) *The retirement board . . . , consistent with the exclusive fiduciary responsibilities vested in it, shall have the sole and exclusive power to provide for actuarial services in order to assure the competency of the assets of the public pension or retirement system.*

**WHEREAS** Chief Judge Benjamin Cardoza, in 1928, set forth the standard for fiduciary conduct, as follows:

*A trustee is held to something stricter than the morals of the market place. Not honesty alone, but the punctilio of an honor the most sensitive, is then the standard of behavior. As to this there has developed a tradition that is unbending and inveterate. Uncompromising rigidity has been the attitude of courts of equity when petitioned to undermine the rule of undivided loyalty by the “disintegrating erosion” of particular exceptions. Only thus has the level of conduct for fiduciaries been kept at a level higher than that trodden by the crowd . . . .*

**WHEREAS**, the National Conference on Public Employee Retirement Systems has published NCPERS’ Model Code of Ethics, the Guiding Principles of which are as follows:

1. *Service to the beneficiaries of public pension funds is the primary function of public pension fund trustees.*
2. *The beneficiaries of public pension funds are sovereign and the trustees of those funds are ultimately responsible to them.*
3. *In those situations where the law is not clear, the best interests of the fund beneficiaries must be served. Conscience is critical. Good ends never justify unethical means.*
4. *Efficient and effective administration and investment management is basic to public pension funds. Misuse of influence, fraud, waste or abuse is unacceptable conduct.*
5. *Safeguarding the trust of fund beneficiaries is paramount. Conflicts of interest, bribes, gifts or favors which subordinate fund trustees to private gains are unacceptable.*
6. *Service to public pension fund beneficiaries demands special sensitivity to the qualities of justice, courage, honesty, equity, competence and compassion.*
7. *Timely and energetic execution of fiduciary responsibilities is to be pursued at all times by pension fund trustees.*

**WHEREAS**, the Political Reform Act of 1974 and Government Code section 1090 set forth specific circumstances which require public officials to disqualify themselves from making, participating in, or attempting to influence governmental decisions which may affect any of their financial interests.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of the Marin County Employees’ Retirement Association (the “Board”) hereby adopts the following *Code of Fiduciary Conduct, Ethics and Governance*:

## **PREAMBLE**

The Board of Retirement of the Marin County Employees' Retirement Association ("MCERA") is an independent fiduciary board whose members function as pension trustees under the authority of the County Employees Retirement Law of 1937 (Government Code Title 3, Division 4, Part 3, Chapter 3 and 3.9, Sections 31450-31899.10), governed by the principles of Article XVI, Section 17 of the California Constitution ("Proposition 162"). The management of MCERA is vested in the Retirement Board.

MCERA was established July 1, 1950, in accordance with a vote of the people of Marin County, as an organization that was created to administer retirement benefits. The actions of MCERA affect officials, eligible employees, eligible retirees and government sponsors of the following agencies:

- County of Marin
- Marin County Courts
- City of San Rafael
- Novato Fire Protection District
- Marin City Community Services District
- Tamalpais Community Services District
- Southern Marin Fire Protection District
- Marin/Sonoma Mosquito & Vector Control District
- Local Agency Formation Commission (LAFCO)

The members of MCERA's Board are mindful of the positions of trust and confidence held by them. They adopt this Code to ensure the proper administration of MCERA, and to foster unquestioned public confidence in MCERA's institutional integrity as a prudently managed and fiduciarily governed public pension system.

MCERA's *Code of Fiduciary Conduct, Ethics and Governance* provides a fiduciary framework for the proper conduct of MCERA's affairs.

### **1. FIDUCIARY DUTIES.**

Each member of MCERA's Board shall execute their duties as set forth in the County Employees' Retirement Law of 1937, as amended, with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character and with like aims.



Each member of MCERA's Board shall discharge his or her duties with respect to the system solely in the interests of, and for the exclusive purposes of providing benefits to, participants and their beneficiaries, minimizing employer contributions thereto, and defraying reasonable expenses of administering the system, with the duty to the participants and beneficiaries taking precedence over any other duty. (California Constitution Article XVI, Section 17(b).)

Each member of MCERA's Board shall diligently attend to the business of the Board and shall not leave to other Board members control over the administration of the affairs of the Board.

Each member of MCERA's Board shall comply with MCERA's *Code of Fiduciary Conduct, Ethics and Governance*.

## **2. FIDUCIARY CONFLICTS OF INTEREST.**

Each member of MCERA's Board shall abide by the provisions of California Government Code Sections 1090 et seq., which prohibit Board Members from being financially interested, directly or indirectly, in any contract made by the Board.

Each member of MCERA's Board shall abide by the provisions of the Political Reform Act, Government Code sections 81000, et seq. including section 87100 which prohibits Board Members from making, participating in making, or using their positions to influence Board and Association decisions in which they have a financial interest.

No member of MCERA's Board shall engage in any employment, activity, or enterprise for compensation which is inconsistent, incompatible, or in conflict with, his or her duties as a member of MCERA's Board, or with the duties, functions, or responsibilities of MCERA's Board.

No member of MCERA's Board shall perform any work, service, or counsel for compensation outside his or her Board responsibilities where any part of his or her efforts will be subject to approval by any other members of the Board on which he or she serves.

Each member of MCERA's Board shall abide by the provisions of California Government Code Sections 87200 et seq., which require the public disclosure of economic interests as prescribed therein.

In keeping with the provisions of the Government Code, a member of MCERA's Board shall not become an endorser, surety, or obligor on, or have any personal interest, direct or indirect, in the making of any investment for the Board, or in the gains or profits accruing therefrom. These people are prohibited from having any financial interest in any contract made by them in their official capacity and from making or influencing official decisions in which they have a financial interest.

Each member of MCERA's Board shall strive to avoid activities which may impair the ability to exercise independent judgment in the discharge of official duties.

In order to maintain the highest standards of conduct and ethics above the minimum requirements of the California Government Code and to avoid even the appearance of a conflict of interest, each member of MCERA's Board should conduct official and private affairs so as to avoid giving rise to a reasonable conclusion that he or she can be improperly influenced in the performance of his or her public duty. In addition, each member of MCERA's Board should conduct official and private affairs so as to avoid giving rise to the reasonable conclusion that he or she is using his or her position on the Board to further his or her own financial interests.

Members of the MCERA Board shall be accountable for recognizing a potential or actual conflict of interest and for disqualifying themselves from making, participating in, or attempting to influence Board decisions which may affect any of their financial interests. Immediately prior to the Board's consideration of the matter, a Member shall publicly disclose the actual or potential conflict in detail sufficient to be understood by the public, recuse himself or herself from participating, and, if required by law, leave the room until the matter is concluded. Disclosure during Board meetings may be made 1) orally or 2) by handing a written statement to the Chair of the MCERA Board, with a copy to all trustees and the Retirement Administrator, which will be available to the public. Such a disclosure shall be reflected in the official record of the meeting. To the extent a matter on which one or more Board members have recused themselves returns to the Board for further consideration on multiple occasions, the minutes will reflect both the continued recusals and the rationale for the recusals, but Board members need not orally or in writing repeat the disclosure at each such meeting.

### **3. LIMITATIONS ON GIFTS, HONORARIA AND PERSONAL LOANS; AND DISCLOSURE OF GIFTS ON THE RECORD.**

Each member of MCERA's Board and designated staff shall comply with the gift limitation provisions and the prohibition on acceptance of honoraria under California Government Code Sections 89500 et seq.

Each member of MCERA's Board and designated staff shall abide by the loan limitation provisions of California Government Code Sections 87460 et seq., which prohibits receiving personal loans from any officer, employee, member, consultant, or contractor with the MCERA.

In addition to the minimum gift limitation requirements of California Government Code Sections 89500 et seq., MCERA Board Members shall not accept or solicit gifts, favors, services or promises of future benefits which might compromise or impair the Board Member's exercise of independent judgment, or which the Board Member knows, or should know, are being offered with the intent to influence that Board Member's official conduct.

If a Board Member or designated staff has received gifts, either directly or through MCERA, of \$50.00 or more in the immediate preceding twelve months from a person, firm or entity seeking to conduct business with the MCERA Board, before the Board considers an item involving that donor, the Board Member or designated staff shall disclose the receipt of the gift(s), the donor's name, and the nature and value of the gift(s) to the Board in open session. All gift disclosures required by law, including but not limited to those required by this Code, shall also be included on each Board Member's and designated staff's Form 700.

**4. CONTACTS WITH VENDORS, CONSULTANTS AND ADVISORS.**

- (a) **Prospective Vendors, Consultants and Advisors.** No member of the MCERA Board or staff shall accept any gifts, favors, or services from any current or prospective vendor, consultant or advisor (a “service provider”) that the Board Member or staff knows has responded to a Request for Proposal from MCERA, or is otherwise a candidate in a non-RFP selection process by MCERA. Furthermore, each member of the Board shall refrain from any discussions with any current or prospective service provider who is a finalist in the selection process regarding the Request for Proposal outside of an open public meeting, other than as part of a regularly scheduled interview during the selection process.
- (b) **Existing Vendors, Consultants and Advisors.** Business meetings and discussions, including meetings which include meals, with current service providers may provide useful information of benefit to the Board member, and are not prohibited by this *Code of Fiduciary Conduct, Ethics and Governance*.

**5. USE OF MCERA RESOURCES AND FACILITIES FOR PRIVATE GAIN.**

No member of the MCERA Board shall use Board consultants or staff, or MCERA facilities, equipment, materials or supplies for any purpose other than the discharge of his or her responsibilities to the retirement system.

**6. USE OF OFFICIAL POSITION.**

No MCERA Board member shall use his or her Board position either to negotiate on behalf of the MCERA Board or to become involved in personnel matters outside of any process established for that purpose. Furthermore, no Board member shall use his or her official position to secure a special privilege or exemption for himself or herself or on behalf of others.

**7. CONFIDENTIAL INFORMATION.**

No member of the MCERA Board shall obtain or use for personal reasons or for private gain any confidential information acquired as a result of his or her position as a member of the Board.

Each Board Member shall abide by the provisions of Government Code section 54963, which prohibits the disclosure of confidential information acquired during authorized closed sessions.

**8. CONDUCT AND ATTENDANCE AT RETIREMENT BOARD MEETINGS.**

The MCERA Board shall provide fair and equal treatment for all persons and matters coming before the Board or any Board committee.

Board members shall listen courteously to all discussions at meetings and avoid interrupting other speakers, including other Board members, staff or committee members, except as may be permitted by established Rules of Order.

Board members shall refrain from abusive or disruptive conduct, personal charges or verbal attacks upon the character, motives, ethics, or morals of others.

In keeping with their fiduciary obligations, Board members shall make every reasonable effort to attend all meetings of the Board and all meetings of Committees on which they serve. When Board members are unable to attend a meeting of the Board or Standing Committee, they shall notify the Retirement Administrator as soon as possible to help ensure that a quorum will be achieved.

As provided by the Brown Act, the Board or a Standing Committee may permit one or more of its members to participate in their meetings by teleconference (audio or video), so long as the notice, public access, roll call voting and other procedural requirements of the Brown Act are met. It is the policy of the MCERA Board that if a trustee is unable to be physically present at a Standing Committee meeting, other than the Investment Committee, that trustee may request to participate from a remote location by teleconference. The trustee will timely contact the Chair of the Standing Committee to notify the Chair of his or her desire to participate via teleconference. The Committee Chair will, in his or her sole discretion, determine if the remote access request will be granted. Such request will also only be granted if the Retirement Administrator first determines that MCERA is reasonably able to comply with all Brown Act requirements with respect to the proposed teleconferencing location.

Board members may attend any meeting of a Standing Committee of which they are not a member, but only as observers. Only Committee members may vote on matters before the Committee. Board members may not attend meetings of Ad Hoc Committees of which they are not members unless the meeting agenda has been posted and all the requirements of the Brown Act have been met.

## **9. COMMUNICATIONS WITH SERVICE PROVIDERS AND OTHER NON-MCERA PERSONS AND ENTITIES.**

A Board member shall be respectful of the Board and its decisions, and of committees and their recommendations, in all external communications, even if he or she disagrees with such decisions or recommendations.

As a means to provide correct, timely and uniform information regarding MCERA administration, the provision of MCERA benefits, and related matters, inquiries on such matters from services providers, the media, and other non-MCERA entities and individuals should be directed to the MCERA Administrator. If Board members receive inquiries from non-MCERA entities and individuals regarding MCERA and choose to respond to such inquiries, such Board members shall clarify that they are not speaking on behalf of the Board, unless the communication is specifically authorized by the Board.

A Board member shall not correspond with a non-MCERA person or entity using MCERA letterhead or as a spokesperson on behalf of the Board unless the communication is authorized by the Board.

Copies of all written communications from a Board member to a current service provider (vendor, consultant or advisor), or person or entity related to a current service provider, relating to MCERA's business (other than purely personal or social correspondence) shall be provided to the MCERA Administrator for possible subsequent distribution to all members of the Board.

A copy of any written business related communication (other than routine announcements, generally distributed newsletters, and similar material) received by a Board member from a current MCERA service provider, and not received by any other Board Member, shall be forwarded to the MCERA Administrator for possible subsequent distribution to all members of the Board.

#### **10. COMMUNICATIONS TO THE ELECTORATE.**

The Board may publicly express an opinion with regard to the merits of a proposed ballot measure that is reasonably expected to impact MCERA members or their beneficiaries with respect to their retirement or the operation of the retirement system. MCERA may provide information to its membership regarding the measure that is fair and impartial, avoids advocacy of any particular vote, and is provided to membership as part of normal communications as to which MCERA is not expending additional funds. MCERA may not, however, expend retirement system funds or other MCERA resources (such as staff time) to mount a campaign, or otherwise advocate, on any measure before the electorate or on behalf of any particular candidate on a ballot. In addition, unless authorized by the Board, individual Board members shall not use their retirement system titles when expressing an opinion regarding any ballot measure or candidate for office, unless the individual specifically identifies his or her opinion as personal and not that of the Board or retirement system. MCERA shall consult with its counsel prior to speaking officially, or expending MCERA resources, on any items that will be brought before the electorate so as to avoid any potential misuse of trust funds.

#### **11. COMMUNICATIONS WITH PLAN MEMBERS.**

Board members shall be aware of the risk of communicating inaccurate information to plan members (both active members and retirees), and the potential exposure to liability and possible harm to a plan member that may result from such miscommunications.

Board members shall mitigate the risk of miscommunication with plan members and thereby avoid creating additional plan liability by refraining from providing specific advice or counsel with respect to the rights or benefits to which a plan member may be entitled under the MCERA plan.

Where explicit advice or counsel, with respect to retirement plan provisions, policies or benefits is needed, Board members will refer inquiries to the MCERA Administrator or appropriate designee.

#### **12. NON-COMPLIANCE SANCTIONS.**

Violation of this *Code of Fiduciary Conduct, Ethics and Governance* is grounds to remove the offender from the position of Chair or Vice-Chair of the MCERA Board, or from any other assignment on behalf of the Board, and may also subject the offender to censure by the Board.

The Board may also pursue all of its legal remedies against any Board member who violates the provisions of this *Code of Fiduciary Conduct, Ethics and Governance*.

**13. POLICY REVIEW.**

The Board shall review this *Code of Fiduciary Conduct, Ethics and Governance* at least every three years to assure its efficacy and relevance. The Board may amend this policy, from time to time, by majority vote of the Board.

**14. RETIREMENT ADMINISTRATOR'S CERTIFICATE.**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the review of this Policy on  
January 8, 2020.

\_\_\_\_\_  
Retirement Administrator



**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
INTEREST CREDITING POLICY**

**ADOPTED: October 13, 2010**  
**AMENDED: February 9, 2011**  
**REVIEWED: March 12, 2014**  
**REVIEWED: December 14, 2016**  
**REVIEWED: January 8, 2020**  
**REVIEWED:**

**I. BACKGROUND TO THIS POLICY**

The MCERA Board of Retirement (Board) has not previously adopted an interest crediting policy. Government Code section 31592.2 defines “excess” or “surplus” earnings as an amount accumulated by MCERA during any year “in excess of the total interest credited to contributions and reserves during such year,” plus at least one percent (1%) of the total assets of the retirement fund (the “Statutory Contingency Reserve”). In order to facilitate the determination of any “excess earnings” as provided by statute, the Board determined that it should develop this Interest Crediting Policy.

Reasonable advance notice of the proposed establishment of this Policy, as well as of any proposed changes to the Policy by the Board once it has been established, will be provided to recognized retired employee organizations in accordance with Government Code section 31592.5.

**II. PURPOSES OF THIS POLICY**

The purposes of this policy are to establish MCERA’s methodology:

1. To credit interest to certain MCERA reserves in compliance with CERL;
2. To track and attempt to correct any “deficiencies in interest earnings in other years” that MCERA may experience, as described in Government Code sections 31592 and 31592.2; and
3. To establish a non-valuation Statutory Contingency Reserve in accordance with Government Code section 31592.2.

**III. GOVERNING LAW**

MCERA is governed by article XVI, section 17 of the California Constitution, the applicable provisions of CERL, as well as other state and federal laws that govern public retirement systems.

CERL provides, in pertinent part, that in connection with the Board's adoption of MCERA's actuarial valuation, the Board will identify the rates of interest to be credited to members' and plan sponsors' contributions and reserves, and that such rates may, in the Board's sound discretion, be higher or lower than the interest assumption rate set forth in the actuarial valuation; however, the rates may not be set such that they reduce individual benefits provided under CERL and thus the interest credited to the Employee and Retiree Reserves may not be less than zero. *See Gov. Code secs. 31453, 31454, 31472.*

In addition, interest crediting rates must be set consistent with the Board's fiduciary duties of prudence and loyalty. The Board's duty of prudence requires it to inform itself of applicable laws and actuarial and funding principals so as to make an informed and reasonable decision regarding the interest crediting rates it sets. The Board's duty of loyalty requires it to balance the interests of the active, deferred, and retired members of MCERA and their survivors and beneficiaries (collectively "Members") and determine, in its sound and reasonable discretion, that the policy it adopts serves the current overall best interests of MCERA's Members.

Further, under CERL, the Statutory Contingency Reserve must be filled before any "surplus" in earnings may be transferred to employer reserves to pay benefits. *See Gov. Code sec. 31592.2; see generally Gov. Code sec. 31616.* The Statutory Contingency Reserve thus provides a buffer against "deficiencies in interest earnings in other years, losses on investments and other contingencies," as set forth in Government Code section 31592. In order to provide such a buffer effectively, assets in the Statutory Contingency Reserve should be held as non-valuation assets.

Assets held in Internal Revenue Code section 401(h) accounts for retiree health benefits must by law be accounted for separately from assets held for retirement/pension benefits and are not subject to this policy.

#### **IV. INTEREST CREDITING**

Step 1- Determine "Available Earnings" for the following plan sponsor valuation groups: County of Marin, City of San Rafael and Novato Fire Protection District ("Employer Group") for the current plan year as the sum of:

- A. Earnings of the retirement fund allocated to each Employer Group for the period based on Market Value of Assets, less allocated portions of MCERA administrative budget. This could be a negative amount.
- B. The most recent closing balance remaining in the Undistributed Earnings and Contingency Reserves for each Employer Group.

Step 2 - Credit interest to the valuation reserves:

Credit all valuation reserves (other than the Undistributed Earnings Reserves) with interest at the “Valuation Rate”, by Employer Group. Valuation reserves are described in the glossary that is attached to this Policy.

Step 3 – Contra Account:

If Available Earnings are insufficient to credit to reserves of any Employer Group at the assumed Valuation Rate, track all deficiencies in interest crediting for that year in the Contra Account applicable to that Employer Group.

If Available Earnings are sufficient for such interest crediting at the Valuation Rate for any Employer Group, reduce the balance tracked in the Contra Account for the Employer Group sufficient to make up for the historical under-crediting of those valuation reserves below the Valuation Rate, calculated as of December 31, 2009.

Step 4 – Restore the Statutory Contingency Reserve:

Transfer any remaining positive Available Earnings into the non-valuation Statutory Contingency Reserve for each Employer Group up to one percent (1%) of market value of MCERA’s total assets.

**V. EFFECTIVE DATE, LACK OF VESTED RIGHTS, AND PERIODIC REVIEW**

This policy, including its attached Glossary, is effective with the six-month interest crediting period ending December 31, 2010.

This policy remains subject to revision by the Board at any time, does not create any vested rights for any Members, and will be reviewed for potential modification by the Board at least once every three (3) years.

**VI. RETIREMENT ADMINISTRATOR’S CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees’ Retirement Association, hereby certify the review of this policy by the Marin County Employees’ Retirement Association.

Dated: \_\_\_\_\_ ~~January 8, 2020~~

\_\_\_\_\_  
Retirement Administrator

## GLOSSARY

### Selected Policy Terms and Definitions

The following list defines certain technical terms relevant to this Policy:

**Earnings:**

The earnings of the Plan from its investments, including interest, dividends and capital gain, and loss adjustments, computed on a fair market value basis.

**Valuation Rate:**

This is approximately one-half of the interest rate adopted by the Board from the actuarial valuation that established the employer and employee contribution rates for that fiscal year.

**Employee Reserve:**

This valuation reserve represents that total accumulated contributions of members within an Employer Group plus the semi-annual interest credited to those contributions under this Policy.

**Employer Reserve:**

This valuation reserve includes the total accumulated contributions of the employer within an Employer Group held for the benefit of non-retired Miscellaneous and Safety members on account of service rendered as a member of the retirement system, plus semi-annual interest credited to those contributions under this Policy.

**Retiree Pension Reserve:**

This valuation reserve represents total accumulated contributions of the employer within an Employer Group held for the benefit of retired members on account of service rendered as a member of the retirement system, plus semi-annual interest credited to those contributions under this Policy, less the pension payments made to retired members.

**Retiree Annuity Reserve:**

This valuation reserve includes the total accumulated contributions of retired members within an Employer Group for annuity benefits, plus semi-annual interest credited to those contributions under this Policy, less the annuity payments made to the members.

**Survivor Death Benefit and Continuance Reserves:**

These valuation reserves represent the accumulated contributions of the employer and members within an Employer Group, plus semi-annual interest credited to those contributions under this Policy, to be used to pay death and survivorship benefits.

**Cost of Living Reserve:**

This valuation reserve represents the accumulated contributions of the employer and the members within an Employer Group, plus semi-annual interest credited to those contributions under this Policy, to be used to pay cost of living payments.

**Statutory Contingency Reserve:**

This non-valuation reserve represents earnings in excess of the total interest credited to valuation reserves, up to one percent (1%) of market value of MCERA's total assets maintained by Employer Group. The Contingency Reserve is treated as a Non-Valuation asset and is used as a reserve against deficiencies in Available Earnings in other years, as provided by Government Code sections 31592 and 31592.2.

**Undistributed Earnings Reserve:**

This valuation reserve represents earnings in excess of the total interest credited to all other reserves that have not been allocated by the Board to other reserves, maintained by Employer Group.

**Contra Account:**

The "Contra Account" is an accounting informational mechanism, not a reserve, that is used to track any historical shortfalls of Available Earnings credited to valuation reserves other than the Undistributed Earnings Reserve on or after December 31, 2009 relative to the earnings required to credit interest at the full Valuation Rate to those valuation reserves, maintained by Employer Group.

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
UNRESTRICTED EARNINGS POLICY**

**ADOPTED: October 13, 2010**

**AMENDED: February 9, 2011**

**REVIEWED: March 12, 2014**

**REVIEWED: December 14, 2016**

**REVIEWED: January 8, 2020**

**REVIEWED:**

**I. BACKGROUND TO THIS POLICY**

MCERA has not previously adopted an unrestricted or "excess" earnings policy.

During 2009, the MCERA Board of Retirement (Board) directed staff, MCERA's actuary, and counsel to assist it in developing a policy regarding the use of "excess" earnings of MCERA, as those earnings are defined in, among other provisions, Government Code sections 31592.2 and 31874.3. For the reasons set forth therein, this policy is to be read in conjunction, and consistently, with MCERA's Interest Crediting Policy.

Reasonable advance notice of the proposed establishment of this policy, as well as of any proposed changes to the policy, or of any proposed changes to the uses of unrestricted earnings under it, by the Board once it has been established, will be provided to recognized retired employee organizations in accordance with Government Code section 31592.5.

**II. PURPOSE OF THIS POLICY**

The purpose of this policy is to establish a methodology to administer the unrestricted earnings of MCERA in compliance with the County Employees' Retirement Law of 1937 (Cal. Gov. Code sec. 31450 et seq.) ("CERL").

**III. GOVERNING LAW**

MCERA is governed by article XVI, section 17 of the California Constitution, the applicable provisions of CERL, as well as other state and federal laws that govern public retirement systems.

CERL provides MCERA members with statutory rights to certain retirement and related benefits, and affords MCERA's plan sponsors options to grant their employees those benefits on a vested or, in some cases non-vested, basis in accordance with applicable law. CERL also provides the



MCERA Board with the authority and discretion to use unrestricted earnings of the retirement system to provide non-vested benefits to certain MCERA members on the conditions set forth by statute, and consistent with the Board's fiduciary duties of prudence and loyalty.

The Board's duty of prudence requires it to inform itself of applicable laws and actuarial and funding principals so as to make an informed and reasonable decision regarding the terms of this policy. The Board's duty of loyalty requires it to balance the interests of the active, deferred, and retired members of MCERA and their survivors and beneficiaries (collectively "Members") and determine, in its sound and reasonable discretion, that the policy it adopts serves the current overall best interests of MCERA's Members.

This policy, including any changes to it that the Board may choose to make in the future, provides guidelines to be followed by the Board in administering the benefits granted by the County of Marin ("County") and MCERA's other plan sponsors in compliance with CERL and other applicable law, and in managing the assets that pay those benefits as well as other benefits permitted to be paid with unrestricted earnings.

Assets held in Internal Revenue Code ("IRC") section 401(h) accounts for retiree health benefits must by law be accounted for separately from assets held for retirement/pension benefits and are not subject to this policy. In addition, under IRC section 401(h), assets held by a federally tax-qualified plan such as MCERA to pay retirement/pension benefits, may not be used to fund retiree health benefits.

#### **IV. POSSIBLE USES OF UNRESTRICTED EARNINGS**

After completing MCERA's interest crediting and establishing a non-valuation contingency reserve for each employer valuation group (currently, the County, City of San Rafael, and Novato Fire Protection District) ("Employer Group"), as provided by the MCERA Interest Crediting Policy, then

Step 1: MCERA will first credit to the Retiree Reserves of an Employer Group an amount sufficient to bring the amounts in those reserves up to the level that MCERA's actuary recommends will fund 100% of the present value of the projected benefits to be paid from those reserves to the retirees as of the most recent valuation date.

Step 2: If Available Earnings remain after completing Step 1, then the Board may, in its sound discretion, consider the following:

A. If at least one percent (1%) of MCERA's total retirement system assets are collectively maintained in the Employee Group Statutory Contingency Reserves and the overall

funded status of the plan is 80% or greater, the Board may consider a transfer to a non-valuation reserve or designation to pay an ad hoc supplemental COLA as permitted by law. Ideally, before transferring any assets to such non-valuation reserve, the overall funded status of the plan should be approximately 100%.

- B. Transfer to a reserve or designation for other uses as permitted by law.
- C. Continue to maintain the funds in the Unrestricted Earnings valuation reserve.

Prior to implementing A or B above, the Board must obtain: (1) from MCERA's actuary, an analysis of the impact of such actions on factors such as (i) future annual contributions rates, (ii) the unfunded actuarial accrued liability of MCERA and each of its employer valuation groups; and (iii) resulting funding ratios; and (2) the advice of MCERA's legal counsel. The Finance and Risk Committee will review these results and recommend to the Board if either action A or B should be implemented.

**V. EFFECTIVE DATE, LACK OF VESTED RIGHTS, AND PERIODIC REVIEW**

This policy is effective on the same date as the Interest Crediting Policy that is referenced herein.

This policy remains subject to revision by the Board at any time, does not create any vested rights for any Members, and will be reviewed for potential modification by the Board at least once every three (3) years.

**VI. RETIREMENT ADMINISTRATOR'S CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the review of this policy by the Marin County Employees' Retirement Association.

Dated: January 8, 2020

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Retirement Administrator

## **B.5 Next Committee Meeting**

This is a discussion with no backup.